www.ambergroupindia.com

Date: 19 September 2018

To
Secretary
Listing Department
BSE Limited
Department of Corporate Services Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001
Scrip Code : 540902
ISIN : INE371P01015

To
Secretary
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex, Mumbai – 400 050

Scrip Code : AMBER
ISIN : INE371P01015

Dear Sir/Ma'am,

Sub: Submission of Annual Report pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find attached herewith the Annual Report of the Company for the financial year 2017-18 as approved and adopted by the Members of the Company at the 28th Annual general Meeting ('AGM') of the Company held on Monday, 17 September, 2018 at **EAGLE MOTEL, GRAND TRUNK ROAD, RAJPURA, PUNJAB - 140401** at 11:00 A.M.

This is for your kind information and records.

Thanking You,

Yours faithfully
For **Amber Enterprises India Limited**
(Formerly Known as Amber Enterprises (India) Private Limited)

Amber Enterprises India Limited

(Konica Yadav)
Company Secretary and Compliance Officer

Encl: as above

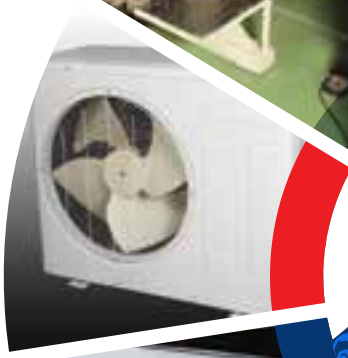
amber

Amber Enterprises India Limited

ANNUAL REPORT **FY 2017 - 18**

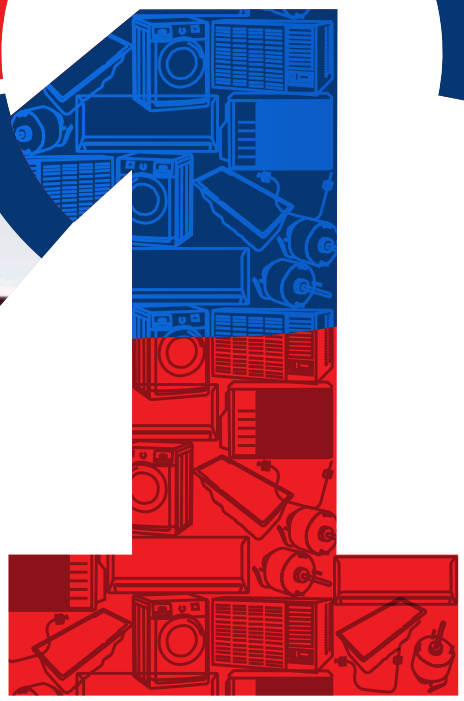












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Disclaimer

This document contains statements about expected future events and financials of Amber Enterprises India 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 which from part of ths Annual Report of FY 2017-18.

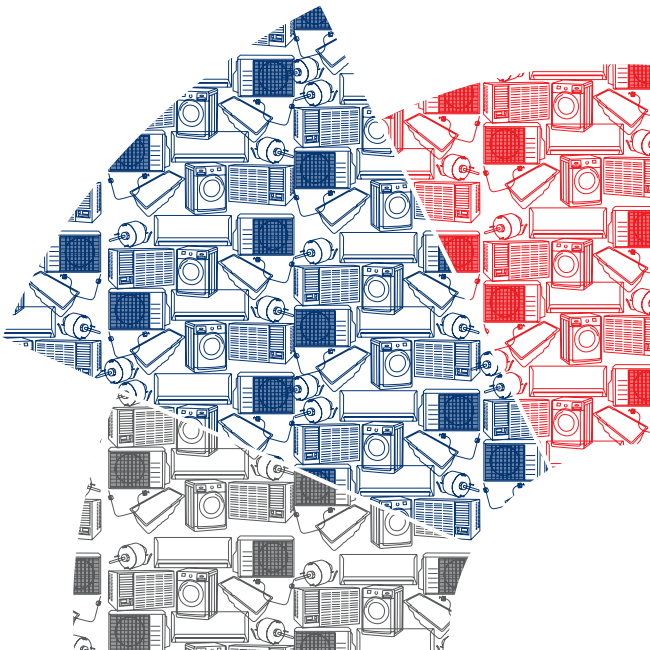
Please find our online version at :

ambergroupindia.com/reports-and-results

Or, simply scan to download

INVESTOR INFORMATION

BSE code	540902
NSE code	AMBER
Bloomberg code	AMBER: Natl India
Market Capitalisation as on 31 March 2018	3362.89 crores
AGM date	17 September 2018
Venue	Eagle Motel, Grand Trunk Rd, Rajpura, Punjab 140401



RESIDENTIAL HOMES.
SCHOOLS. OFFICES.
HOSPITALS. MALLS.
RESTAURANTS. AIRPORTS.

Wherever you go, you will find us

We are number **1**
Integrated AC manufacturer providing one-stop solutions

Serving .... 8 out of the top 10 RAC* brands



₹2,128 Crores
Revenue in 2017-18

₹184 Crores
Operating EBITDA in 2017-18

₹62 Crores
PAT in 2017-18

***RAC:**
Room Air-Conditioners

EBIDTA:
Earnings Before Interest, Taxes, Depreciation & Amortisation and other incomes.

PAT:
Profit After Tax

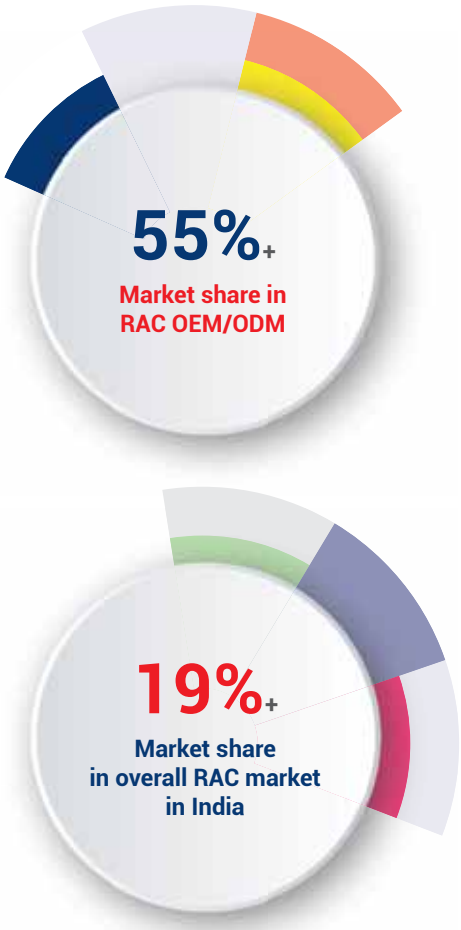
INDIA'S LEADING ORIGINAL EQUIPMENT MANUFACTURER (OEM)/ ORIGINAL DESIGN MANUFACTURER (ODM) OF WHITE GOODS.

Incorporated in 1990, Amber Enterprises India Limited (Amber or 'the Company') is India's leading Original Equipment Manufacturer (OEM)/Original Design manufacturer (ODM) of white goods.
The Company offers a wide range of products. It manufactures integrated solutions for Room Air Conditioners (RACs), Indoor Units (IDUs), Outdoor Units (ODUs), Split and Window Air Conditioners (SAC and WAC). As part of its backward integration process, it produces critical components like heat exchangers, printed circuit boards ("PCBs"), system tubing, sheet metal parts, motors and injection moulding parts. The Company also strengthened its position by acquiring PICL (India) Private Limited ("PICL"), IL JIN Electronics (India) Private Limited ("IL JIN") and Ever Electronics Private Limited ("Ever") which are into key reliable components viz. motors and PCBs manufacturing.

Besides, it also manufactures non-AC components like inner case liners and plastic extruded sheets for refrigerators, washing machine tubs, sheet metal parts and PCBs for refrigerators, washing machine, microwave, automobile etc.

The Company has progressed over the years to become a one-stop solution provider to the major RAC brands in India. It has achieved the position today owing to its reliable supply of critical components in RAC and other consumer durable products.

Today, the Company caters 8 out of top 10 RAC brands in India with its twelve manufacturing facilities across India. Its strong R & D and innovative product design capabilities make it a partner by choice to its customers.



* *Source: Frost & Sullivan Reports*





VISION

- To be the first choice of customers
- Add value to the customers' business
- Discipline & strong management principles

MISSION

- No. 1 OEM /ODM & parts manufacturing company
- Excellent services to our customers
- Create growth for all associated with our organisation

PHILOSOPHY

- Smart working
- Innovation
- Happiness to all



THANK YOU FOR THE GREAT RESPONSE.

After operating for 23 years as a private limited company, we dreamt bigger and decided to go public.

We raised Rs 600 Cr through our initial public offering (IPO) during 2017-18 and the response was overwhelming - 165 times oversubscription of the issue!

Our stock was listed on the NSE and BSE at Rs 1,175 and Rs 1,180 respectively, registering 37% appreciation on the issue price of Rs 859.

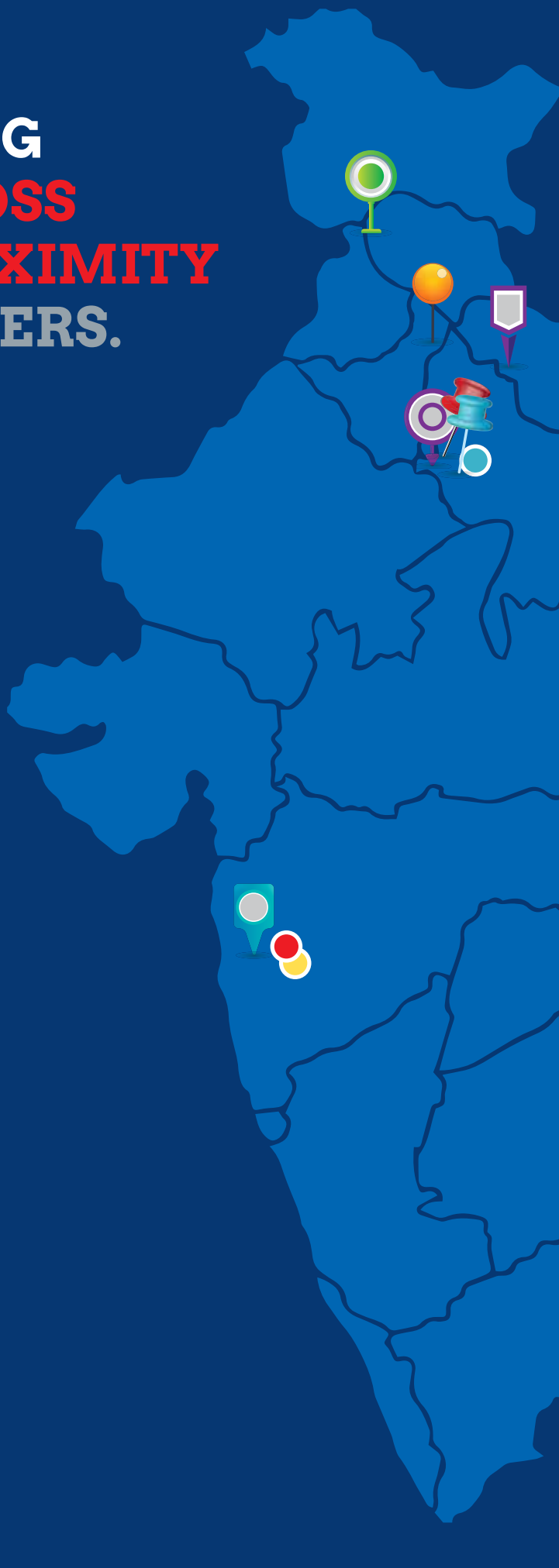
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Our Leadership Team 20-21

INTEGRATED MANUFACTURING FACILITIES ACROSS INDIA WITH PROXIMITY TO THE CUSTOMERS.











RAJPURA
4,897 sq.mt.
R&D lab, painted & unpainted sheet metal parts and tools, AC assembly

JHAJJHAR
28,300 sq.mt.
Plastic moulding, heat exchanger, IDU & ODU kit and tubs unit assembly

FARIDABAD
4,925 sq.mt.
PICL
Electrical motors for RAC and commercial AC and water coolers

PUNE
15,200 sq.mt.
1 AMBER AC ODU, sheet metal and painted parts

1 EVER PCBs for home appliances and auto

DEHRADUN
(3 units)
45,234 sq.mt.
Sheet metal parts, RAC IDU, ODU, WAC, copper tube, heat exchanger and plastic moulding

KALAMB
4,150 sq. mt.
(Non Operational)

GREATER NOIDA
AMBER (2 Units)
Ecotech 5,058 sq.mt.
Inner case and plastic sheets
Kasna 4,845 sq.mt.
Sheet metal parts for AC, refrigerator, microwave and water tank

1 IL JIN 11,227 sq.mt. PCBs for home appliances and auto

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WAY TO LEAD

THAT'S BY EXAMPLE.

Within three decades of existence, Amber has achieved a commanding position in the industry. The Company has continuously strived to become a preferred outsourcing partner for the white goods industry. Its zeal along with its relentless efforts have allowed it to evolve from a mere sheet metal component manufacturer to a full-fledged RAC manufacturer today.



1990 Incorporated in Jalandhar, Punjab

1994 Established its first factory in Rajpura

2004 Commenced operations at Dehradun Unit 4

2006 Commenced manufacturing of Microwave ovens

2008 Started Noida Ecotech Unit

Commenced manufacturing of Heat Exchangers

2009 Established Dehradun Unit 5

2010 Established Kasna, Kala Amb and Pune Unit for sheet metal manufacturing

Established Dehradun Unit 6

2011 Investment by Green India Venture Fund

2012 Established Jhajjhar Unit

Acquisition of PICL

Investment by Reliance Alternative IF

2013 Exit to Green India Venture Fund

2017 Investment by Ascent; exit to Reliance through purchase by Ascent

Acquisition of IL JIN

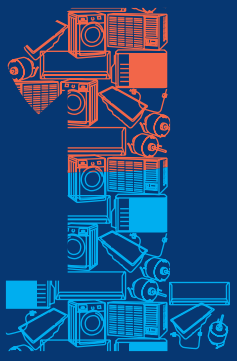
2018 Initial Public Offer

Investment in Ever

FIRST CHOICE for customers

- FIGHTING SPIRIT
- I AM RESPONSIBLE
- RESPECT FOR HUMAN
- STRONG MANAGEMENT PRINCIPLES
- TRANSPARENT
- CUSTOMER FIRST
- HARDWORKING & SINCERE
- OWNERSHIP
- INCLUSIVE GROWTH
- CONTINUOUS INNOVATION
- ETHICAL ALWAYS

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WAY TO LEAD

MARKING AN IMPRESSION ON EVERY AC USED IN THE COUNTRY.

We at Amber have carved out a distinct niche for ourselves as one of the most sought-after OEMs/ODMs. Right from ideation to production, we are closely associated with our customers to deliver tailor-made products. Be it designing and manufacturing complete RAC, components or helping OEMs assembling components, we aim to leave our impression on each and every AC that is manufactured and used in the nation.

PRODUCT PORTFOLIO







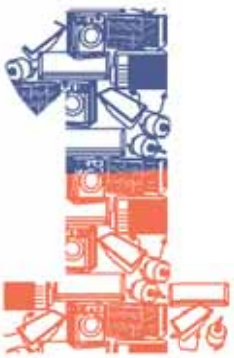


ROOM AIR CONDITIONER (2-star to 5-star energy ratings)	Indoor Units Outdoor Units	★★ ★★★ ★★★★★	0.75 ton, 1 ton, 1.5 ton, 2 ton, Inverter AC (0.75, 1, 1.5 & 2 ton)
	Window AC's	★★ ★★★ ★★★★★	0.75 ton, 1 ton, 1.5 ton, 2 ton

ROOM AIR CONDITIONER COMPONENTS	Heat Exchangers Copper System Tubing Multi Flow Condensers Printed Circuit Boards Sheet Metal Components Injection Moulding Components AC Motor

NON-AIR CONDITIONER COMPONENTS	Inner Case liner for Refrigerators & Plastic Extruded Sheets Washing Machine Tubs Non-Air Conditioner Motors Printed Circuit Boards for other consumer durables Sheet Metal Components for Refrigerators, Washing Machine, Automobiles etc.





BEING ASSOCIATED WITH THE BEST.

At Amber, we enjoy the majority of the market share in the RAC market, be it the whole unit or a component. We have been associated with 8 out of top 10 RAC brands present in India, capturing 75% market share. Out of these, 5 are MNC brands and the remaining 3 are Indian companies. We are associated with majority of our customers for over five years by now. Our collaborative approach has been of developing new customised products and reducing the logistics cost. This makes us the partner by choice. Besides the domestic customer base, some of our products are also exported to Saudi Arabia, Oman, Sri Lanka, Nigeria and Bangladesh.

OUR KEY CUSTOMERS

MNC

Panasonic | DAIKIN | LG | HITACHI Inspire the Next | Whirlpool

Domestic

VOLTAS | Godrej | BLUE STAR

BRIDGING THE BARRIER

Product approval cycle for leading brands: 2-3 years

Gradual ramp-up process: Another 2-3 years

At Amber, we have successfully built our product portfolio after going through the longer approval cycle. Today, we have gained confidence of our customers, retained them and are also further tried to explore cross selling opportunities.





Consistently recognized by customers for performance, infrastructure, quality and support

2017

- 'Best Support: Green Supply Chain' from Godrej
- Supply Excellence award by SML ISUZU;
- Silver award by John Deere for Supplier Focus Six Sigma project completion
- Quality award - Press Commodity by LG;
- Green Manufacturing Gold Rating by Confederation of Indian Industry ("CII") to Ecotech and Pune Plant;
- 2nd runner up in 1st National Competition on SPC towards Zero Defect by CII;

2016

- 'Best of Best Performance Award' from LG Electronics
- 'Leadership Business Innovation Award' from Panasonic
- 'Best Infrastructure Improvement Award' from LG Electronics
- 'Vendor Performance Excellence Award' in finished goods category from Blue Star

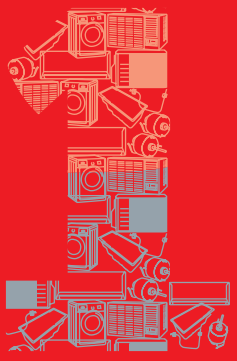
2015

- 'Best Development Support Award' from Panasonic
- 'Best Supplier Award for on-time Delivery' in Strategic Business Partners' Meet
- 'Best Supplier Award' from Honeywell

2014

- 'Cost Improvement Outstanding Performance Award' from Panasonic
- 'Best ASCE Performance Award of the Year' from LG Electronics
- 'Localisation Support Excellence Award' from Panasonic

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WAY TO LEAD

INNOVATE, INNOVATE & INNOVATE.

At Amber, we have sensed the demand for smart new electronic products, with the technological world changing the gears. Innovation is a must for handling the market demands.

We constantly strive to deliver forward-looking RAC solutions that provide comfort to the end-user in all respects – be it the cooling factor or be it the economical pricing. One such situation is envisaging the need for inverter ACs and the potential saving benefit it provides to the end user. The acquisition of IL JIN and Ever by us offered the opportunity to leverage the technological knowhow of the inverter ACs. Today, we are one of the few Indian manufacturers with the capability to design and manufacture Inverter ACs.

Our dedicated R&D lab at Rajpura largely drives our ODM business. We have a dedicated team of 36 employees with engineering background, having expertise in the areas of energy efficient designs, simulations and 3D designing, amongst others. Besides, we keep on exploring acquisition opportunities that may allow us to enhance our technological know-how and deliver superior products.

OUR R&D FACILITY is equipped with

- 3-D CAD
- Psychometric lab
- Anechoic sound-proof room
- Reliability test room
- PCB on-off test infra

ACQUISITIONS/INVESTMENTS TO LEVERAGE THE FUTURE-READY TECHNOLOGIES AND BACKWARD INTEGRATION

PICL

'PICL', a subsidiary of Amber, that was acquired in FY13, is an exporter delete leading exporter, manufacturer and supplier of single phase induction motor for air conditioning unit, commercial air conditioners and coolers.

IL JIN

'IL JIN' is India's one of the leading electronic printed circuit board manufacturers for consumer electronics. LG, IFB and LS Automotive are among Il JIN's major clients.

Amber acquired 70% in 'IL JIN Electronics' in FY18. In FY18, 'IL JIN' contributed Rs 100 Crores to Amber's consolidated operating revenue.

EVER

'Ever Electronics' is also India's one of the leading electronic printed circuit board manufacturers for consumer electronics. LG, LS Automotive, Powercraft Electronics, Godrej and Intangibles Labs are among Ever's major clients.

After acquiring a 19% stake in 'Ever' in FY18, Amber is scheduled to acquire balance stake of 51% in Ever by 31 December 2018 in one or more tranches.

Certifications

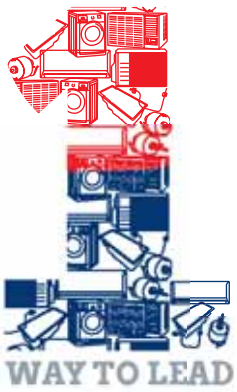
Approved by Department of Scientific and Industrial Research (DSIR)

Accredited by National Accreditation Board for Testing and Calibration Laboratories (NABL)

ISO 9001:2015 Quality Management Systems Certification



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INTEGRATING BACKWARDS.

At Amber, we are present across the value chain of manufacturing RACs. Being backward integrated has benefited us in several ways:

COST REDUCTION

In-house manufacturing of AC components enables flexibility and offers cost-effective solutions.

TIMELY DELIVERIES

Strategically located plants of the Company near to the customer clusters allow just in time and cost effective delivery to the customers.

QUALITY

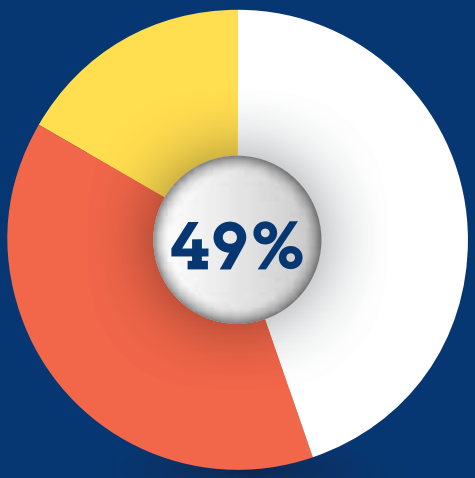
Stringent monitoring of components offers us the benefit of total quality control.

NEW BRANDS

Give us the opportunity of entering new markets and customers through components.

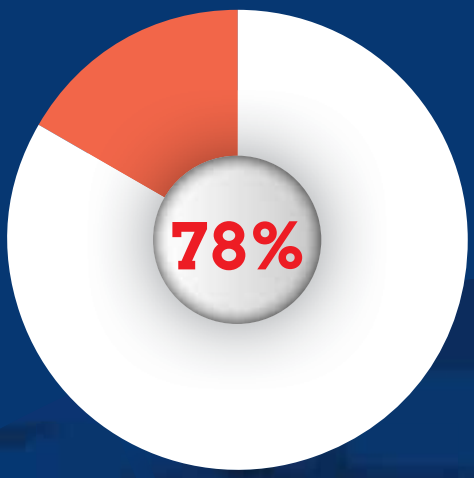


OUTDOOR UNITS*



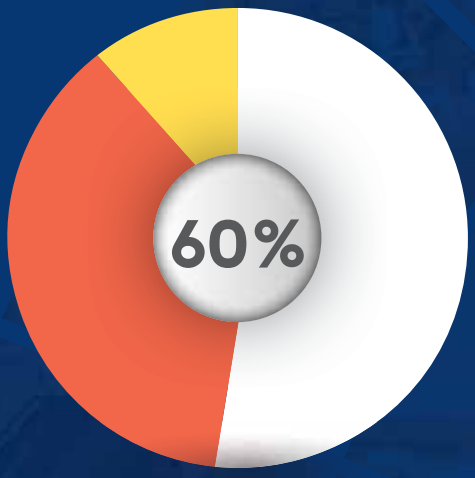
Amber | Compressors | Outsourced

INDOOR UNITS



Amber | Outsourced

WINDOW ACs



Amber | Compressors | Outsourced

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FINANCIAL PERFORMANCE
Consolidated

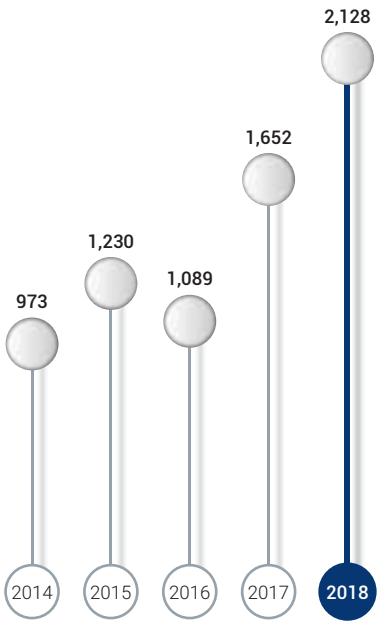




REVENUE
(Amount in Crores)

4-year CAGR : **21.6%**

YoY Growth : **28.81%**

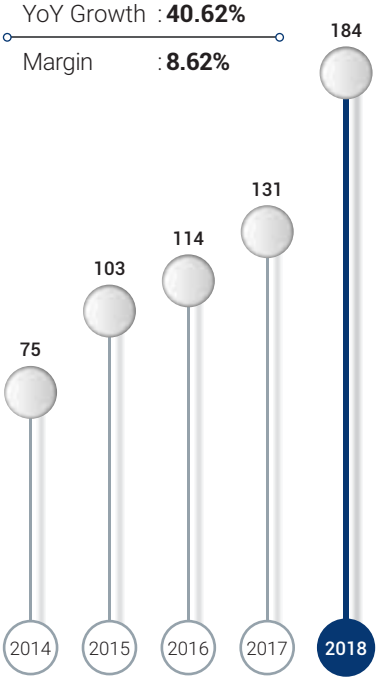


EBITDA
(Amount in Crores)

4-year CAGR : **25.2%**

YoY Growth : **40.62%**

Margin : **8.62%**

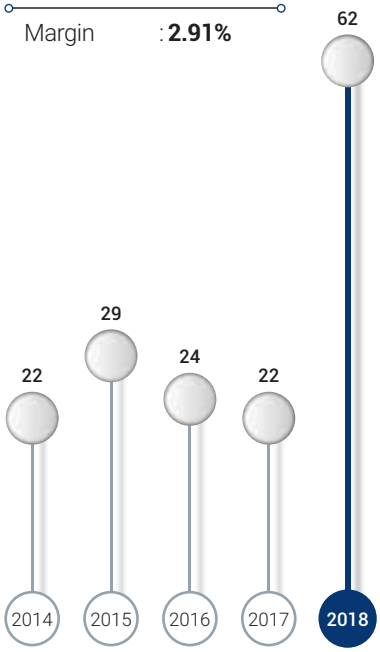


PAT
(Amount in Crores)

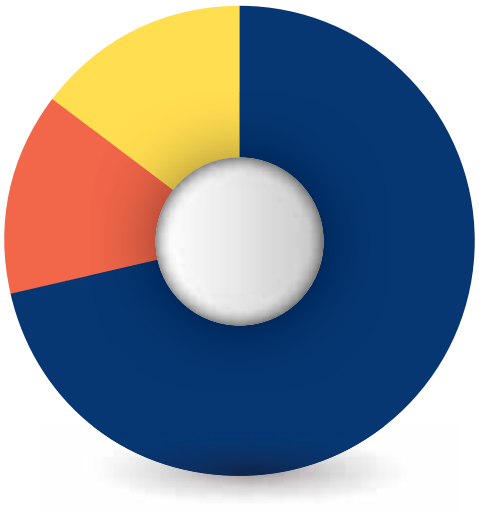
4-year CAGR : **29.3%**

YoY Growth : **181.81%**

Margin : **2.91%**



REVENUES BY SEGMENT



- **RAC: 71.7%**
- **AC Components: 13.8%**
- **Non-AC Components: 14.5%**

Revenue – Net off excise

EBITDA – Earnings before interest tax, depreciation & amortisation and other incomes.

PAT – Profit after tax

Economies of scale operating leverage to play out
+ Focus on integration & in-house processing
= Profitable Growth

CHAIRMAN AND CEO'S PERSPECTIVE

We are consolidated aggregators. We offer additive manufacturing solutions and add value to customers' requirements.

Dear Shareholders,

Welcome to the Amber family. I express my heartfelt gratitude for believing in our business model and making our IPO a great success. Through this annual report, I take this opportunity to present you our performance snapshot and strategic priorities going ahead.

JASBIR SINGH | Chairman & CEO



Consumption-driven economy

India's GDP growth was recorded at 6.7% for the financial year 2017-18. The temporary slowdown owing to demonetisation and Goods and Service Tax (GST) implementation during the first half of the fiscal, gradually subsided. The Government reforms towards formalisation of the economy, eventually started showing favourable results in the latter half of the fiscal. There was a broad-based growth in the investments as well as consumption patterns. India, once again, started emerging as one of the fastest growing economy with improved rankings in the 'Ease of Doing Business' index. This augurs well for our consumption-driven economy.

The macro insight

At Amber, we enjoy our leadership in the RAC OEM/ODM segment and stand to leverage the under-penetrated market. The Indian RAC market volumes are expected to record a CAGR of 12.8% from FY 2017 to FY 2022 (Source: F&S Report). Due to the current low penetration rate of 5%, it is expected to see as huge opportunity. Besides this, factors such as growing population, increasing disposable income, changing lifestyle trends, shortening of replacement cycle, easy access to credit, longer hot weather conditions, better availability of electricity and energy-efficient RAC models constitute for the industry growth. The domestic manufacturers have an edge over the imports due to their lower lead time and greater flexibility. The Government's thrust on 'Make in India' further supports the momentum.

From luxury to an affordable necessity

AC which was perceived to be a luxury product in earlier years has been the basic necessity for major part of the society. It is now a product linked with desire of comfort living. Factors such as manufacturing of products with finesse and efficiency, easy financing have fuelled the demand further. Many households are even installing multiple air conditioners. The change in the climatic conditions and prolonged summers are further driving the need for an AC comfort. Several schools and office places which were earlier dependent on fans are now installing ACs. The replacement cycle has also come down from an average of 12 -15 years to 7 - 8 years due to the usage pattern of new generation.

Aligning with opportunities

Consider this fact: China produces over 160 million ACs annually as compared to 110 million five years back. At Amber, though we started our journey as a diversified manufacturer of sheet metal components, we eventually ventured into RAC and its components. Over the period, we realised the underlying potential and strategically decided to focus on RAC as our core business.

Today, we have evolved as a company which is the largest functional component supplier as well as the ODM player in the RAC segment. We provide complete integrated solutions at the doorstep of the customers through our 12 facilities across India. We cater to nearly all the brands present in India.

Preferred by brands

Intense competition has forced RAC brands to focus more on marketing and promotional activities. They are adopting asset-light strategy in order to avoid blocking of large capital in manufacturing the various types of units. For the same, they prefer outsourcing the manufacturing of RAC and its components to ODM/OEM players. At Amber, we are the consolidated aggregators of such a demand. From manufacturing components or assembling ACs up to building a complete RAC, we help the clients with all types of manufacturing solutions.

Driven by R & D and technology

We constantly strive to strengthen our R & D, designing and engineering capabilities to cater effectively to the RAC brands. We have also adopted regular technological breakthroughs that have added value to our end users. Our 70% stake in IL Jin Electronics and 19% stake in Ever Electronics Pvt Ltd provide us significant expertise in producing inverter ACs and adapting newer technologies. Today, the inverter AC demand has swept the market and is expected to grow by 40% annually.

Performance review

We continued to maintain an industry-beating growth momentum during the year. On a standalone basis, Amber has grown 23% which has outnumbered the industry. On the volume terms, the Company has grown 26% vis-à-vis the industry growth of 10% to 11%. On a consolidated basis, total income grew 29 % from Rs 1,652 Crores in 2016-17 to Rs 2,128 Crores in 2017-18. Continuous operational optimisation and efficiency drive during the year resulted in our operating profit growing 44.4 % from Rs 99.2 Crores in 2016-17 to Rs 143.2 Crores in 2017-18. Our net profit also strengthened 181 % from Rs 22 Cr in 2016-17 to Rs 62 Cr in 2017-18. The increasing preference of RAC brands for the OEMs/ODMs over imports will prove beneficial for the Company. This gives us the opportunity to further utilise our spare capacities, without incurring any additional capex. This will lead to stronger ROCE going forward.

Strategic priorities for the future

Our strategic priorities over the next two years would largely revolve around the following factors:

Product Expansion: We will largely focus on new models of IOT-based Inverter RACs and add new RAC components such as brushless DC motors, resin-core motors and inverter controllers to achieve greater backward integration.

Customer Expansion: Apart from getting new customers on board, we would also focus on increasing the wallet share of the existing customers by means of cross-selling and better offerings of energy-efficient models & other components.

Geographic Expansion: Within India, we will explore the opportunities of marking our presence to newer regions like Gujarat & other India. Besides, we will continue to make efforts towards acceptance of our products in the international markets. As an entry point, we will initiate exports to Middle East, South-East Asia and Europe.

Inorganic Growth: We will continue to explore inorganic opportunities that may further strengthen our innovative offerings to our customers.

Closing note

I would like to place on record my appreciation for the support and guidance provided by the Board Members and the Senior Management Team. I would also like to thank our employees for their dedication, determination and untiring efforts towards achieving organisational goals. We have good reasons to look forward to better times in the near future.

Best regards,

JASBIR SINGH | Chairman & CEO

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OUR LEADERSHIP TEAM

1

Jasbir Singh - *Chairman & CEO*

- Over 15 years of experience in RAC Manufacturing sector
- Instrumental in successful commissioning of 6 factories in last 10 years
- Initiated the concept of additive manufacturing solutions
- Handles key customer relationships
- Engineering in Industrial Production, Karnataka University & MBA from University of Hull, United Kingdom

2

Daljit Singh - *Managing Director*

- Over 11 years of experience in RAC Manufacturing sector
- Previously worked with Morgan Stanley in New York
- Awarded "Entrepreneur of the Year 2016" by Ludhiana Management Association
- Engineering in Electronics, Nagpur University & Master's in Information Technology, Rochester Institute of Technology, USA

3

Sanjay Arora - *Director (Operations)*

- Responsible for operations, innovation, security & legal matters
- 36 years of work experience; joined Amber in 2012
- Electrical Engineering from YMCA Institute of Engineering, Faridabad



4

Udaiveer Singh - *President (RAC Division)*

- Responsible for Planning & Operations of the RAC manufacturing facilities
- 24 years of work experience; joined Amber in 2003
- Mechanical Engineering

5

Sachin Gupta - *Vice President (RAC Division)*

- Responsible for Business Development
- 16 years of work experience; joined Amber in 2014
- Electrical Engineering from Punjab Technical University & PGDBA from AIIMAS Chennai

6

Sudhir Goyal - *CFO*

- Responsible for Finance & Accounts
- 15+ years of work experience; joined Amber in 2012
- Chartered Accountant from ICAI, B. Com (Hons) from Delhi University



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WAY TO LEAD

BY CARING FOR THE SOCIETY

The Company is committed to ensure a healthy environment and empowered community around it and has, accordingly, adopted a triple bottom line approach of people, planet and profit.

Your Company has a simple but clear purpose – to make sustainable living commonplace. This purpose inspires your Company's vision to accelerate growth in the business, while reducing its carbon footprint and increasing its positive social impact. Your Company's commitment to sustainable living is not only helping drive strong business growth but also helping enhance equity and preference for its consumers.



CORPORATE INFORMATION

Mr. Kartar Singh	*Chairman Emeritus*

BOARD OF DIRECTORS

Mr. Jasbir Singh	*Chairman and Chief Executive Officer*
Mr. Daljit Singh	*Managing Director*
Mr. Manoj Kumar Sehrawat	*Nominee Director*
Dr. Girish Kumar Ahuja	*Independent Director*
Mr. Satwinder Singh	*Independent Director*
Ms. Sudha Pillai	*Independent Director*

KEY MANAGERIAL PERSONNEL

Mr. Jasbir Singh	*Chairman and Chief Executive Officer*
Mr. Daljit Singh	*Managing Director*
Mr. Sanjay Arora	*Director Operations*
Mr. Udaiveer Singh	*President – RAC Operations*
Mr. Sachin Gupta	*VP – RAC Operations*
Mr. Sudhir Goyal	*Chief Financial Officer*
Ms. Konica Yadav	*Company Secretary and Compliance Officer*

REGISTERED OFFICE

C-1, Phase II, Focal Point,
Rajpura Town - 140 401, Punjab

STATUTORY AUDITORS

M/s Walker Chandiok & Co. LLP
Chartered Accountant
7th Floor, Plot No. 19A, Sector 16A, Noida – 201301

REGISTRAR & SHARE TRANSFER AGENT

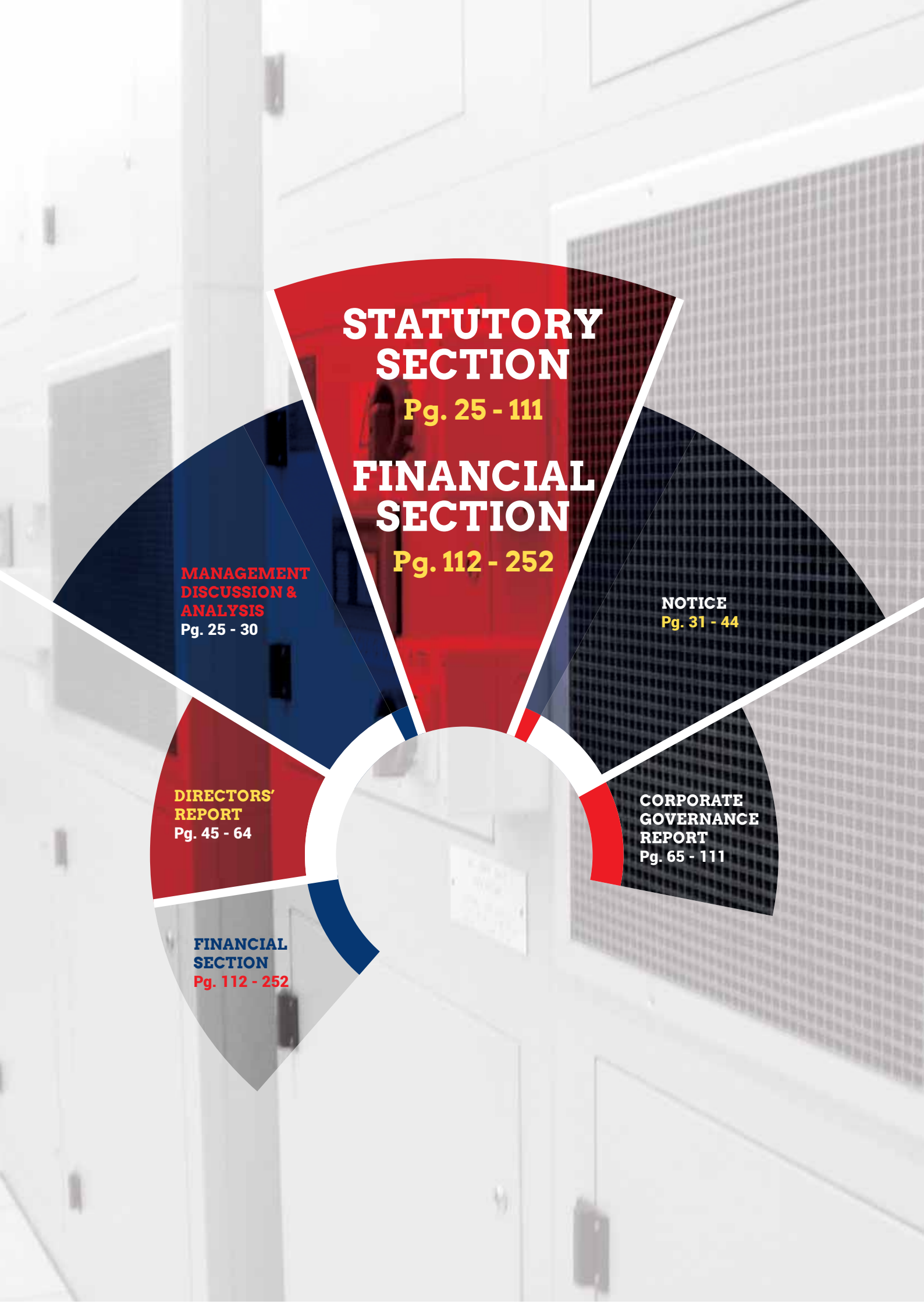
M/s Karvy Computershare Private Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad – 500 032
Tel. No. : +91 40 6716 2222
Fax No. : + 91 40-23431551
E-mail : einward.ris@karvy.com
Website : www.karvycomputershare.com

CORPORATE OFFICE

1st Floor, Universal Trade Tower,
Sector – 49, Sohna Road, Gurgaon – 122 018

KEY BANKERS/ LENDERS TO OUR COMPANY

IDFC Bank Limited
Yes Bank Limited
Indusind Bank Limited
RBL Bank Limited
DBS Bank Limited
IDBI Bank Limited
HDFC Bank Limited
Societe Generale
State Bank of India
Tata Capital Financial Services Limited
Siemens Financial Services Private Limited


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MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC REVIEW

The growth of Indian economy looks to be back on track. It has reclaimed its position as one of the world's fastest growing economy, by recording a GDP growth of 6.7% in FY2018. India's GDP grew at the fastest pace in seven quarters at 7.7% in January-March quarter on account of improvement in investments and consumptions. Other macroeconomic fundamentals like lower inflation, narrow current account deficit and a replenishment of foreign currency reserves have also contributed to the growth revival. The economy has clearly bounced back post demonetisation shocks and GST implementation. However, the current soaring oil prices may temporary disturb the current account deficit, leading to higher inflation.

In the medium term, the economy is expected to benefit from the positive policy reforms like bankruptcy code and action towards resolving non-performing assets (NPA) challenges of public sector banks. Strong domestic demand, improving business climate, pick up in industrial activity and GST implementation will further promote an organised business environment with higher accountability.

INDUSTRY REVIEW

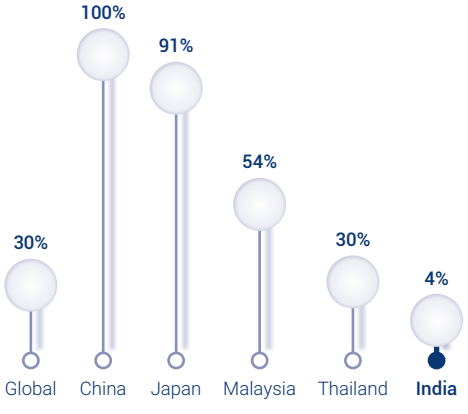
Indian Scenario

The Indian RAC market promises tremendous growth potential owing to its lower penetration as compared to its global counterparts. Currently India stands at 4% penetration as compared to China's 100% and a global average of 30%. Besides, RACs have largely under-penetrated in the market as compared to the other consumer durables like refrigerators, washing machines and television. This defines how the Indian RAC market will be leading the growth path in the next few years. It is also witnessing a positive shift towards inverter ACs. This segment is expected to cover 70 - 80% of the industry demand by FY2020 from current level of around 40%. The key factors driving the shift to inverter ACs include:

1) The narrowing price gap between fixed speed ACs and inverter ACs, which now stands at only Rs 3,000-4,000
2) Lower installation fee (Rs1,500 per unit) with a comprehensive 3-5 year warranty
3) Rising electricity prices, which may compel consumers to look for energy-efficient inverter ACs
4) Increase in availability of electricity across the nation

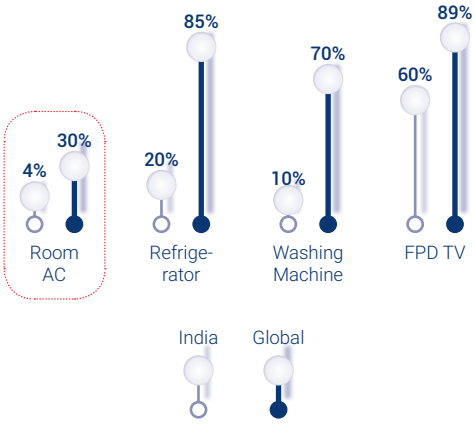
RAC MARKET PENETRATION

- Select Asian Countries and Global

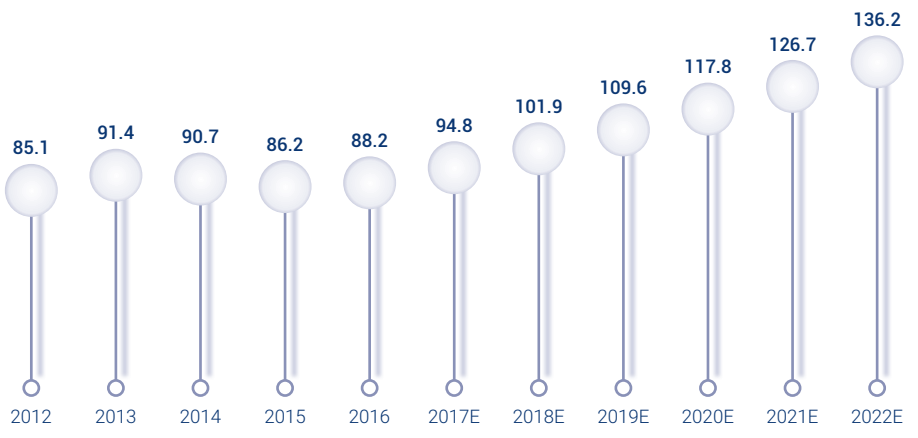


Source: Frost & Sullivan Reports

RAC PENETRATION V/S OTHER CONSUMER DURABLES



GLOBAL RAC VOLUME MARKET SIZE AND FORECAST (MILLION UNITS)



Note : E refers to Estimate

Source: JRAIA, April-2018

Outlook

In the advent of improving macroeconomic conditions, RAC is now considered as an affordable necessity rather than a luxury. Moreover, factors such as rising disposable income, increased urbanisation, changing lifestyle trends, longer hot weather season and shortening of the replacement cycle will further trigger the RAC demand. In case of household category, many homes are now installing multiple RACs. Once considered as a seasonal product and used mostly during summer months, RACs are now used for longer period throughout the year. The Indian RAC market is expected to witness a CAGR of 10-12 % between 2018-20. Such growth may result in an expansion of existing RAC brands as well as the entry of new consumer durable brands in the RAC segment.

GROWTH DRIVERS

Higher level of outsourcing by the brands

The major global RAC brands are trying to capitalise on the large domestic demand in India. They are preferring India as a manufacturing base due to the supportive Government programs such as 'Make in India'. During 2017, OEM/ODM players manufactured around 34% of the total RAC market volumes by demand. This is expected to reach 52% by FY 2022. Intense competition and growing number of RAC brands in the market have diverted companies to concentrate on marketing and promoting their products to spread their sales reach and increase market share. In order to follow the asset-light strategy, the companies are choosing to outsource most of the RAC products and components to ODM/ OEM players. With increasing dependence of RAC brands on OEM/ODM companies, priority is shifting towards strengthening R&D, design and engineering capabilities- the high-value activities amongst all services.

Product innovation and energy efficiency

The Indian RAC market has been witnessing robust growth trend in the past five years with a CAGR of 9.4% by volumes. In the next five years, the market is expected to witness a CAGR of 12.8% reinforced by the surge in rural consumption, shorter replacement cycles, energy-efficient RACs and availability of multiple brands at various price points. The RAC volumes are expected to increase from 4.7 million units in Fiscal 2017 to reach 8.6 million units by Fiscal 2022. Future demand for RAC is expected to be driven by better features and energy efficiency as two of the key buying criteria in Indian market. The large domestic demand has seen major global RAC brands focusing on India as a manufacturing base aided by supportive Government programs especially the 'Make in India' program.

Low RAC penetration in India

Due to the current low penetration of 4%, the Indian RAC market presents huge opportunity for players to garner larger share of the market. Viewed as a luxury product in the recent past, the sweltering and longer summers in the country have led to creation of new demand for RACs not only in the larger cities, but also in Tier II/III cities where heightened economic activity has resulted in greater affordability. Additionally, new product features and

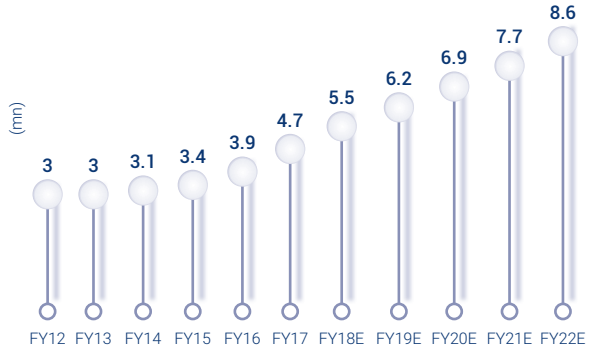
technological advancement in the RAC market has added to the increase in replacement demand of the product.

Affluent middle class

The young Indian generation is witnessing the need for an improved lifestyle leading to an early requirement of white goods. The lower age profile also reflects an aspirational population which has a different buying behaviour with a significantly higher risk-averse character The availability of easy finance offers the younger generation an added flexibility to exercise its buying option. The usage pattern of this generation leads to lower life cycle and shorter replacement cycle of the products. This offers the market more repeat potential.

MARKET SIZE & FORECAST OF RAC IN INDIA

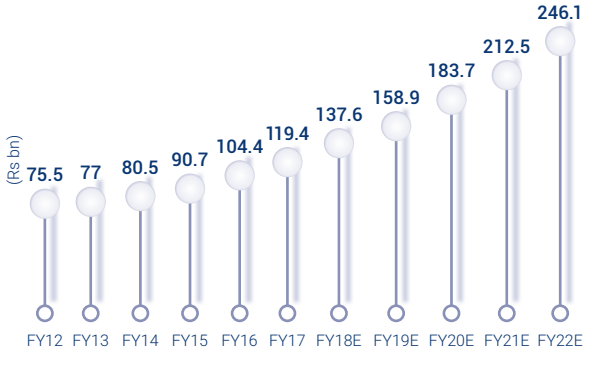
(Volume in million units)



Source: Frost & Sullivan Reports

MARKET SIZE & FORECAST OF RAC IN INDIA

(Volume in billion)



Source: Frost & Sullivan Reports

BUSINESS OVERVIEW

Amber Enterprises India Limited is a PAN India based manufacturer of Room air conditioners and various functional critical components of white goods in India. With the market share of 55.4% (outsourced market), Amber is the market leader in the Room Air Conditioner (RAC). The Company manufactures these RACs Components for 8 out of the 10 top RAC brands in India, key customers include Godrej, Bluestar, Daikin, Hitachi, LG, Panasonic, Voltas and Whirlpool. These eight brands have over 75% of market share in India.

Room Air Conditioner

We design and manufacture complete RACs including window air conditioners (WACs) and indoor units (IDUs) and outdoor units (ODUs) of split air conditioners (SACs) with specifications ranging from 0.75 ton to 2 ton, across energy ratings with various types of refrigerants. We also design and manufacture Inverter RACs ranging from 1 ton to 2 ton.

RAC segment experienced an uptrend from last year to be at Rs 1,524.9 crores contributing 71.7% of the total revenues in FY 2018. The CAGR over 4 years stood at 30.5%. The RAC volumes grew by 26.2%, which supported the strong performance of top-line as well.

Room Air Conditioners Components

The RAC component revenue to third parties contributes 13.8% in the consolidated revenue. With different individual-built capacities, we manufacture critical and reliable functional components of RACs such as heat exchangers, motors and multi-flow condensers electronic invertor PCBs. We also manufacture other RAC components such as sheet metal components, system tubing, PCBs and injection moulding components.

RAC component's segmental revenue stood at Rs 293.2 crores contributing 13.8% to the total revenue. The CAGR over 4 years stood at 12%.

Non-Air Conditioners Components

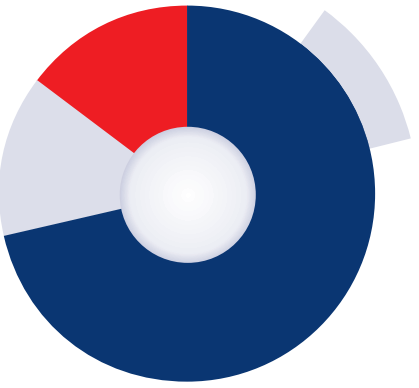
The ability to ideate, develop and manufacture has offered us an edge to diversify into other related markets as well. We manufacture components for other consumer durables and automobiles such as

case liners for refrigerator, plastic extrusion sheets for consumer durables and automobile industry, sheet metal components for microwave, washing machine tub assemblies for automobiles and metal ceiling industries.

Non-AC components' segmental revenue stood at Rs 309.9 crores contributing 14.5% to the total revenue.

DIVISION WISE DISTRIBUTION

Division (%)



- Room Air Conditioners: 71.7%
- Air Conditioner Components: 13.8%
- Non-Air Conditioner Components: 14.5%

OUR STRENGTHS

Market leadership in the RAC OEM/ODM industry in India

Over the years, we have attained an ability and expertise in manufacturing RACs and components. We have established ourselves as a trusted solutions provider to major RAC brands operating in India. We have twelve manufacturing facilities. Our leadership position is the outcome of our experience in the development and manufacturing of RACs and components. Our ability to excel in measurable quality, cost, delivery and technology has further boosted the growth.

One stop solutions provider for the RAC industry with high degree of backward integration

With our product development expertise and capabilities in the manufacturing of RACs and components, we have become a one-stop solutions provider in India for the RAC industry. In addition to designing and manufacturing complete WAC, IDUs and ODUs, we offer solutions for critical components critical components like heat exchangers, multiflow condensors, PCBs & motors for Air Conditioners, case liners for refrigerators, PCBs for refrigertors, microwave, washing machine, automobile etc.

Strong customer relationship with most of the leading RAC brands in India

Product approval cycle, especially for leading brands, can be as long as 2-3 years for certain critical functional components. Our established relationships with our existing customers also provide us with cross selling opportunity. While maintaining and strengthening our relationships with our existing customers over the last three years, we have also been successful in gaining large MNC customers.

R&D and product design capabilities leading to high proportion of ODM business

The strong R&D team has the capabilities to conceptualize, design, verify and develop various designs and successfully convert them into deliverable products. It also aims to provide solutions to improve manufacturing efficiency on existing products, reduce production costs and also assist customers in designing RACs and components. We have successfully designed and developed various components and RAC models, including Inverter RACs.

Economies of Scale

Our multiple manufacturing locations allow us optimal utilisation of facilities and enable us to effectively distribute manufacturing across them. This helps in handling simultaneous demand schedules of multiple customers on just in time basis. Our scale provides us with greater resources to support our fixed costs such as R&D expenses and permits the use of shared services to eliminate duplicative business functions and administrative expenses. The large scale of production has also strengthened our relationship with our raw material suppliers and provided us better insight into the markets for procuring material.

FINANCIAL PERFORMANCE

In the financial year 2017-18, Amber Enterprises India Limited posted standalone revenues (net of excise duty) of Rs 1923 crores, up 23% from the previous year's Rs 1562 crores and consolidated revenues of Rs 2128 crores, up 28.81% from the previous year's Rs. 1652 crores.

Profit before tax increased 131.54% to Rs 89.17crores on standalone basis and increased 150.39% to Rs 89.40crores on a consolidated basis.

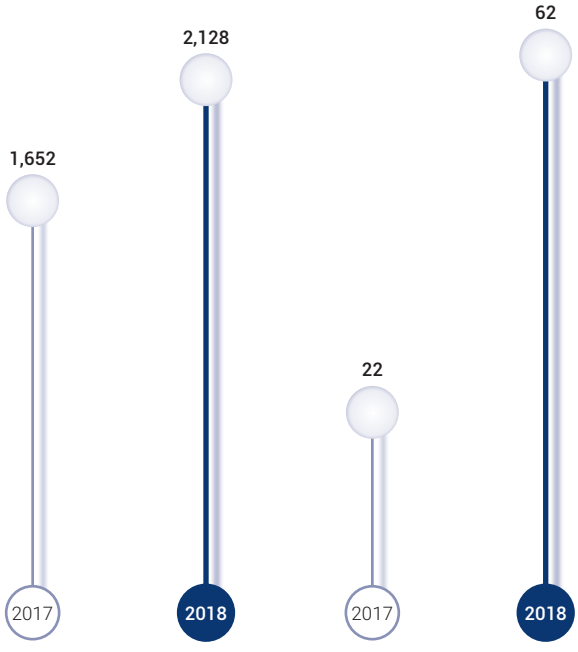
The Company's cost reduction and efficiency improvement programs helped improve revenue and profitability. With the strategies in place, the Company's growth is out pacing industry's performance.

REVENUES

YoY Growth : **28.81%**

PAT

YoY Growth : **181.81%**



RISK MANAGEMENT

High dependence on select customers : A majority of the Company's revenue is derived from its top ten customers. Since the Company is largely dependent on certain key customers for a significant portion of its sales, the loss of any one of the key customer or a significant reduction in demand from such customer can have an adverse effect on the Company's business, financial condition, and future prospects.

Mitigation : To mitigate these risks, the Company constantly keeps expanding its customer base with the help of its diversified product portfolio. It also offers different customised solutions to its clients. The Company also keeps a check on quality standards. Its proximity near the client's facilities helps the Company in maintaining timely deliveries. Secondly, the Company has built strong relations with its customers over the years, which help in holding its position.

Downward trend in OEM/ODM business : In recent years, RAC brands have increasingly outsourced the manufacturing of their products to OEM/ODM players. However, there can be no assurance that they will continue in the future. This risk can lead to lower business position and financial health.

Mitigation : Every organisation is exposed to the risk of downward trend in its industry. To safeguard this risk, the Company offers solution in functional component space such as heat exchangers, electronic boards, motors, case liners for refrigerators, microwaves sheet metal, injection moulding etc. Also, the Company has a wide spectrum of products and services to offer. Our diversified portfolio of finished goods like WAC, IDU, ODU, Invertor AC etc. and AC components and Non-AC components give us an edge in mitigating any such risk.

Slowdown in RAC industry : The Company's business is heavily dependent on the performance and market trends in the RAC sector. Sales and production of RACs and components may be affected by general economic or industry conditions, including seasonal trends in the RAC sector, evolving regulatory requirements, government initiatives, trade agreements and other factors. These factors will directly impact the production of the Company, resulting into low turnover.

Mitigation : The Company is heavily dependent on the market trends of RAC sector. With the aid of

technology and expertise in products, the Company has found different applications of its products in the related industry by doing some modifications. It also plans to enter heavy industry by way of manufacturing commercial air conditioners. This diversification in different segment of the industry will help the Company safeguard itself from any slowdown in demand. Also, non-air conditioner components are being focused to mitigate this risk. The acquisition of IL JIN electronics have further strengthened the AC & non-AC components position.

Inability to identify demand trends : Consumer durables market in India is characterised by technological advancements, introduction of innovative products, price fluctuations and intense competition. Any company who is not efficient in identifying key technology advancement and customer demand is at a high risk of losing in the competition.

Mitigation : In order to remain competitive, the Company has developed the ability to anticipate changes in technology and regulatory standards. It also has successfully introduced new and enhanced products. In order to capture and secure the necessary technological knowledge, it has its own research and development department. Also, the Company has entered into technical assistance agreements that allow them to continue to develop product portfolio and ability to respond to industry trends by developing and offering cost effective products.

Agreements with our customers: The Company does not have firm committed long-term supply agreements with all its customers and instead rely on purchase orders to govern the volume and other terms of sales. With such arrangements, the Company's orders may be amended or cancelled prior to finalisation. This could result in loss of resources and time.

Mitigation : Though, this is a normal trend in the industry, the Company ensures to be in line with the high and stringent standards for product quality and quantity as well as delivery schedules. With its long-standing relationships with customers, the Company manages such kind of risk with its pro-active strategies. This helps the Company in developing strategies which will hedge such risks.

HUMAN RESOURCE

Amber truly believes that its team, its people are the greatest assets for the Company. The organization empowers and motivates its people. Its core focus is to provide growth and nurturing to all its employees, encouraging them to perform to the best of their abilities. Visionary and forward-thinking leaders stimulate a learning culture, process-driven and result-oriented environment. Enabling cross-functional teams across levels helps to enhance productivity and efficiencies.

Amber also believes in providing equal opportunities to women, and this is reflected in the fact that women form a significant strength of its workforce. They play important roles in the organisation.

Amber remains focused on strengthening its people policies and internal processes where employees seek continuous improvement, greater accountability and responsibility and excel in their key result areas. Collaboration, connectivity and productivity enhancing technology initiatives are the company's key drivers that support this platform in building careers for its people.

INTERNAL CONTROL SYSTEM

Towards ensuring adherence to and adequacy of all Internal Control Systems, the Company utilises the services of an external firm of auditors to evaluate their efficacy and considers their suggestions on improvements. Their findings are reviewed consistently by the Audit Committee constituted by the Board of Directors. A Whistle Blower Policy is also implemented to further ensure vigilance and guard against any inopportune development.

CAUTIONARY STATEMENT

The Statement in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include demand-supply conditions, changes in Government and international regulations, tax regimes, economic developments within and outside India and other factors such as litigation and labour relations.

NOTICE

NOTICE is hereby given that 28th Annual General Meeting (the "**AGM**") of **AMBER ENTERPRISES INDIA LIMITED** (formerly known as Amber Enterprises (India) Private Limited) ("the Company") will be held on Monday, 17 day of September 2018 at 11:00 A.M. at **EAGLE MOTEL, GRAND TRUNK ROAD, RAJPURA, PUNJAB - 140401** to transact the following business:

A. ORDINARY BUSINESS:

1. To receive, consider and adopt :
   a. The Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2018 together with the Reports of the Board of Directors and Auditors' thereon.
   b. The Consolidated Financial Statements of the Company for the financial year ended 31 March 2018 together with the Reports of the Auditors' thereon.
2. To appoint a Director in place of Mr. Jasbir Singh, (DIN : 00259632) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. **Modification to the resolution related to the appointment of Statutory Auditor**

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

   "**RESOLVED THAT** in supersession to resolution passed in 25th Annual General Meeting of the Company held on 29 September 2015, M/s Walker Chandiok & Co. LLP (formerly M/s Walker Chandiok & Co.) (Firm Registration No. 001076N), shall continue to be the sole auditor without affecting the other terms and conditions of its appointment and in pursuance to notification issued by Ministry of Corporate Affairs dated 7 May 2018, consent of the members be and is hereby accorded to delete the requirement of ratification by the members at every Annual General Meeting of the Company in respect of appointment of the statutory auditor because of deletion of explanation given in Rule 3 of the Companies (Audit and Auditors) Rules, 2014."

B. SPECIAL BUSINESS:

4. **Ratification of Remuneration to be paid to M/s. K.G. Goyal & Associates, Cost Accountants (Firm Registration No.000024), the Cost Auditor of the Company**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of the Cost Auditor, M/s. K.G. Goyal & Associates, Cost Accountants, (Firm Registration No. 000024) appointed by the Board of Directors at their Meeting held on 7 August, 2018, to conduct the audit of the cost records of the Company for the financial year 2018 - 19, of ₹ 40,000/- (Rupees Forty Thousand only) per annum excluding the applicable tax and out of pocket expenses, if any, as may be incurred in the course of above said audit, be and is hereby ratified and confirmed by the members.

   RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise thereof aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

5. **Right of Ascent Investment Holdings Pte. Ltd. to appoint Nominee Director and Alteration of Articles of Association**

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

   "**RESOLVED THAT** pursuant to section 161(3) of the Companies Act, 2013 read with Article 23 of Part-A of the Articles of Association of the Company and the undertaking given to the Securities and Exchange Board of India ("SEBI") in this regard in response to the directions given by SEBI vide its emails dated 26 October 2017 and 27 October 2017, Ascent Investment Holdings Pte. Ltd. ("Ascent") shall have the right to nominate a Director on the Board of the Company, so long as Ascent holds 15% or more of the Share Capital of the Company.

   RESOLVED FURTHER THAT pursuant to the provisions of Section 5, 14 of the Companies Act, 2013 and the rules made thereunder, each as amended, and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time being in force), the first paragraph of Article 23 of Articles of Association of the Company shall be amended accordingly to include the above resolution.

NOTICE (Contd.)

"Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the Listing Regulations. The Board shall have an optimum combination of Executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time. ***So long as Ascent holds 15% or more of the Share Capital of the Company, Ascent shall have the right to nominate a Director on the Board."***

RESOLVED FURTHER THAT the first paragraph in the Articles of Association and the subsequent word **"PART A"** be and are hereby removed from the Articles of Association of the Company.

RESOLVED FURTHER THAT the entire **PART B** be and is hereby removed from the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors on behalf of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies and to communicate the same to the Stock Exchanges and SEBI, as may be required."

6. Authorisation to Board under Section 180(1)(c) of the Companies Act, 2013

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

"**RESOLVED THAT** in supersession to the resolution passed earlier by the members of the Company at the Extra Ordinary General Meeting held on 20 September 2017, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include a committee thereof) under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force), to borrow any sum or sums of money from time to time at their discretion **(apart from temporary loans obtained from the company's bankers in the ordinary course of business)** for the purpose of the business of the Company at any given time (including money already borrowed) shall not exceed ₹ **1500 Crore (Rupees Fifteen Hundred Crore only) or aggregate of its paid-up share capital, free reserves and securities premium, whichever is higher.**

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, incidental, consequential, desirable or expedient to give effect to this resolution."

7. Authorisation to Board under Section 180(1)(a) of the Companies Act, 2013

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

"**RESOLVED THAT** in supersession to the resolution passed earlier by the members of the Company at the Extra Ordinary General Meeting held on 20 September 2017, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include a committee thereof), under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force), to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on all the immovable and movable properties of the Company, wherever situated, both present and future with or without conferring power to enter upon and to take possession of such properties and the whole of the undertaking together with power to take over the substantial assets of the Company in certain events in favour of any lender or holder of security or their agent and trustee including financial institutions and commercial banks to secure the borrowings of whatever nature, whether in INR or foreign currency, either at a time or from time to time, **subject to the overall limits approved under Section 180(1)(c) of the Act i.e. ₹ 1500 Crore (Rupees Fifteen Hundred Crore only) or aggregate of its paid-up share capital, free reserves and securities premium, whichever is higher**, together with interest thereon at the respective agreed rates, compound interest, penal/additional interest, liquidated damages, premium on prepayment

NOTICE (Contd.)

or on redemption, costs, charges, expenses and other monies and remuneration of Trustees, if any, payable by the Company in terms of the loan agreement/Trust Deed/other documents to be finalized and executed between the Company and the Agents and Trustees/ Lenders as above and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Lenders/Agents and Trustees.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents deeds/ writings/ agreements as may be required and to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, incidental, consequential, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating of mortgages/ charges as aforesaid."

8. Increase in remuneration of Mr. Jasbir Singh, Chairman and Chief Executive Officer

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

"**RESOLVED THAT** in partial modification of resolution passed at the Annual General Meeting of the Company held on 29 September 2015 and pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 & the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to such consents and permissions, as may be required, the consent of members of the Company be and is hereby accorded for payment of remuneration of ₹ 1,62,00,000/- per annum and commission as approved by the Board of Directors on the recommendations of the Nomination and Remuneration Committee subject to the condition that the overall remuneration (including commission) shall not exceed 5% of net profit of the Company, with effect from 1 April 2018 to Mr. Jasbir Singh (DIN : 00259632), Chairman and Chief Executive Officer of the Company.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board" which expression shall also include a committee thereof) be and is hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or such other competent authority.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Chairman and Chief Executive Officer, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Chairman and Chief Executive Officer, the above remuneration excluding commission amount payable on profits earned, as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. Increase in remuneration of Mr. Daljit Singh, Managing Director

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

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such consents and permissions, as may be required, the consent of members of the Company be and is hereby accorded for payment of remuneration of ₹ 1,44,00,000/- per annum and commission as approved by the Board of Directors on the recommendations of the Nomination and Remuneration Committee subject to the condition that the overall remuneration (including commission) shall not exceed 5% of net profit of the Company, with effect from 1 April 2018 to Mr. Daljit Singh (DIN : 02023964), Managing Director of the Company.

NOTICE (Contd.)

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board" which expression shall also include a committee thereof) be and is hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/ or as approved by the Central Government or such other competent authority.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director, the above remuneration excluding commission amount payable on profits earned, as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. Payment of fees to Independent Directors of the Company

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

"**RESOLVED THAT** in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") including any statutory modification(s) or re-enactment(s) thereof, Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to all applicable approval(s) as may be required, consent of the members of the Company be and is hereby accorded to the payment of commission from financial year 2018-19 (basis the net profit of the previous financial year) to the Independent Directors of the Company, individually, as may be decided by the Board from time to time, provided that the total commission payable to the Independent Directors per annum shall not exceed one percent (or such higher limits as may be prescribed under Act by way of amendment or re-enactment thereof) of the net profit of the Company for that year as computed in the manner specified under Section 198 of the Act, with authority to the Board of Directors ("the Board", which expression shall also include a duly constituted Committee thereof) to determine the manner, proportion in which the amount be distributed among Independent Directors.

RESOLVED FURTHER THAT the aforesaid Commission, which shall not exceed one percent (or such higher limits as may be prescribed under Act by way of amendment or re-enactment thereof) of the net profits of the Company for that year as computed in the manner specified under Section 198 of the Act, shall be in addition to the fee payable to them for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof or reimbursement of expenses, if any, to be paid and distributed amongst Independent Directors as aforesaid in such amounts or proportions and in such manner as the Board may, from time to time deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper, desirable and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the members of the Company or otherwise."

For and on behalf of Board of Directors
Amber Enterprises India Limited
(Formerly Known as Amber Enterprises (India) Private Limited)

(Konica Yadav)
Company Secretary and Compliance Officer
Membership No. : A30322

Place : Gurugram
Date : 7 August 2018

NOTICE (Contd.)

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE ON A POLL ON HIS/ HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF COMPANY. THE INSTRUMENT APPOINTING THE PROXY TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. BLANK PROXY FORM FOR THE AGM IS ENCLOSED.**

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

2. **PROXIES SUBMITTED ON BEHALF OF COMPANIES AND OTHER BODIES CORPORATE, SOCIETIES, TRUST, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION, AS APPLICABLE.**
3. A Corporate Member entitled to attend the AGM shall along with their authorised representative(s) send a certified true copy of a resolution passed by the Board of Directors and vote on their behalf at the meeting.
4. A member is entitled to inspect proxies lodged at any time before 24 hours of the time fixed for commencement of the AGM ending with the conclusion of the AGM, provided that not less than three days' notice in writing is given to the Company.
5. For the convenience of Members and for the proper conduct of the AGM, entry to the place of AGM will be regulated by an Attendance Slip, which is annexed to the proxy form, Members/Proxies attending the AGM are kindly requested to complete the enclosed Attendance Slip, affix their signature at the place provided thereon and hand it over at the entrance. Proxy holder shall prove his identity at the time of attending the AGM. A Proxy Form which does not state the name of the Proxy shall be considered invalid.
6. Members/Proxies are requested to tender their Attendance Slips at the registration counters at the venue of the AGM and seek registration before entering the meeting Hall. In order to enable us to register your attendance at the venue of the AGM, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
7. Members are requested to bring Annual Report 2017-18 along with them to the Annual General Meeting, since extra copies will not be supplied at the meeting.
8. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members are requested to notify immediately any change of address:
   (i) To their Depository Participants (DPs) in respect of the shares held in **Dematerialized form** and;
   (ii) To the Company and its Registrar & Share Transfer Agent (RTA) i.e. Karvy Computer Share Private Limited having its Registered Office: Karvy House, 46 Avenue 4, Street No.1, Banjara Hills, Hyderabad – 500 034 in respect of the shares held in **physical form** together with a proof of address viz. Electricity Bill/Telephone Bill/Ration Card/Voter ID Card/Passport etc. quoting correct Folio Number.
10. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company quoting reference of their Folio numbers or their Client ID number with DP ID number, as the case may be.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Registers of Contracts or Arrangements in which the directors are interested maintained under section 189 of the Companies, 2013 will be available for inspection by the members at the AGM.
12. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.ambergroupindia.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: infoamber@ambergroupindia.com.
13. **THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL REMAIN CLOSED FROM 11 SEPTEMBER 2018 TILL 17 SEPTEMBER 2018 (BOTH DAYS INCLUSIVE) FOR THE PURPOSE OF ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR ENDED ON 31 MARCH 2018.**

NOTICE (Contd.)

14. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
15. All the documents referred to in the Notice and Explanatory Statement shall be open for inspection at the Registered Office of the company on all working days during business hours up to the date of the meeting and the venue of the meeting during the meeting.
16. Details as required in sub regulation (3) of Regulation 36 of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking reappointment at the Annual General Meeting forms integral part of the Notice. The Directors have furnished consents for his re-appointment as required under the Companies Act, 2013 and Rules made thereunder.
17. In line with the measures of Green Initiatives, the Companies Act, 2013 provides for sending notice of the meeting and other member correspondence through electronic mode. Members holding shares in physical mode are requested to register their e-mail ids with the company at infoamber@ambergroupindia.com and with RTA at einward.ris@karvy.com. Members holding shares in demat mode are requested to register their email id's with their respective Depository Participants. If there is any change in the email id already registered with the company /RTA, members are requested to immediately notify the same to the Company.
18. Notice is being sent to all the members (electronic or physical copy), whose names appears in the Register of Members as on 17 August 2018, the Friday. The Notice of the meeting is also posted on the website of the company i.e. www.ambergroupindia.com. The Annual Report 2017-18, the Notice of the 28th AGM, instructions for e-voting along with the attendance slip and proxy form are being sent by electronic mode to members whose e-mail addresses are registered with the Company/Depository Participant, unless a member has requested for a physical copy of the documents. For members who have not registered their e-mail addresses, physical copies are sent through the permitted mode.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy.
20. Only members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the AGM. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the AGM.

ELECTRONIC VOTING :

1. The businesses as set out in the Notice will be transacted through electronic voting system and the Company will provide a facility for voting by electronic means.

   In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by Companies (Management and Administration) Amendment Rules, 2015 ("Amended Rules 2015") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the 28th Annual General Meeting by electronic means and the businesses may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Karvy Computershare Private Limited ("Karvy").
2. The facility of Insta Voting shall be made available at the venue of the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Insta voting.
3. The voting through electronic means will commence on 14 September 2018, Friday at 09.00 A.M. and will end on 16 September 2018 Sunday at 05.00 P.M (both days inclusive). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cutoff date of 10 September 2018 may cast their vote electronically. The e-voting module shall be disabled by the Karvy for voting thereafter. Once the vote on a resolution is cast by the shareholders, the shareholders shall not be allowed to change it subsequently.
4. The members who have cast their votes before the AGM can also attend the meeting but shall not be entitled to cast their votes again.
5. A person who is not a Member as on cut-off date should treat this notice for information purpose only.

NOTICE (Contd.)

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:

Procedure of E-Voting – In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per the requirements of the SEBI (LODR) Regulations 2015, your Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting ("AGM") by electronic means and the business may be transacted through e-Voting Services provided by Karvy Computershare Private Limited ("Karvy") on all resolutions set forth in this Notice, from a place other than the venue of the AGM ("Remote e-voting").

A. The remote e-voting facility will be available at the link https://evoting.karvy.com during the following voting period:

   Commencement of remote e-voting: FROM 9.00 a.m. on Friday, 14 September 2018.

   End of remote e-voting: TO 5.00 p.m. on Sunday, 16 September 2018.

B. In case a Member receives an e-mail from Karvy [for Members whose e-mail IDs are registered with the Company/ Depository Participants(s)] which includes details of E-Voting Event Number (EVEN), USER ID and password :

   1. Launch internet browser by typing the URL: https://evoting.karvy.com.
   2. Enter the login credentials (i.e. User id and password mentioned in e-mail). Your Folio No./ DP ID / Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
   3. After entering these details appropriately, click on "LOGIN".
   4. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
   5. You need to login again with the new credentials.
   6. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Amber Enterprises India Limited.
   7. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off Date under each of the heading of the resolution and cast your vote by choosing the "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR / AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head. Option "FOR" implies assent to the resolution and "AGAINST" implies dissent to the resolution.
   8. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
   9. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
   10. You may then cast your vote by selecting an appropriate option and click on "Submit".
   11. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
   12. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF / JPEG Format) of the Board Resolution / Authority Letter etc. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at e-mail id: vikramjhawar.cs@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

C. In case a Member receives physical copy of the AGM Notice by courier (for members whose email Ids are not registered with the Company/Depository Participant(s)).

   a) User ID and initial password are provided overleaf.

NOTICE (Contd.)

b) Please follow all steps from Sr. No. (1) to (12) as mentioned in (B) above, to cast your vote.

D. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

E. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website https://evoting.karvy.com or call Karvy on 040-67161616 or send an e-mail request to evoting@karvy.com.

F. The facility for ballot / polling paper shall be made available at the AGM and the members attending AGM who have not cast their vote by e-voting shall be able to vote at the AGM through ballot / polling paper. The members who have cast their vote by e-voting may also attend AGM, but shall not be entitled to cast their vote again.

G. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Friday, 17 August 2018 may obtain the User Id and password in the manner as mentioned below:

a) If the mobile number of the member is registered against Folio No./ DPID Client ID, the member may send SMS:

MYEPWD<space> E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399

Example for NSDL : MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

Example for Physical: MYEPWD<SPACE> XXXX1234567890

b) If e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.

c) Member may Call Karvy's Toll free number 1-800-3454-001

d) Member may send an e-mail request to evoting@karvy.com

If the member is already registered with Karvy for e-voting, he can use his existing User ID and password for casting the vote through e-voting.

OTHER INSTRUCTIONS

1. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 10 September, 2018, Monday.
2. The Company has appointed M/s V Jhawar & Co, Practicing Company Secretary (Membership No. 30623, CP No 9150), to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
3. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of insta poll facility for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
4. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM i.e., on or before 19 September 2018, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
5. The result declared along with the consolidated scrutinizer's report will be placed on the website of the Company: www.ambergroupindia.com and on the website of Karvy at: https://evoting.karvy.com. The result will simultaneously be communicated to the Stock exchanges.

For and on behalf of Board of Directors
Amber Enterprises India Limited
(Formerly Known as Amber Enterprises (India) Private Limited)

(Konica Yadav)
Company Secretary and Compliance Officer
Membership No. : A30322

Place : Gurugram
Date : 7 August 2018

NOTICE (Contd.)

EXPLANATORY STATEMENT

{Pursuant to Section 102 of the Companies Act, 2013}

ITEM NO. 4

Pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s) or re-enactments thereof), the Board of Directors of the Company at their meeting held on 7 August 2018, on the recommendation of the Audit Committee, approved the appointment of M/s. K.G. Goyal & Associates, a firm of Cost Accountants (Firm Registration No. 000024), having its office at 4A, Pocket 2, Mix Housing Scheme, New Kondli, Mayur Vihar – III, New Delhi – 110096 as Cost Auditor of the Company for the Financial Year 2018 – 19 at a remuneration of ₹ 40,000/- and the payment of applicable taxes and out of pocket expenses, if any.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditor.

The Partners of the Firm are holding a valid certificate of practice under sub-section (1) of Section 6 of Cost and Works Accountants Act, 1959.

K.G. Goyal & Associates, a firm of Cost Accountants, had certified that their appointment is within the limits prescribed under Section 141(3)(g) read with Section 148 of the Companies Act, 2013 and further they are independent firm of Cost Accountants and having arm's length relationship with our Company.

K.G. Goyal & Associates also confirmed that there are no orders or proceedings which are pending against their firm or any of their partners relating professional matters of conduct before the Institute of Cost Accountants of India or any competent authority or any court.

None of the directors or the manager or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Ordinary Resolution proposed at item No.4.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

The Board of Directors of your Company recommends that the Resolution under Item No. 4 be passed in the Interest of your Company.

ITEM NO. 5

The Company has successfully completed its Initial Public Offering ("IPO") of Equity Shares during the financial year 2017-18 and the equity shares of the Company got listed on BSE Limited and National Stock Exchange of India Limited with effect from 30 January 2018.

Prior to the IPO, the Company had entered into Shareholders Agreement with Private Equity Investors, namely Ascent Investment Holdings Pte. Limited ("Ascent") wherein Ascent was given certain rights including right to appoint nominee directors on the Board of the Company. It was agreed amongst the Company and Ascent that pursuant to completion of successful IPO, the Shareholders Agreement would get terminated. However, it was also agreed that the right accorded to Ascent to appoint one nominee director on the Board of the Company would continue to exist beyond successful IPO so long as Ascent hold 15% (fifteen percent) or more of the Share Capital of the Company which was stated in Article 23 of Part-A of Articles of Association.

As a part of IPO process and pursuant to the undertaking given to the Securities and Exchange Board of India ("SEBI") in this regard in response to the directions given by SEBI vide its emails dated 26 October 2017 and 27 October 2017 the right of Ascent to nominate a director on the Board of the Company shall be exercised only after obtaining shareholders' approval through a Special Resolution after the IPO.

Therefore, it is proposed to approve the same as a Special Resolution and accordingly, the same will reflected in the Articles of Association of the Company by amending existing Article 23 of the Articles of Association of the Company in the following manner:

"Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time. So long as Ascent holds 15% or more of the Share Capital of the Company, Ascent shall have the right to nominate a Director on the Board."

Further, it is proposed to remove some consequential changes like removal of first paragraph and subsequent word "Part A" and removal of entire Part-B are proposed in order to make Articles updated.

It may be noted that in the Articles itself, it was stated that

NOTICE (Contd.)

Part-B of Articles of Association which provided special rights to Ascent would automatically get terminated without any further action.

The Board recommends the Special Resolution for approval of the members of the Company.

Except Mr. Manoj Kumar Sehrawat, nominee of Ascent, none of the directors or the manager or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at item No. 5.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Accordingly, the Board of Directors of your Company recommends that the Resolution under Item No. 5 be passed in the interest of your Company.

ITEM NO. 6 & 7

At the Extra Ordinary General Meeting of the Company held on 20 September 2017, the members of the Company had approved borrowings limits under Section 180 (1)(c) of the Companies Act, 2013 (the "Act") upto ₹ 500 crore. Keeping in view your Company's existing and future financial requirements for furtherance of its business operations and since the turnover of the Company is witnessing constant increase, your Company anticipates that the Company may require additional funds for smooth functioning of its operations. For this purpose and as per section 180 (1) (c) of the Act, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence, it is proposed to increase the maximum borrowing limit up to ₹ 1500 crore or aggregate of its paid-up share capital, free reserves and securities premium, whichever is higher and for this approval of members is required. The requisite authorization is required to be given to the Board and its committee to avail funds from the Banks and/ or Financial / Lending Institutions and/or Body Corporate(s) or from any other sources up to the aforesaid limit of ₹ 1500 crore or aggregate of its paid-up share capital, free reserves and securities premium, whichever is higher.

In order to facilitate the borrowing made/to be made by the Company, it would be necessary to create charge on the assets or undertaking of the Company. Section 180(1)(a) of the Act provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

None of the directors or the manager or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at item No. 6 & 7.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Accordingly, the Board of Directors of your Company recommends that the Resolutions under Item No. 6 & 7 be passed in the interest of your Company.

ITEM NO. 8

The Nomination and Remuneration Committee, in its meeting held on 6 August 2018 recommended and the Board of Directors, in its meeting held on 7 August 2018, approved the payment of remuneration of ₹ 1,62,00,000/- per annum and commission subject to the condition that the overall remuneration (including commission) shall not exceed 5% of net profit of the Company, payable for the financial year in which adequate profit is earned, to Mr. Jasbir Singh (DIN : 00259632), as Chairman and Chief Executive Officer of the Company with effect from 1 April 2018, subject to the approval of the members in the General Meeting.

Mr. Jasbir Singh is a Chairman and Chief Executive Officer of the Company and one of the Promoters of the Company. Since 1 April 2015 Mr. Jasbir Singh is drawing a remuneration of ₹ 10,80,000/- per month, which was approved by Board of Directors in its meeting held on 22 September 2015 and also approved by members in the AGM held on 29 September 2015

Mr. Jasbir Singh, has provided dedicated and meritorious services and significant contribution to the overall growth of the Company and successful completion of the Initial Public Offering (IPO) of the Company and getting the equity shares listed on both the Stock Exchanges on January 30, 2018. Mr. Jasbir Singh is responsible for the functioning of entire Amber Group but not for Amber Enterprises India Limited alone.

The payment of remuneration was approved by the Board based on industry standards, responsibilities handled by the Chairman /Chief Executive Officer of the Company.

Approval of the members is sought for approval of remuneration and commission as approved by the Board on the recommendations of the Nomination and Remuneration Committee, subject to the condition that

NOTICE (Contd.)

the overall remuneration (including commission) shall not exceed 5% of net profit of the Company, payable for the financial year in which adequate profit is earned, with effect from 1 April 2018 to Mr. Jasbir Singh as Chairman and Chief Executive Officer of the Company.

Mr. Jasbir Singh and his relatives shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mr. Jasbir Singh under the resolution.

With his vast experience in electronic manufacturing industry, the Board of Directors considered it to be desirable to approve remuneration payable to him.

None of the Directors except Mr. Jasbir Singh himself and Mr. Daljit Singh, as a relative of Mr. Jasbir Singh, is concerned or interested in the resolution. No other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Accordingly, the Board of Directors of your Company recommends that the Resolution under Item No. 8 be passed in the interest of your Company.

ITEM NO. 9

The Nomination and Remuneration Committee, in its meeting held on 6 August 2018 recommended and the Board of Directors, in its meeting held on 7 August 2018, approved the payment of remuneration of ₹ 1,44,00,000/- per annum and commission, subject to the condition that the overall remuneration (including commission) shall not exceed 5% of net profit of the Company, payable for the financial year in which adequate profit is earned, to Mr. Daljit Singh (DIN : 02023964), as Managing Director of the Company with effect from 1 April 2018, subject to the approval of the members in the General Meeting.

Mr. Daljit Singh is a Managing Director of the Company and one of the Promoters of the Company. Since 1 April 2015 Mr. Daljit Singh is drawing a remuneration of ₹ 9,60,000/- per month, which was approved by Board of Directors in its meeting held on 22 September 2015.

Mr. Daljit Singh, has provided keen and commendable services and significant contribution to the overall growth of the Company and successful completion of Initial Public Offering ("IPO") of the Company and getting the equity shares listed on both the stock exchanges on January 30, 2018

Mr. Daljit Singh, who is responsible for overall operations of Amber Group, including addition of new customer, developing strategy plans, monitoring performance of various business units / functions against their annual targets and provides corrective actions.

The payment of remuneration was approved by the Board based on industry standards, responsibilities handled by the Managing Director of the Company.

Approval of the members is sought for approval of remuneration and commission as approved by the Board on the recommendations of the Nomination and Remuneration Committee subject to the condition that the overall remuneration (including commission) shall not exceed 5% of net profit of the Company, payable for the financial year in which adequate profit is earned, with effect from 1 April 2018 to Mr. Daljit Singh as Managing Director of the Company.

Mr. Daljit Singh and his relatives shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to Mr. Daljit Singh under the resolution.

With his vast experience in electronic manufacturing industry, the Board of Directors considered it to be desirable to approve remuneration payable to him.

None of the Directors except Mr. Daljit Singh himself and Mr. Jasbir Singh, as a relative of Mr. Daljit Singh, is concerned or interested in the resolution. No other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Accordingly, the Board of Directors of your Company recommends that the Resolution under Item No. 9 be passed in the interest of your Company.

ITEM NO. 10

The members of the Company are required to note that the Independent Directors of the Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas.

Considering the rich experience and expertise brought to the Board by the Independent Directors, it is considered prudent that adequate commission should be given to the Independent Directors so as to compensate them for their time and efforts and also to retain and attract the pool of talent for the growth and prosperity of the Company.

Section 197 of the Companies Act, 2013 permits payment of remuneration either by way of monthly salary or by way of specified percentage of profits of the Company to Independent Directors of a Company not exceeding

NOTICE (Contd.)

one percent per annum (or such higher limits as may be prescribed under Companies Act, 2013 by way of amendment or re-enactment thereof) of the net profit of the Company subject to the approval of the Members at the General Meeting.

Accordingly, it is proposed that in terms of section 197 of the Act, the Directors (apart from the Managing Director and Whole time Directors) be paid, from financial year 2018-19 (basis the net profit of the previous financial year) a commission every financial year not exceeding one percent (or such higher limits as may be prescribed under Act by way of amendment or re-enactment thereof) per annum of the net profits of the Company. The Manner and proportion of the same shall be determined by the Board of Directors pursuant to recommendation of the Nomination and Remuneration Committee of the Company.

The aforesaid Commission to Independent directors shall be in addition to the sitting fees payable to them for attending meetings of the Board and Committees thereof.

Independent Directors of the Company including their relatives to the extent of their shareholding in the Company, if any, are interested in this resolution. Save and except the above none of the other Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, either financially or otherwise in this Resolution.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

The Board of Directors of your Company recommends that the Resolution under Item No. 10 be passed in the interest of your Company.

For and on behalf of Board of Directors
Amber Enterprises India Limited
(Formerly Known as Amber Enterprises (India) Private Limited)

(Konica Yadav)
Company Secretary and Compliance Officer
Membership No. : A30322

Place : Gurugram
Date : 7 August 2018

NOTICE (Contd.)

ANNEXURE TO ITEM 2

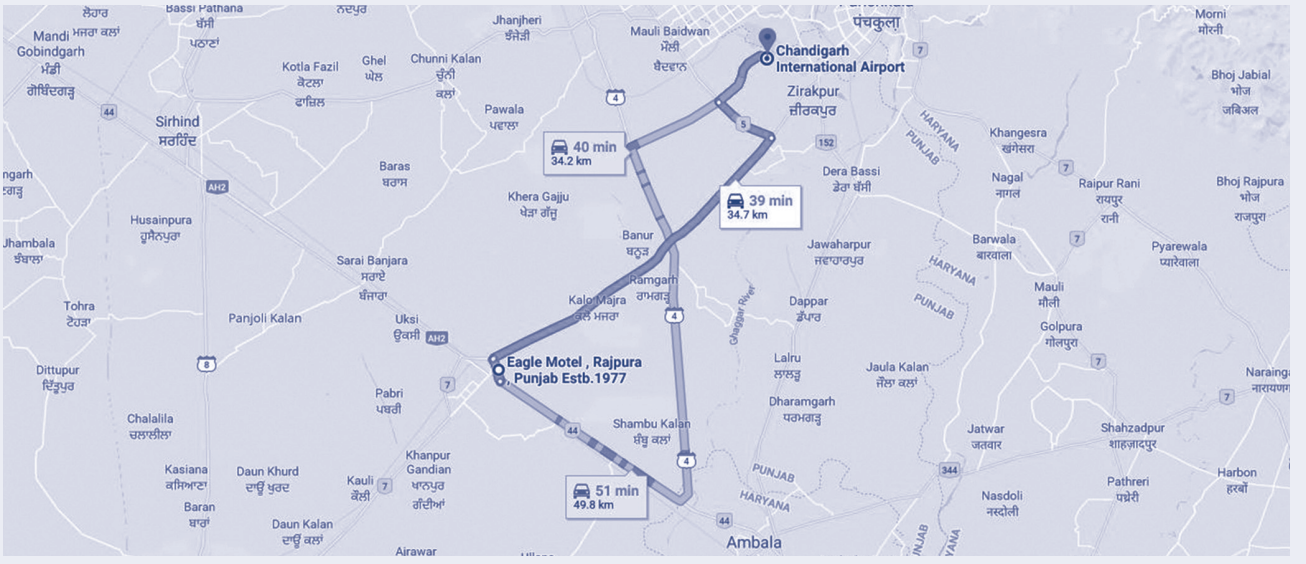
ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 AND SECRETARIAL STANDARDS-2 AS PRESCRIBED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of Director	Mr. Jasbir Singh
Age	43 Years
Qualifications	Bachelor's degree in Engineering (industrial production) from Karnataka University. Master's degree in Business Administration from the University of Hull, United Kingdom.
Experience	He is serving the Board of Amber Enterprises India Limited ("Amber") since 1 October 2004. He has played an instrumental role in the growth of Amber. He has successfully established over six factories in past ten years and established relationships with various large brands. Under his guidance, Amber has initiated the concept of additive manufacturing solutions. He has played an instrumental role in successful acquisition of PICL (India) Private Limited in 2012, the wholly owned subsidiary of Amber. He is having more than 15 years of experience in the RAC manufacturing sector.
Terms and conditions of appointment or re-appointment	He has been inducted as a member of Board w.e.f 1 October 2004 liable to retire by rotation and Chairman and Chief Executive Officer of the Company w.e.f from 25 August 2017.
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Remuneration sought to be paid : ₹ 1,62,00,000 per annum w.e.f 1 April 2018, subject to approval of members in ensuing Annual General Meeting Remuneration paid in the last financial year was: ₹ 1,29,60,000 per annum.
Date of first appointment on the Board	1 October 2004
Shareholding in the company	70,55,760 Equity Shares
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Daljit Singh is Brother
Number of Meetings of the Board attended during the year	11/11
Other Directorships	1. PICL (India) Private Limited; 2. Appserve Appliance Private Limited; 3. IL JIN Electronics (India) Private Limited

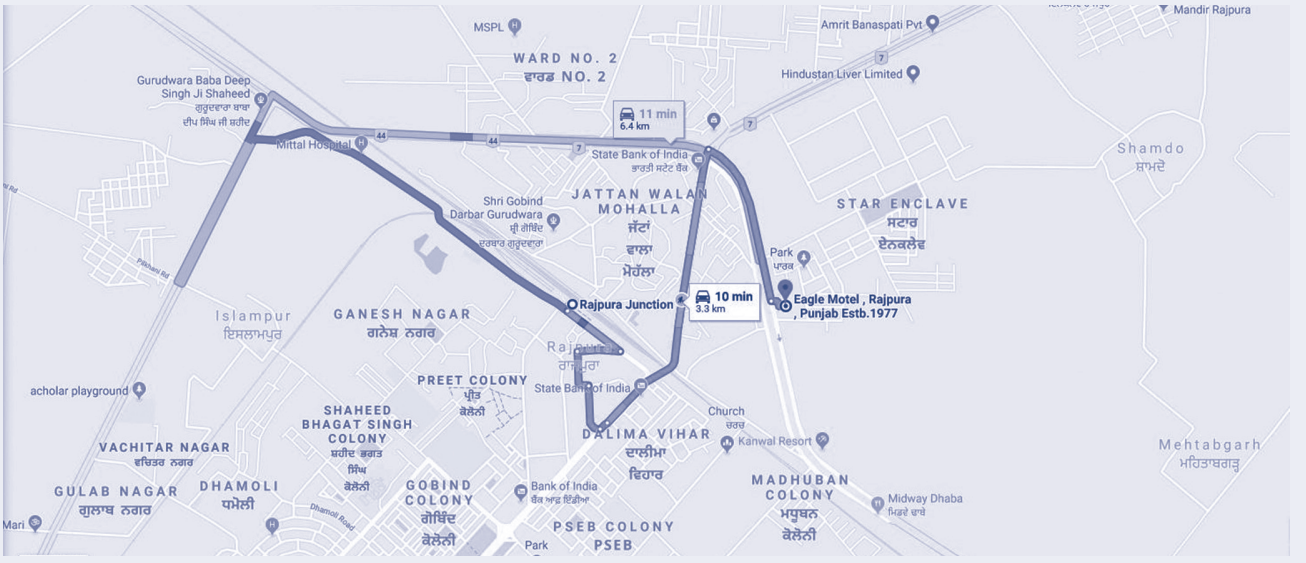
MEMBERSHIP/ CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS

Name of Director	Names of the Company	Type of Committee	Membership Status
Mr. Jasbir Singh	Amber Enterprises India Limited (*Formerly* Known as Amber Enterprises (India) Private Limited)	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
	PICL (India) Private Limited	Nomination and Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
	IL JIN Electronics (India) Private Limited	Audit Committee	Member

ROUTE MAP TO THE VENUE OF 28TH ANNUAL GENERAL MEETING



From Chandigarh International Airport (33.5 km)



From Rajpura Railway Station (3.3 km)



From Rajpura Bustand (3.2 km)

DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting the **28th ANNUAL REPORT** on the Business and Operations of the Company along with the audited standalone and consolidated financial statements of your Company for the financial year ended 31 March 2018.

A. FINANCIAL AND OPERATIONAL HIGHLIGHTS

Financial Summary /Performance of the Company (Standalone and Consolidated)

(₹ in Lakh)

	Standalone For the financial year ended		Consolidated For the financial year ended	
Particulars	**31 March 2018**	31 March 2017	**31 March 2018**	31 March 2017
Revenue from operations	194,997.47	163,237.02	217,150.82	173,581.45
Other Income	768.73	816.12	871.63	881.27
Total Income from operations	**195,766.20**	**164,053.14**	**218,022.45**	**174,462.72**
Total Expenses	186,849.09	160,201.89	209,082.01	170,892.08
Profit Before Tax **(PBT)**	**8,917.11**	**3,851.25**	**8,940.44**	**3,570.64**
Tax Expense				
Current Tax	1,926.30	893.66	1,926.30	883.95
Deferred Tax	792.22	540.70	783.56	472.31
Profit After Tax **(PAT)**	**6,198.59**	**2,416.89**	**6,230.58**	**2,214.38**
Earnings Per Equity Share (₹)				
Basic	23.04	10.69	23.16	9.80
Diluted	23.04	10.69	23.16	9.80

Vide notification dated 16 February 2015, the Ministry of Corporate Affairs notified the Indian Accounting Standards ("Ind AS") to be applicable to certain class of companies including listed companies, for the accounting periods beginning on or after 1 April 2016, with comparatives to be provided for the period ending on 31 March 2016. Ind AS has replaced the existing Indian GAAP prescribed under section 133 of the Companies Act, 2013 (the "Act"). The financial statements (standalone and consolidated) for the financial year ended 31 March 2018, forming part of this Annual Report, have been prepared in accordance with the provisions of the Act, read with the Companies (Accounts) Rules, 2014, applicable Ind AS and the regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). These form part of the Annual Report.

Explanations capturing areas of differences and reconciliations from Indian GAAP to Ind AS have been provided in the notes to accounts to the financial statements (standalone and consolidated) respectively.

Financial Performance and Review

Amber reported strong year-on-year (YoY) volume growth of 26.2% in RAC's sold. The spilt between Indoor Unit (IDU), Outdoor Unit (ODU) and Window Ac (WAC) is 46%, 38% and 16% respectively.

For the year ended 31 March 2018 the revenue from the operations (net off excise) grew by 23% to ₹ 1,92,307.26 Lakh as compared to ₹ 1,56,193.95 Lakh during the previous year.

Profit before tax for the year was higher by 132% to ₹ 8,917 Lakh as compared to ₹ 3,851.25 Lakh in the previous year and Profit after tax for the year was higher by 156% to ₹ 6,198.59 Lakh as compared to ₹ 2,416.89 Lakh in the previous year.

On the consolidated basis, the revenue from the operations (net off excise) for the year ended 31 March 2018 was ₹ 21,28,08.38 Lakh as compared to ₹ 1,65,186.03 Lakh during the previous year registering a growth of 29%.

Improvement in profitability was led by addition in new customers, increase in wallet share of existing customers, new product introductions and manufacturing efficiencies. Increase in PAT was also due to reduction in finance cost due to debt reduction that was done from IPO proceeds.

The above performance was also come in the framework of implementation of Goods and Service Tax ("GST").

The Company's earnings per share was ₹ 23.04 during the current year.

A detailed discussion on financial and operational performance of the Company is given under **"Management Discussion and Analysis Report"** forming part of this Annual Report.

DIRECTOR'S REPORT (Contd.)

Credit Rating

The Company follows a disciplined financial approach and has been continuously working on improving its financial risk profile. Your Directors are pleased to share the details of ratings upgraded by CRISIL Limited ("CRISIL") and India Ratings and Research Private Limited ("India Ratings") A Fitch Group Company for its Fund and Non – Fund based working capital facilities.

The details of ratings upgraded by CRISIL are appended below :

Instrument Category	Rating/Outlook	Rating Action
Long Term	CRISIL A+	Upgraded (from 'CRISIL A-/Positive')
Short Term	CRISIL A1	Upgraded (from 'CRISIL A2+)

Positive Outlook on the Long Term bank facilities of the Company

The details of ratings upgraded by India Ratings are appended below :

Instrument Type	Date of Issuance	Coupon Rate (%)	Maturity Date	Size of Issue (Million)	Rating/Outlook	Rating Action
Fund-based working capital limit	-	-	-	₹ 2,842.5 (increased from ₹ 2,012.5)	INDA/Stable/IND A1	Upgraded
Non-fund-based working capital limit	-	-	-	₹ 2,021.5 (reduced from ₹ 2,102.5)	INDA/Stable/IND A1	Upgraded
Non-fund-based working capital limit	-	-	-	₹ 141	INDA/Stable/IND A1	Assigned
Term loans	-	-	April 2023	₹1,201.6	WD	Withdrawn (repaid in full)

Stable Outlook on the Fund and Non-Fund Based bank facilities of the Company.

These ratings symbolize low credit risk with adequate degree of safety regarding timely servicing of financial obligations.

Initial Public Offer (IPO)

The financial year 2017-18 has been a momentous year from the growth perspective of your Company. Your Company has been converted into a Public Limited Company pursuant to a resolution passed by the members of your Company at the Extra Ordinary General Meeting held on 20 September 2017. A fresh certificate of incorporation consequent upon conversion from a private limited company to a public limited company was issued by the Registrar of Companies ("ROC") on 22 September 2017 in the name of "Amber Enterprises India Limited".

Further, Your Company has successfully completed its Initial Public Offering (IPO) by raising ₹ 4750 million via fresh issue of shares for prepayment or repayment of all or a portion of certain borrowings availed by the Company, IPO expenses and for general corporate purposes of the Company and ₹ 1250 million through offer for sale (OFS) by Promoters.

Your Company's successfully listed its Equity Shares on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") with effect from 30 January 2018.

Investor Relations (IR)

Your Company continuously strives for excellence in its Investor Relations ("IR") engagement with International and domestic investors through structured conference-calls and periodic investor/analyst interactions like individual Meetings, participation in investor conferences, quarterly earnings calls and annual analyst meet with the Chairman & Managing Director, Executive Director and Business Heads. Your Company interacted with various Indian and overseas investors and analysts (excluding quarterly earnings calls and specific event related calls) after listing. Your Company always believes in leading from the front with emerging best practices in IR and building a relationship of mutual understanding with investor/analysts.

Your Company ensures that critical information about the Company is available to all the investors by uploading all such information at the Company's website.

DIRECTOR'S REPORT (Contd.)

Awards and Accolades

During the financial year under review your Company received the following awards and accolades:

1. **Best Support:** Green Supply Chain' from Godrej for 2016-2017.
2. **Gold award** in relation to green company rating system from Confederation of Indian Industry – Sohrabji Godrej Green Business Center in 2017;
3. **Supply Excellence** by SML ISUZU for supply excellence;
4. **Silver award** by John Deere for Supplier Focus Six Sigma project completion
5. **Quality award** - Press Commodity by LGE;
6. **Green Manufacturing Gold Rating** by Confederation of Indian Industry
7. **2nd runner up in 1st National Competition on SPC towards Zero Defect** by Confederation of Indian Industry

Dividend

Your Directors with a view to conserve resources for future development and expansion have not recommended any dividend for the financial year ended 31 March 2018.

Transfer to Reserves

The provisions of the Act do not mandate any transfer of profits to any Reserve. Your Company has neither transferred nor proposes to transfer any amount to any reserves.

Change in the Nature of Business, If any

There is no change in the nature of business of the Company or any of its subsidiaries or associates, during the year under review.

Material changes and commitments, affecting the financial position of the Company

There are no material changes and commitments affecting the financial position of the Company that have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report i.e. between 31 March 2018 to 7 August 2018.

Outlook

We remained focused on strengthening the core of our business through innovation, leading market development and continuous improvement of our executional capabilities. Our strategy is well on track as we delivered on our goals of consistent, competitive, profitable and responsible growth.

Unpredictability and volatility have become a part of all our lives and we need to equip ourselves with agility and flexibility to deal with these difficult times. Our team is dynamic and making plans to expand its businesses enter new markets and launch new products. Our team is making concerted efforts to implement the aggressive but prudent Strategic Plan, which will make the Company ready for the future, looking for opportunities while looking out for challenges. We continued to make good progress on our sustainability priorities to achieve the main object of the Company to become First Choice of Customer and to make the Company as No. 1 OEM/ODM & Parts Manufacturing Company of the world and to take this Company to even greater heights, one that we can all continue to be truly proud of.

Business prospects will remain positive because of the growing share of inverter RACs in the overall RAC market. Your Company is well-positioned to reap the benefits that India's promising white goods industry has to offer. Various business aspects including market conditions, business opportunities, challenges etc. have been discussed at length in the **Management's Discussion and Analysis ("MDA")**, which forms part of this Annual Report.

B. CONSOLIDATED FINANCIAL STATEMENTS

Consolidated financial statements have been prepared by the Company in accordance with Indian Accounting Standards (Ind AS), are provided in the Annual Report of the Company. As per the provisions of Section 136 of the Act, the Company has placed separately the audited financial statements of its subsidiaries on its website www.ambergroupindia.com.

Subsidiaries, Associates and Joint Ventures

During the year under review, Appserve Appliances Private Limited became wholly owned subsidiary of the Company w.e.f 4 December 2017 in addition to our existing wholly owned subsidiary of the Company i.e. PICL (India) Private Limited.

In order to help the Company to offer more integrated solutions for Inverter Air Conditioners and move towards "Smart Future Read Technology" your Company had acquired 70% equity stake of IL JIN Electronics (India) Private Limited on 28 December 2017, consequent to such acquisition it became subsidiary of your Company.

Copies of audited financial statements of the subsidiaries will be provided to the members at their request.

The financial statements of the Company and of the Subsidiary Companies are open for inspection by any members at the Registered Office of the Company.

The members, if they desire, may write to the

DIRECTOR'S REPORT (Contd.)

Company to obtain a copy of the financial statements of the Subsidiary Companies.

The Policy for determining material subsidiaries as approved by the Board is uploaded on the Company's website and can be accessed at the Web-link: http://www.ambergroupindia.com/policy-determination-material-subsidiary-governance-subsidiary.

The statement containing highlights of performance of each subsidiary company, salient features of their financial statements for the financial year ended on 31 March 2018 and their contribution to the overall performance of the Company is provided in Form **AOC - 1** as **"Annexure A"** and forms part of this Annual Report and Note 55 to the consolidated financial statements of the Company for the reference of the members. The same is not being repeated here for the sake of brevity.

There are no companies which have ceased to be its subsidiaries, joint ventures or associates companies during the year.

C. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Corporate Governance Policies guide the conduct of affairs of your Company and clearly delineates the roles, responsibilities and authorities at each level of its governance structure and key functionaries involved in governance. The Code of Conduct for Senior Management and Employees of your Company ("the Code of Conduct") commits Management to financial and accounting policies, systems and processes. The Corporate Governance Policies and the Code of Conduct stand widely communicated across your Company at all times.

Your Company's financial statements are prepared on the basis of the significant accounting policies that are carefully selected by management and approved by the Audit Committee and the Board. These accounting policies are reviewed and updated from time to time.

Your Company uses ERP Systems as a business enabler and also to maintain its Books of Account. The transactional controls built into the ERP systems ensure appropriate segregation of duties, appropriate level of approval mechanisms and maintenance of supporting records. The Information Management Policy reinforces the control environment. The systems, Standard Operating Procedures and controls are reviewed by Management. These systems and controls are audited by Internal Audit and their findings and recommendations are reviewed by the Audit Committee which ensures the implementation.

Your Company has in place adequate internal financial controls with reference to the financial statements commensurate with the size, scale and complexity of its operations. Such controls have been assessed during the year under review taking into consideration the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by The Institute of Chartered Accountants of India.

Based on the results of such assessments carried out by Management, no reportable material weakness or significant deficiencies in the design or operation of internal financial controls was observed. Nonetheless your Company recognizes that any internal control framework, no matter how well designed, has inherent limitations and accordingly, regular audits and review processes ensure that such systems are reinforced on an ongoing basis.

Further, no material or serious observation has been received from the Internal Auditors and Statutory Auditors of the Company for inefficiency or inadequacy of such controls.

D. MANAGEMENT DISCUSSION & ANALYSIS REPORT

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements Regulations) 2015, a detailed "**Management Discussion and Analysis Report"** is attached herewith and forms a part of the Annual Report.

E. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All Related Party Transactions entered during the year were in the Ordinary Course of Business and on Arm's Length basis.

In accordance with Sec 134(h) of the Act and Rule 8(2) of Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements entered into by the Company with the Related Parties referred to in Section 188(1) of the Act, have been provided in Form AOC-2 and attached the same as "**Annexure B".**

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and can be accessed at the Web-link: http://www.ambergroupindia.com/policy-materiality-dealing-related-party-transactions.

The details of Related Party disclosures as stated in the notes to the financial statements forms part of this annual report.

F. AUDITORS

Statutory Auditors and Auditors' Report

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration

DIRECTOR'S REPORT (Contd.)

No. 001076N), were appointed as Statutory Auditor of the Company at the AGM held on 29 September 2015 to hold office for a term of five years, i.e. from the conclusion of 25th AGM of the Company till the conclusion of 30th AGM of the Company, subject to ratification of their appointment by members at each Annual General Meeting to be held during the period and fix their remuneration.

Ministry of corporate affairs vides its notification dated 7 May 2018 has omitted explanation given below under Rule 3 of the Companies (Audit and Auditors) Rules, 2014:

Provided that the Company shall place the matter relating to such appointment for ratification by members at every annual general meeting.

In context of above notification, modification is required to be made in resolution passed at the AGM held on 29 September 2015 related to appointment of Statutory Auditor of the Company.

Resolution seeking your approval on this item is included in the Notice convening the 28th Annual General Meeting. The Members are requested to modify the resolution related to the appointment of the Statutory Auditor as aforesaid.

The Auditors' Report is unmodified i.e. it does not contain any qualification, reservation or adverse remark.

Secretarial Auditor

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Amit Chaturvedi & Associates, a practicing Company Secretary (Certificate of Practice Number: 14332) to undertake the Secretarial Audit of the Company for the financial year ended 31 March 2018.

The Company has annexed to this Board Report as **"Annexure C",** a Secretarial Audit Report given by the Secretarial Auditor.

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

Internal Auditor

During the year under review, Company has appointed M/s Deepak Gulati & Associates, Chartered Accountants as Internal Auditor of the Company for the financial year 2017 – 18.

Findings and reports by Internal Auditor are reviewed by the Audit Committee about compliance with internal controls, the efficiency and effectiveness of operations as well as key process risks. The Audit Committee periodically reviews internal audit plans, significant audit findings and adequacy of internal controls.

Cost Auditor

Pursuant to the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s) or re-enactments thereof) and all other applicable rules, regulations and guidelines framed thereunder as may be applicable from time to time, the Board of Directors had on the recommendation of the Audit Committee appointed M/s. K.G. Goyal & Associates, a firm of Cost Accountants (Firm Registration No.000024), having its office at 4A, Pocket 2, Mix Housing Scheme, New Kondli, Mayur Vihar – III, New Delhi – 110 096 as Cost Auditor of the Company for the financial year 2018 – 19.

The partners of the Firm are holding a valid certificate of practice under sub-section (1) of Section 6 of Cost and Works Accountants Act, 1959.

The Company has received the certificate from K.G. Goyal & Associates, Cost Accountants, certifying they are independent firm of Cost Accountants and having arm's length relationship with your Company.

Cost Audit Report for the financial year 2017 – 18 is required to be filed by the Company with the Ministry of Corporate Affairs and Company will do the related compliance accordingly.

Further, the Remuneration of ₹ 40,000/- payable to the Cost Auditor needs to be approved by the Members at subsequent General Meeting of the Company. The Resolution seeking members' ratification on this item is included in the Notice convening the 28th Annual General Meeting.

Reporting of Frauds by Auditors

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Act.

G. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Your Company has disclosed the full particulars of the loans given, investments made or guarantees given or security provided covered under Section 186 of the Companies Act, 2013 are provided in the notes no. 44 forming part of the financial statements provided in this Annual Report.

H. KEY MANAGERIAL PERSONNEL

During the Financial Year, the following have been designated as the Key Managerial Personnel ("KMPs)

of the Company pursuant to sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

(a) Mr. Jasbir Singh– Chairman & Chief Executive Officer

(b) Mr. Daljit Singh – Managing Director

(c) Mr. Sanjay Arora – Director Operations

(d) Mr. Udaiveer Singh – President – RAC Operations

(e) Mr. Sachin Gupta – Vice President – RAC Operations

(f) Mr. Sudhir Goyal – Chief Financial Officer

There has been no change in the KMPs.

Employee Stock Options

During the year under review, Your Company has formulated and adopted Employee Stock Option Plan namely 'Amber Enterprises India Limited - Employee Stock Option Plan 2017' ("ESOP 2017") for granting of options to eligible employees and Directors of the Company and its Subsidiary Company(ies) which was approved by Members of your Company at the Extra Ordinary General Meeting held on 26 September 2017 .

The certificate from the statutory auditor of the Company that the Scheme has been implemented in accordance with the applicable SEBI Guidelines and the resolution passed by the shareholders would be placed at the Annual General Meeting for inspection by members.

Statement of particulars of appointment and remuneration of managerial personnel/ employees

Disclosures with respect to the remuneration of Directors, KMPs and employees as required under section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **"Annexure D"** to this Report.

Human Resources Development and Industrial Relations

The human resources development function of the Company is guided by a strong set of values and policies. Your Company strives to provide the best work environment with ample opportunities to grow and explore. Your Company maintains a work environment that is free from physical, verbal and sexual harassment.

The management believes that the competent and committed human resources are vitally important to attain success in the organization. In line with this philosophy, utmost care is being exercised to attract quality resources and suitable training is imparted on various skill-sets and behavior. Annual sports and games were conducted across the organization to enhance the competitive spirit and encourage bonding teamwork among the employees.

The Company maintained healthy, cordial and harmonious industrial relations at all levels during the year under review.

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

The Company has in place an Anti- Sexual Harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of the same, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. All employees (permanent, contractual, temporary and trainees) are covered under this Policy.

The Company has set up Internal Complaints Committees to redress complaints received regarding sexual harassment. During the year under review, no case was filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

I. BOARD & ITS COMMITTEE

Directors

Pursuant to the provisions of Section 152 of the Act and in terms of the Articles of Association of the Company, Mr. Jasbir Singh, Chairman and Chief Executive Officer of the Company is liable to retire by rotation at the ensuing AGM and being eligible, seeks re-appointment.

Further, subsequent to right available to Ascent Investment Holdings Pte. Ltd. ("Ascent") to appoint one nominee director on the Board the Company so long as Ascent hold 15% (fifteen percent) or more of the Share Capital of the Company and provided that the right of Ascent to nominate a director on the Board of the Company shall be exercised only after obtaining shareholders' approval through a special resolution.

Now, in accordance with above and the provisions of Articles of Association of the Company, the Resolution seeking your approval on right available to Ascent for appointing one Nominee Director on the Board of the Company is included in the Notice convening the 28th Annual General Meeting.

DIRECTOR'S REPORT (Contd.)

Appointments

During the year under review, Company has made following appointments on the Board:

Dr. Girish Kumar Ahuja, Ms. Sudha Pillai and Mr. Satwinder Singh were appointed as an Additional Directors in the capacity of Independent Directors of the Company for a period of two years with effect from 20 September 2017 and their office as Independent Directors were regularized on the even date at Extraordinary General Meeting ('EGM') held on 20 September 2017.

Resignation

Mr. Kartar Singh, Chairman Cum Whole Time Director has tendered his resignation w.e.f. 25 August 2017 and Board of Directors noted the same in Board Meeting held on 25 August 2017.

Pursuant to Clause No. 4.2 of the Shareholders Agreement dated 23 December 2016 as executed between the Company, Mr. Jasbir Singh, Mr. Daljit Singh (Mr. Daljit Singh and Mr. Jasbir Singh are collectively referred to as "Promoters") and Ascent, Ascent had withdrawn the nomination of Mr. Suresh Eshwara Prabhala from the Board of the Company with effect from 20 September 2017.

The Board of Directors noted the same in Board Meeting held on 20 September 2017.

The Board places on record their appreciation on the valuable contributions made by Mr. Kartar Singh and Mr. Suresh Eshwara Prabhala during their tenure as Directors of the Company.

Declaration from Independent Directors

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

The detail of Director proposed to be appointed/ re-appointed is given in the notice convening the AGM forming part of this Annual Report.

Board Evaluation

The Act states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Act states that the performance evaluation of independent directors shall be carried out by the entire Board of Directors, excluding the director being evaluated. SEBI (LODR) Regulations, 2015 also mandates that the Board shall monitor and review the Board evaluation framework.

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of the Directors individually. 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 carried out based on responses received from the Directors.

The Independent Directors in their separate meeting held on 28 December 2017 have reviewed the performance of non-independent directors, Chairman and Board as a whole along with review of quality, quantity and timeliness of flow of information between Board and management and expressed their satisfaction over the same.

A separate exercise was carried out by the Nomination and Remuneration Committee of the Board to self-evaluate the performance of committee. The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Chairman of the Company was also carried out by the Independent Directors, taking into account the views of the Executive Director and Non-Executive Directors. The Directors expressed their satisfaction with the evaluation process.

The details of programs for familiarization of the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, number of programs and number of hours spent by each Independent Director in terms of the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are available on the Company's website and can be accessed at the Weblink: http://www.ambergroupindia.com/code-and-policies

Policy on Directors' Appointment and Remuneration

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub section (3) of Section 178 of the Act adopted by the Board, has been disclosed in the corporate governance report, which forms part of the Board's Report.

Directors' Responsibility Statement

In terms of Section 134(3)(c) of the Act, the Board of

DIRECTOR'S REPORT (Contd.)

Directors of the Company states that:

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

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

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

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

(e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operative effectively; and

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

Board Meetings

During the year, Eleven Board Meetings were held on: 12 May 2017, 10 July 2017, 25 August 2017, 20 September 2017, 26 September 2017, 11 November 2017, 2 December 2017, 20 December 2017, 6 January 2018, 25 January 2018 and 9 March 2018. The intervening gap between these meetings was within the period prescribed under the Act and Listing Regulations. The details of the meetings and attendance of the Directors are provided in the Corporate Governance Report.

The 27th Annual General Meeting (AGM) of the Company was held on 25 August 2017.

Statutory Committees

The Company has duly constituted Board level Committees namely Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee as mandated by the applicable laws and as per the business requirements. The details of the same are provided in the **Corporate Governance Report** of the Company which forms part of this report.

Meetings of Independent Directors

As per Schedule IV of the Companies Act, 2013, Secretarial Standards-1 ('SS-1') read with the Guidance Note on SS-1 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the meeting of the Independent Directors was held on 28 December 2017.

J. GOVERNANCE

Corporate Governance

Your Company has a rich legacy of ethical governance practices many of which were implemented by the Company, even before they were mandated by law. It is always ensured that the practices being followed by the Company are in alignment with its philosophy towards Corporate Governance. The well-defined vision and values of the Company drive it towards meeting business objectives while ensuring ethical conduct with all stakeholders and in all systems and processes.

Your Company proactively works towards strengthening relationship with constituents of system through corporate fairness, transparency and accountability. In your Company, prime importance is given to reliable financial information, integrity, transparency, fairness, empowerment and compliance with law in letter & spirit. Your Company proactively revisits its governance principles and practices as to meet the business and regulatory needs.

Detailed compliances with the provisions of the SEBI (LODR) Regulations, 2015 and Companies Act, 2013 for the year 2017-18 are given in Corporate Governance Report, which is attached and forms part of this report. The Auditors' certificate on compliance with corporate governance norms is also attached thereto.

A separate section on Corporate Governance practices followed by your Company, as stipulated under Schedule V(C) of the SEBI (LODR) Regulations, 2015 is forming part of this report annexed as **"Annexure E"**.

The certificate of the Statutory Auditor with regard to compliance of conditions of corporate governance as stipulated under Schedule V (E) of the SEBI (LODR) Regulations, 2015 is annexed as **"Annexure F"** to the Report on Corporate Governance.

Vigil Mechanism/ Whistle Blower Policy

Pursuant to the provision of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (LODR) Regulations,

DIRECTOR'S REPORT (Contd.)

the Company has formulated Whistle Blower Policy & established Vigil Mechanism for the Directors and Employees of the Company to report, serious and genuine unethical behavior, actual or suspected fraud and violation of the Company's code of conduct or ethics policy. It also provides adequate safeguards against victimization of persons, who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee. No personnel of the Company have been denied access to the Audit Committee.

The main objective of this policy is to provide a platform to Directors and Employees to raise concerns regarding any irregularity, misconduct or unethical matters / dealings within the Company which have a negative bearing on the organization either financially or otherwise.

The Policy on Vigil Mechanism and Whistle Blower Policy as approved by the Board is available on the Company's website and can be accessed at the Web-link: http://www.ambergroupindia.com /whistle-blower-policy.

The Company has also adopted a Code of Conduct for Directors and Senior Managerial Personnel which is available on the website of the Company under the weblink: http://www.ambergroupindia.com/code-conduct-directors-senior-management-personnel.

This policy provides an additional channel to the normal management hierarchy for employees to raise concerns about any breach of the Company's Values or instances of violations of the Company's Code of Conduct. Therefore, it's in line with the Company's commitment to open communication and to highlight any such matters which may not be getting addressed in a proper manner. During the year under review, no complaint under the Whistle Blower Policy was received.

K. CORPORATE SOCIAL RESPONSIBILITY AND RELATED MATTERS

Corporate Social Responsibility and Project Implemented

Your Company's Corporate Social Responsibility (CSR) efforts in the last financial year have been concentrated on initiatives which contribute to nation building, and have in fact been identified as priorities in the national agenda. As per the Company's CSR Policy, it continues to focus its CSR efforts on Swach Bharat program i.e. Sanitation Development and making available Safe drinking water in Schools/ Educational Institutes, health care facilities, women empowerment, promoting education, vocational skill development and construction of sports stadium and training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports.

Your Company has an ongoing vibrant CSR program, of which some of the notable ongoing investments in providing education and skill development for livelihood of youths of our country, which supports the underprivileged, socially and economically disadvantaged communities.

CSR Policy

The Corporate Social Responsibility Committee had formulated and recommended to the Board, a Corporate Social Responsibility Policy ("CSR Policy") which was subsequently adopted by it and is being implemented by the Company. The CSR Policy including a brief overview of the projects or programs proposed to be undertaken can be accessed at the Company's website through the Web-link: http://www.ambergroupindia.com/corporate-social-responsibility.

CSR Committee

In accordance with the requirements of Section 135 of the Act, the CSR Committee of the Board comprises of following Members:

Ms. Sudha Pillai	:	Independent Director
Mr. Jasbir Singh	:	Member
Mr. Daljit Singh	:	Member
Mr. Manoj Kumar Sehrawat	:	Member

The Composition of the CSR Committee meets the requirements of Section 135 of the Act.

During the financial year 2017-18 the Committee met three times on 12 May 2017, 25 August 2017 and 27 February 2018.

On recommendation of CSR Committee Members, the Board approved the CSR Budget amounting of ₹ 1,18,00,000 /- (Rupees One Crore and Eighteen Only) to be spent in the financial year 2018 -19. Company has spent ₹ 1,18,82,135 (Rupees One Crore Eighteen Lakh Eighty Two Thousand One Hundred Thirty Five Only) on approved CSR Projects against the Budget of ₹ 1,18,00,000 /- (Rupees One Crore and Eighteen Only) in the financial year 2017 -18.

Further, a detail about the CSR policy is available at our website. The annual report on our CSR Projects is annexed as **"Annexure G"** forming part of this report.

SECRETARIAL

Share Capital

During the year under review, your Company had successfully completed its Initial Public Offering (IPO) of

DIRECTOR'S REPORT (Contd.)

equity shares of the Company and the equity shares have been listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) with effect from 30 January 2018. In the process, the Company had allotted 6,984,865 equity shares of face value of ₹ 10 each (the "Equity Shares") comprising a fresh issue of up to 5,529,685 equity shares aggregating up to ₹ 4,746.63 million ("Fresh Issue") and an offer for sale of up to 1,455,180 equity shares aggregating up to ₹ 1,249.11 million, comprising an offer for sale of up to 727,590 equity shares by Mr. Jasbir Singh aggregating up to ₹ 624.56 million, and up to 727,590 equity shares by Mr Daljit Singh aggregating up to ₹ 624.56 million. The Offer includes a reservation of 50,000 equity shares aggregating to ₹ 38.7 million for subscription by Eligible Employees.

Prior to IPO, the Company had converted 10 (ten), 8.65% Compulsorily Convertible Debentures ("CCDs") into Equity Shares.

The Authorized Share Capital of the Company has been increased from ₹ 31,00,00,000/- (Rupees Thirty One Crore only) divided into 2,65,00,000 (Two Crore Sixty Five Lakh) equity shares of ₹ 10/- (Rupees Ten) each and 45,00,000 (Forty Five Lakh) preference shares of ₹ 10/- (Rupees Ten) each and classified to ₹ 45,00,00,000/- (Rupees Forty Five Crore only) equity shares of ₹ 10/- (Rupees Ten) divided into 4,50,00,000 (Four Crore Fifty Lakh) equity shares of ₹ 10/- (Rupees Ten) each.

As a result, the Authorized Share Capital as on date stands at 4,50,00,000 equity shares of ₹ 10/- each aggregating to ₹ 45,00,00,000/- (Rupees Forty Five Crore Only).

The movement in Authorized Share Capital is as follows:

Authorized Capital as on 31 March 2017	Movement during the year 2017 - 18	Cumulative Authorized Capital post such movement
2,65,00,000 (Two Crore Sixty Five Lakh) equity shares of ₹10/- (Rupees Ten) each	Nil	2,65,00,000 (Two Crore Sixty Five Lakh) equity shares of ₹ 10/- (Rupees Ten) each.
	Increase of 1,40,00,000 equity shares of ₹ 10/- each on 20 September 2017.	4,05,00,000 (Four Crore Five Lakh) equity shares of ₹ 10/- (Rupees Ten) each.
45,00,000 (Forty Five Lakh) preference shares of ₹ 10/- (Rupees Ten) each	Classified into 45,00,000 (Forty Five Lakh) equity shares of ₹10/- each on 20 September 2017	4,50,00,000 (Four Crore Fifty Lakh) equity shares of ₹ 10/- each

The movement in paid up share capital is as follows:

Paid Up Capital as on 31 March 2017	Movement during the year 2017 - 18	Cumulative Paid Up Capital post such movement
2,38,09,825 (Two Crore Thirty Eight Lakh Nine Thousand Eight Hundred Twenty Five) equity shares of ₹ 10/- (Rupees Ten) each	Nil	2,38,09,825 (Two Crore Thirty Eight Lakh Nine Thousand Eight Hundred Twenty Five) equity shares of ₹ 10/- (Rupees Ten) each.
	Conversion of 10 (ten), 8.65% Compulsorily Convertible Debentures ("CCDs") of ₹ 5,00,00,000/- each aggregating to ₹ 50,00,00,000/- into 21,07,030 equity shares of ₹ 10/- each at a premium of ₹ 227.30/- per equity share on 2 December 2017.	2,59,16,855 (Two Crore Fifty Nine Lakh Sixteen Thousand Eight Hundred Fifty Five) equity shares of ₹ 10/- (Rupees Ten) each.
	Allotment of 55,29,685 (Fifty Lakh Twenty Nine Thousand Six Hundred Eighty Five) equity shares of ₹ 10/- on 25 January 2018 in IPO	3,14,46,540 (Three Crore Fourteen Lakh Forty Six Thousand Five Hundred Forty) equity shares of ₹ 10/- (Rupees Ten) each.

DIRECTOR'S REPORT (Contd.)

Amendment to the Memorandum and Articles of Association of the Company

Following key changes have been made in the Memorandum and Articles of Association of Your Company in the financial year 2017 - 18

Date of Shareholders' resolution, unless otherwise specified	Nature of Amendment
20.09.2017	Amendment to Clause V of the Memorandum of Association to reflect the increase in the authorized share capital of our Company from ₹ 31,00,00,000/- (Rupees Thirty One Crore only) divided into 2,65,00,000 (Two Crore Sixty Five Lakh) equity shares of ₹ 10/- (Rupees Ten) each and 45,00,000 (Forty Five Lakh) preference shares of ₹ 10/- (Rupees Ten) each TO ₹ 45,00,00,000/- (Rupees Forty Five Crore only) equity shares of ₹ 10/- (Rupees Ten) divided into 4,50,00,000 (Four Crore Fifty Lakh) equity shares of ₹ 10/- (Rupees Ten) each. Amendment to Clause I of the Memorandum of Association for deletion of the word "Private" and the consequent change in the name of your Company to Amber Enterprises (India) Limited. Adoption of new Articles of Association comprises of Part A and Part B; (a) by inserting Part A comprising of Article 1 to Article 32, AND; (b) by collectively marking the existing Article 1 to Article 11 as Part B (containing entrenched provision) after Part – A.
26.09.2017	Ratification of the Roc approved name i.e. Amber Enterprises India Limited in Memorandum and Articles of Association of the Company.
02.12.2017	Amendment in articles of association of the Company- **Substitution of the first paragraph of existing Article 23 with the following paragraph:** "Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time. So long as Ascent holds 15% or more of the Share Capital of the Company, Ascent shall have the right to nominate a Director on the Board, **provided however, that such nomination right available to Ascent shall be exercised only after obtaining Shareholders' approval through a Special Resolution after the listing of the Equity Shares.**"

Extract of Annual Return

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 is given in the **"Annexure H"** and forms part of this Report.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings/Outgo

The information required under Section 134 (3) (m) of the Companies Act, 2013, read with Rule 8(3) of Companies (Accounts) Rules, 2014, is appended hereto as **"Annexure I"** and forms part of this Report.

DIRECTOR'S REPORT (Contd.)

L. DISCLOSURE WITH RESPECT TO UNCLAIMED SUSPENSE ACCOUNT:

The following are the details that are required to be provided under Schedule V (F) of the SEBI (LODR) Regulations, 2015:

Number of Shareholders and outstanding shares in the suspense account in the beginning of the year (30 January 2018) i.e. date of listing of shares of the Co.	shareholders who approached listed entity for transfer of shares from suspense account during the year;	shareholders to whom shares were transferred from suspense account during the year;	number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	on these shares shall remain frozen till the rightful owner of such shares claims the shares.
4 Cases for 64 Shares	2	2	2 Cases for 34 Shares	Yes

M. GENERAL DISCLOSURE

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/events on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save or ESOS.
3. Significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
4. Voting rights which are not directly exercised by the Employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Companies Act, 2013).

N. ACKNOWLEDGMENT

Your Directors express their deep sense of gratitude to the Banks/Financial Institution(s), Lenders, Stakeholders, Business Associates, Statutory Authorities, Stock Exchanges, Central and State Government, their local authorities for their co-operation and support and look forward to their continued support in future.

We thank our employees for their devotion, commitment and contribution to your Company's performance. We applaud them for their superior levels of competence, dedication and commitment to your Company.

For and on behalf of Board of Directors
Amber Enterprises India Limited
(Formerly Known as Amber Enterprises (India) Private Limited)

(Jasbir Singh)
Director
DIN:- 00259632

(Daljit Singh)
Managing Director
DIN:- 02023964

Place : Gurugarm
Date : 7 August 2018

ANNEXURE A

FORM AOC - I

Pursuant to first proviso to Sub - Section (3) of Section 129 of the Act read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiary

(Information in respect of each subsidiary to be presented with amounts in ₹ in lakh)

S. No.	Particulars		Details of Subsidiaries		
1.	Name of the subsidiary	:	PICL (India) Private Limited ("PICL")	*Appserve Appliance Private Limited ("Appserve")	#IL JIN Electronics (India) Private Limited ("IL JIN")
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	:	1 April 2017 to 31 March 2018	4 December 2017 to 31 March 2018	1 April 2017 to 31 March 2018
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	:	Indian Rupees	Indian Rupees	Indian Rupees
4.	Share capital	:	Authorized Share Capital: ₹ 500.00 Paid Up Share Capital: ₹ 364.21	Authorized Share Capital: ₹ 200.00 Paid Up Share Capital: ₹ 1,50.00	Authorized Share Capital: ₹ 400.00 Paid Up Share Capital: ₹ 188.66
5.	Reserves & Surplus	:	₹ 2168.80	₹ (53.07)	₹ 2,216.65
6.	Total Assets	:	₹ 12,415.82	₹. 157.28	₹ 11,605.18
7.	Total Liabilities	:	₹ 12,415.82	₹ 157.28	₹ 11,605.18
8.	Investments	:	Nil	Nil	Nil
9.	Turnover	:	₹ 14,747.23	₹ 9.96	₹ 34,626.97
10.	Profit/Loss before taxation	:	₹ (127.41)	₹ (53.07)	₹ 255.92
11.	Provision for taxation	:	Nil	Nil	Nil
12.	Profit/Loss after taxation	:	₹ (103.34)	₹ (53.07)	₹ 168.55
13.	Proposed Dividend	:	Nil	Nil	Nil
14.	% of shareholding	:	100%	100%	70%

*** Incorporated on 4 December 2017**

 # On 28 December 2017, the Company had acquired 70% stake in the Equity Share Capital of IL JIN thereby making it a subsidiary from that date.

Notes:

1. There is no subsidiary which is yet to commence operations.
2. There is no subsidiary which has been liquidated or sold during the year.

For and on behalf of Board of Directors
Amber Enterprises India Limited
(Formerly Known as Amber Enterprises (India) Private Limited)

(Jasbir Singh)
Director
DIN:- 00259632

(Daljit Singh)
Managing Director
DIN:- 02023964

Place : Gurugarm
Date : 7 August 2018

ANNEXURE B

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 Act including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis : Nil

   There were no contracts or arrangements or transactions entered into during the year ended 31 March 2018, which were not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis :

   The details are set out in the standalone financial statements forming part of this Annual Report. The same may be referred for this purpose.

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Transaction Values (Amount in ₹)	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
1.	PICL (India) Private Limited **("PICL")**	Sale, purchases or supply of any goods or materials.	₹ 107.55	Continuing	Sale of raw material like sheet metal component	12.05.2017	Nil
			₹ 3,639.27	Continuing	Purchase of raw material	12.05.2017	Nil
	(Wholly Owned Subsidiary of the Company) Mr. Jasbir Singh	Selling or otherwise disposing of or buying property of any kind.	₹ 34.07	Continuing	Purchase of MEIS License	12.05.2017	Nil
	and Mr. Daljit Singh are common directors.	Leasing of property of any kind.	₹ 36.00	Continuing	Rent received pertaining to property owned by the Company situated at Plot No. 99 Sector - 6 Faridabad given on lease to PICL	12.05.2017	Nil
	Ms. Amandeep Kaur, wife of Mr. Jasbir Singh is also a Director on the Board of PICL.						
	Dr. Girish Kumar Ahuja, Mr. Satwinder Singh and Ms. Sudha Pillai, Independent Directors, are the Independent Directors on the Board of PICL.						

ANNEXURE B (Contd.)

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Transaction Values (Amount in ₹)	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
	Also, Mr. Jasbir Singh holds 100 shares each jointly with Company In PICL.						
2.	Appserve Appliance Private Limited **("Appserve")** (Wholly Owned Subsidiary of the Company) Mr. Jasbir Singh and Mr. Daljit Singh are common directors. Ms. Amandeep Kaur, wife of Mr. Jasbir Singh is also a Director on the Board of Appserve. Also, Mr. Jasbir Singh holds 10 shares each as a nominee of the Company in Appserve.	Sale, purchases or supply of any goods or materials.	₹ 7.48	Continuing	Sale of raw material	09.03.2018	Nil
3.	IL JIN Electronics (India) Private Limited (**"IL JIN"**) (Subsidiary of the Company) Mr. Jasbir Singh and Mr. Daljit Singh are common directors.	Sale, purchases or supply of any goods or materials.	₹ 38.29	Continuing	Sale of raw material	09.03.2018	Nil

ANNEXURE B (Contd.)

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Transaction Values (Amount in ₹)	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
	Mr. Satwinder Singh and Ms. Sudha Pillai, Independent Directors, are the Independent Directors on the Board of IL JIN.						
4	Acme Fabrications Private Limited ("Acme") (Related party upto 25.08.2017) Mr. Kirpal Singh, hold 283,600 equity shares comprises of 49.23% of share capital of the Company, brother of Mr. Kartar Singh, erstwhile chairman and whole time director of the Company	Leasing of property of any kind.	₹ 11.40	No more related party	Lease was executed for 5 years. Total arrangement amounts to ₹ 11.40 Lakh per annum for lease.	12.05.2017	Nil
5.	Mr. Jasbir Singh, Chairman and Chief Executive Officer	Leasing of property of any kind.	₹ 45.60	Continuing	Lease for 10 years. Total arrangement amounts to ₹ 45.60 Lakh per annum for lease.	-	Nil
6.	Mr. Daljit Singh, Managing Director	Leasing of property of any kind.	₹ 17.10	Continuing	Lease for 10 years. Total arrangement amounts to ₹ 17.10 Lakh per annum for lease.	-	Nil

Appropriate approvals have been taken for related party transactions. No amount was paid as advance

For and on behalf of Board of Directors
Amber Enterprises India Limited
(Formerly Known as Amber Enterprises (India) Private Limited)

(Jasbir Singh)
Director
DIN:- 00259632

(Daljit Singh)
Managing Director
DIN:- 02023964

Place : Gurugarm
Date : 7 August 2018

ANNEXURE C

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
For the financial year ended 31 March 2018
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To

The Members

M/s. AMBER ENTERPRISES INDIA LIMITED

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

Based on our verification of the **M/s. AMBER ENTERPRISES INDIA LIMITED** 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 **M/s. AMBER ENTERPRISES INDIA LIMITED** for the financial year ended on 31 March 2018, according to the provisions of:

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

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

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

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External CommercialBorrowings;

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

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

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

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

d. The Securities and Exchange Board of India (Employee Stock Option Scheme and EmployeeStock Purchase Scheme) Guidelines, 1999;

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 regarding the Companies Act and dealing with client;

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

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

ANNEXURE C (Contd.)

(vi) Other laws applicable to the Company as per the representations made by the Management.

We have also examined compliance with the (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the Company with BSE Limited and National Stock Exchange Limited of India also the Secretarial Standard I and Secretarial Standard II issued by the Institute of Company Secretaries of India (ICSI) were applicable to the Company for the period under review.

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

We further report that adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately 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. Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that as per the explanations given to us and the representations made by the Management and relied upon by us 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 review, as explained and represented by the management, there were no specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, standards etc., having a major bearing on the Company's affairs.

For **Amit Chaturvedi & Associates**
Company Secretaries

CS AMIT CHATURVEDI
Practicing Company Secretary
(M. No. 28556)
(C.P. No. 14332)

Place: New Delhi
Dated: 7 August 2018

ANNEXURE – A
TO SECRETARIAL AUDIT REPORT DATED 7 AUGUST 2018

To

The Members of

M/s **AMBER ENTERPRISES INDIA LIMITED**

CIN: L28910PB1990PLC010265

C 1 PHASE IIFOCAL POINT RAJPURA TOWN PUNJAB 140401

Our Secretarial Audit Report dated 7 August 2018 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to make a report based on the secretarial records produced for 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 report.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is taken care in the statutory audit.

4. We have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.

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

6. This 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 **Amit Chaturvedi & Associates**
Company Secretaries

CS AMIT CHATURVEDI
Practicing Company Secretary
(M. No. 28556)
(C.P. No. 14332)

Place: New Delhi
Dated: 7 August 2018

ANNEXURE D

INFORMATION PURSUANT TO SECTION 197(12) OF THE ACT, READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. The ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Sl. No.	Name & Designation	Ratio
1.	Mr. Jasbir Singh, Chairman and Chief Executive Officer	72
2.	Mr. Daljit Singh, Managing Director	64
3.	Mr. Manoj Kumar Sehrawat, Nominee Director of Ascent Investment Holdings Pte. Ltd.	
4.	Dr. Girish Kumar Ahuja, Independent Director	3.6
5.	Mr. Satwinder Singh, Independent Director	3.9
6.	Ms. Sudha Pillai, Independent Director	3.6

2. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year:

Sl. No.	Name & Designation	Increase in percentage
1.	Mr. Jasbir Singh, Chairman and Chief Executive Officer	Nil
2.	Mr. Daljit Singh, Managing Director	Nil
3.	Mr. Manoj Kumar Sehrawat, Nominee Director of Ascent Investment Holdings Pte. Ltd.	**N.A.**
4.	Dr. Girish Kumar Ahuja, Independent Director	**N.A.**
5.	Mr. Satwinder Singh, Independent Director	**N.A.**
6.	Ms. Sudha Pillai, Independent Director	**N.A.**
7.	Mr. Sudhir Goyal, Chief Financial Officer	**23.5%**
8.	Ms. Konica Yadav, Company Secretary and Compliance Officer	**23.7%**

3. The percentage increase in the median remuneration of employees in the financial year **: 11%**
4. The number of permanent employees on the rolls of the Company as on 31 March 2018 : **956**
5. Average increment of employees other than the managerial personnel : **10%**

Affirmation

We hereby affirm that the above remuneration is as per the Remuneration Policy of the Company.

ANNEXURE E

CORPORATE GOVERNANCE REPORT

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Amber's governance framework is driven by the objective of enhancing long term stakeholder value without compromising on ethical standards and corporate social responsibilities. Efficient corporate governance requires a clear understanding of the respective roles of the Board of Directors ("the Board") and of senior management and their relationships with others in the corporate structure. Sincerity, fairness, good citizenship and commitment to compliance are key characteristics that drive relationships of the Board and senior management with other stakeholders. Your Company strives to ensure that best corporate governance practices are identified, adopted and consistently followed.

Corporate governance at Amber's is implemented through robust board governance processes, internal control systems and processes, and strong audit mechanisms. These are articulated through Company's Code of Business Conduct, Corporate Governance Guidelines and charters of various subcommittees of the Board and Company's Disclosure Policy.

Amber's corporate governance practices can be described through the following four layers:

- Governance by Shareholders,
- Governance by Board of Directors
- Governance by Sub-committees of Board, and
- Governance through management process

In this report, we have provided details on how the corporate governance principles are put in to practice within Amber.

Amber's has always practiced Corporate Governance of the highest standards and follows a culture that is built on core values and professionalism which over the past two decades of the Amber's existence has become a part of its culture and DNA.

Amber's places great emphasis on empowerment, integrity and safety of its employees, diversity, pollution-free environment, transparency in all its dealings and accountability towards all the Stakeholders. It is a firm conviction of the Amber's that good Corporate Governance practices are powerful enablers, which infuse trust and confidence and are able to attract and retain financial and human capital.

Amber's has established systems and procedures to ensure that its Board of Directors are well informed and well equipped to fulfill its overall responsibilities and to provide management with the strategic direction needed to create long term shareholders value.

A Report on compliance with the Corporate Governance provisions as prescribed under Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is given herein below :

I. BOARD OF DIRECTORS

The Company has put in place an internal governance structure with defined roles and responsibilities of every constituent within the system. The Board is responsible for overall governance of the Company.

The Board has an optimum combination of Executive and Non- Executive Directors. As on 31 March 2018, the Board comprises of 6 Directors, of which, 2 Directors are Executive, 1 is Non- Executive and 3 are Non – Executive Independent Directors.

The composition of the Board of your Company is in conformity with the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations. Mr. Jasbir Singh is the Executive Chairman of your Company, though a Professional Director in his individual capacity, is a Promoter and the number of Non-Executive and Independent Directors is more than one half of the total number of Directors.

Mr. Jasbir Singh, Chairman and Chief Executive Officer and Mr. Daljit Singh, Managing Director are the Whole-Time Directors of your Company. The remaining Non-Executive Directors, comprising of three Independent Directors including a Woman Director and one Nominee Director as at 31 March 2018 are highly renowned professionals drawn from diverse fields, possess the requisite qualifications and experience which enable them to contribute to the Company's growth and enhance the quality of Board's decision making process.

The maximum tenure of Independent Directors are in compliance with the Companies Act, 2013 ("the Act") and the Listing Regulations. All the Independent Directors have confirmed that they meet the criteria as mentioned in Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Act.

Apart from reimbursement of expenses incurred in the discharge of their duties, the remuneration that these Directors were entitled to under the Act as Non-Executive Directors and the remuneration that a Non-Executive Director may receive for professional services rendered to the Company through a firm in which he is a partner, none of these Directors have any other pecuniary relationships with your Company,

ANNEXURE E
CORPORATE GOVERNANCE REPORT (Contd.)

its Subsidiaries or Associates or their Promoters or Directors, during the two immediately preceding financial years or during the current financial year. None of the Directors of your Company are inter-se related to each other.

Professional fees for the year under review to Vaish Associates & Advocates, in which Mr. Satwinder Singh, Non-Executive and Independent Director is a partner, amounted to ₹ 40.11 Lakh (including out of pocket expenses).

The Board at its Meeting held on 25 August 2017, designated and appointed Mr. Jasbir Singh, who was holding the position of Managing Director, as a Chairman and Chief Executive Officer of the Company and appointed Mr. Daljit Singh, who was holding the position of Executive Director, as a Managing Director of the Company for a period of five years with effect from 25 August 2017.

The Senior Management of your Company have made disclosures to the Board confirming that there are no material financial and commercial transactions between them and the Company which could have potential conflict of interest with the Company at large.

A. Composition of the Board

The Board of your Company comprises of six Directors as on 31 March 2018. The name and categories of Directors, DIN, the number of Directorships and Committee positions held by them in the companies are given below. None of the Director is a Director in more than 10 public limited companies (as specified in section 165 of the Act) or acts as an Independent Director in more than 7 listed companies or 3 listed companies in case he/she serves as a Whole-time Director in any listed company (as specified in Regulation 25 of the Listing Regulations).

Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Regulation 26 of the Listing Regulations), across all the Indian public limited companies in which he/she is a Director.

Furthermore, no Independent Director of the Company who is a Whole-time Director in another listed company is serving as an Independent Director in more than 3 listed companies.

Directors	Category	DIN	Total Number of Directorships, Committee Chairmanships and Memberships of public limited companies* as on 31 March 2018		
			Directorship$	Committee Chairmanships+	Committee Memberships+
EXECUTIVE					
Mr. Jasbir Singh – Chairman and Chief Executive Officer	Promoter	00259632	1	-	1
Mr. Daljit Singh, Managing Director	Promoter	02023964	1	-	2
NON-EXECUTIVE					
Mr. Manoj Kumar Sehrawat	Non-Independent	02224299	1	-	1
Dr. Girish Kumar Ahuja@	Independent	00446339	1	3	4
Ms. Sudha Pillai@	Independent	02263950	8	1	8
Mr. Satwinder Singh@	Independent	00164903	1	1	3

* Excludes private limited companies, foreign companies and companies registered under section 8 of the Act and Government Bodies.

$ Includes Directorship in your Company.

\+ Committees considered are Audit Committee and Stakeholders' Relationship Committee, including that of your Company. Committee Membership(s) and Chairmanship(s) are counted separately.

@ Appointed as an Independent Director with effect from 20 September 2017.

Mr. Jasbir Singh and Mr. Daljit Singh are promoter Directors and are brothers. Apart from this, there is no inter-se relationship among other Directors.

ANNEXURE E
CORPORATE GOVERNANCE REPORT (Contd.)

B. Independent Directors

The Independent Directors of the Company are individuals of eminence & repute in their respective fields and help in bringing an independent judgment to bear on the Board's deliberations, especially on issues of strategy, performance, risk management, resources, key appointments, corporate governance and standards of conduct. In accordance with the criteria set for selection of Independent Directors and for determining their independence, the Board, inter-alia, considers the qualifications, positive attributes, area(s) of expertise and Directorships/Committee memberships held by these individuals in other companies. The Board takes appropriate decisions in appointment of the Independent Directors.

C. Board Procedure and Information Flow to the Board Members

The primary role of the Board is that of trusteeship to protect and enhance shareholders' value through strategic direction to the Company. The Board critically evaluates Company's strategic direction, management policies and their effectiveness. Agenda for the Board includes strategic review from each of the Board Committees, a detailed analysis and review of annual strategic and operating plans and capital allocation and budgets.

Information is provided to the Board Members on a continuous basis for their review, inputs and approval from time to time. More specifically, we present our annual Strategic and Operating Plans of our business to the Board for their review, inputs and approval. Likewise, our quarterly financial statements and annual financial statements are first presented to the Audit Committee and subsequently to the Board for their approval by Chief Financial Officer (CFO). In addition, specific cases of acquisitions, important managerial decisions, material positive/negative developments and statutory matters are presented to the respective Committees of the Board and later with the recommendation of such Committees to the Board for their approval.

A detailed agenda, setting out the business to be transacted at the Meeting(s), supported by detailed notes and presentations, if any, is sent to each Director at least seven days before the date of the Board Meeting(s) and of the Committee Meeting(s). The Directors are also provided the facility of video conferencing to enable them to participate effectively in the Meeting(s), as and when required. Inputs and feedback of Board Members are taken and considered while preparation of agenda and documents for the Board meeting.

To enable the Board to discharge its responsibilities effectively and take informed decisions, the Executive Chairman apprises the Board at every Meeting of the overall performance of your Company. A detailed functional Report is also presented at the Board Meeting(s).

The Board also, inter alia, periodically reviews strategy and business plans, sales, annual operating and capital expenditure budget(s), investment and exposure limit(s), compliance report(s) of all laws applicable to your Company, as well as steps taken by your Company to rectify instances of non-compliances, review of major legal issues, minutes of the Committees of the Board and of Board Meetings of your Company's subsidiary companies, significant transactions and arrangements entered into by the unlisted subsidiary companies, approval of quarterly/ half-yearly/annual results, significant labour problems and their proposed solutions, safety and risk management, transactions pertaining to purchase/ disposal of property(ies), sale of investments, remuneration of Key Managerial Personnel, major accounting provisions and write-offs, corporate restructuring, acquisition, material default in financial obligations, if any, fatal or serious accidents, any material effluent or pollution problems, transactions that involve substantial payment towards goodwill, brand equity or intellectual property, any issue that involves possible public or product liability claims of substantial nature, including judgement or order which may have passed strictures on the conduct of your Company, quarterly details of foreign exchange exposures and the steps taken by Management to limit the risks of adverse exchange rate movement and information on recruitment of Senior Officers just below the Board level.

The Board sets annual performance objectives, oversees the actions and results of the management, evaluates its own performance, performance of its Committees and individual Directors on an annual basis and monitors the effectiveness of the Company's governance practices for enhancing the stakeholders' value.

ANNEXURE E
CORPORATE GOVERNANCE REPORT (Contd.)

The Company has established framework for the Meetings of the Board and its Committees which seeks to systematize the decision making process at the Meetings in an informed and efficient manner.

Apart from Board Members and the Company Secretary, the Board and Committee Meetings are generally also attended by the Chief Financial Officer, Director Operations and wherever required by the Heads of various Corporate Functions.

D. Number of Board Meetings, Attendance of the Directors at Meetings of the Board and at the Annual General Meeting

We decide about the Board Meeting dates in consultation with the members of Board, Audit, Stakeholder Relationship, Nomination and Remuneration Committee and all our Directors, based on the practices of earlier years. Once approved by the Board, Audit, Stakeholder Relationship, Nomination and Remuneration Committee, the schedule of the Board Meeting and Board Committee Meetings are communicated in advance to the Directors to enable them attend the Meetings. In addition, every financial year, Independent Directors meet amongst themselves exclusively.

During the financial year i.e. 1 April 2017 to 31 March 2018, Eleven Board Meetings were held on the following dates 12 May 2017, 10 July 2017, 25 August 2017, 20 September 2017, 26 September 2017, 11 November 2017, 2 December 2017, 20 December 2017, 6 January 2018, 25 January 2018 and 9 March 2018.

The Board met at least once in every Calendar Quarter and the gap between two Meetings did not exceed one hundred and twenty days. These Meetings were well attended by the Directors. The necessary quorum was present for all the meetings.

The 27th AGM of your Company was held on 25 August 2017.

Details of attendance of Directors at the Board Meetings during the year 2017 - 18 is provided below:

Name	Designation	Number of Board Meetings attended	Attendance at the previous AGM
Executive Directors			
Mr. Jasbir Singh	Chairman and Chief Executive Officer	10	Yes
Mr. Daljit Singh	Managing Director	11	Yes
Non- Executive Nominee Director			
Mr. Manoj Kumar Sehrawat	Nominee Director	#7	Yes
Independent Directors			
Dr. Girish Kumar Ahuja@	Independent Director	6	N.A.
Ms. Sudha Pillai@	Independent Director	6	N.A.
Mr. Satwinder Singh@	Independent Director	6	N.A.
Mr. Suresh Eshwara Prabhala*	Nominee Director	3	Yes
Mr. Kartar Singh+	Chairman	1	Yes

@ Appointed as an Independent Director with effect from 20 September 2017;

* Resigned from the post of Nominee Director with effect from 20 September 2017;

+ Resigned from the post of Chairman and Whole Time Director with effect from 25 August 2017;

One Meeting attended through Audio Call, same shall not be counted for attendance;

None of the Non-Executive (including Independent) Directors hold any shares (as own or on behalf of any other person on beneficial basis) in the Company as on 31 March 2018.

ANNEXURE E
CORPORATE GOVERNANCE REPORT (Contd.)

D. Meetings of Independent Directors

The Independent Directors of your Company meet without the presence of the Executive Chairman, Managing Director, other Non-Independent Director(s) or any other Management Personnel.

Meeting was conducted in an informal and flexible manner to enable the Independent Directors to, inter alia, discuss matters pertaining to review of performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairman of the Company (taking into account the views of the Executive and Non-Executive Directors), assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Meeting of Independent Director was held on 28 December 2017 and the Meeting was well attended by the Independent Directors.

E. Director(s) seeking Appointment/Re-appointment

Pursuant to the provisions of Companies Act, 2013 and Articles of Association of the Company, two-third Directors on the Board of the Company (other than Independent Directors) shall retire from office at the completion of the Annual General Meeting.

Accordingly, Mr. Jasbir Singh is also liable to retire by rotation and being eligible for re-appointment at the ensuing AGM of your Company and has offered himself for re-appointment.

The brief profile of Mr. Jasbir Singh as required under Regulation 36 of Listing Regulation and Secretarial Standards -2 as prescribed by the Institute of Company Secretaries of India forming part of this Annual Report.

F. Codes of Conduct

The Board of your Company has laid down Codes of Conduct ("Codes") for Directors and Senior Management Personnel of the Company. These Codes have been posted on the Company's website: http://www.ambergroupindia.com/code-and-policies. All the Directors and Senior Management Personnel have affirmed compliance with these Codes. A declaration signed by the Chairman and Chief Executive Officer to this effect is enclosed at the end of this Report.

The Code of Conduct for the Directors and Senior Management Personnel of the Company also includes Code for Independent Directors which is a guide to professional conduct for Independent Directors, pursuant to section 149(8) and Schedule IV of the Act.

G. CEO/CFO Certification

As required under Regulation 17(8) of the Listing Regulations, the Chairman and Chief Executive officer and CFO of the Company had jointly certified the financial statements for the year ended 31 March 2018.

H. Board Evaluation

During the year under review and based on the recommendation of Nomination and Remuneration Committee ("NRC"), the process of seeking responses from Board, Committees, Executive and Non-Executive Directors as well as questionnaires were further strengthened in alignment with the Guidance Note on Board Evaluation issued by Securities and Exchange Board of India, vide its Circular dated 5 January 2017.

Pursuant to the provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of all the Directors individually. 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 carried out based on responses received from the Directors.

A separate exercise was carried out by the NRC of the Board to self-evaluate the performance of NRC.

The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Executive Chairman of the Company was also carried out by the Independent Directors, taking into account the views of the Executive Director and Non-Executive Directors. The Independent Directors also carried out performance evaluation of the Managing Director of the Company. The Directors expressed their satisfaction with the evaluation process.

ANNEXURE E
CORPORATE GOVERNANCE REPORT (Contd.)

I. Familiarization Programme for Independent Directors

The Company regularly provides orientation and business overview to its Directors by way of detailed presentations by the various business & functional heads at Board meetings and through other interactive programs. Pursuant to Regulation 25(7) of the Listing Regulations, the Company imparted various familiarization programmes for its Directors including review of Investments of the Company, cultures, value, business model, Industry Outlook, new projects, R & D initiatives at the Board Meetings, Regulatory updates at Board and Audit Committee Meetings, presentations on Internal Control over Financial Reporting, Operational Control over Financial Reporting, Prevention of Insider Trading Regulations, SEBI Listing Regulations, Framework for Related Party Transactions, etc. The details of Company's familiarization programs for Directors are posted on the Company's website, www.ambergroupindia.com and can be viewed at the following link: http://www.ambergroupindia.com/code-and-policies.

J. Board support and role of Company Secretary in governance process

The Company Secretary plays a pivotal role in ensuring that the Board procedures are followed and regularly reviewed, investors' queries are handled promptly and reports to the Board about compliance with the applicable statutory requirements and laws.

The process for the Board and Committee meetings provides an effective post meeting follow-up, review and reporting of decisions taken by the Board and Committee members at their respective meetings.

Important decisions taken at Board and Committee meetings are communicated promptly to the concerned departments/Head of Departments. Action taken reports (ATRs) on decisions taken or recommendations made by the Board/ Committee members at the previous meeting(s) are circulated at the next meeting.

Ms. Konica Yadav is the Company Secretary and Compliance Officer of the Company.

II. REMUNERATION TO DIRECTORS

The remuneration of the Directors is decided by the Board on the recommendation of Nomination and Remuneration Committee which takes into account the Company's size, global presence, its economic and financial position, compensation paid by peer companies, the qualification of the appointee(s), his/ their experience, past performance and other relevant factors.

As required by the provisions of Regulation 46 of the Listing Regulations, the criteria for payment to Independent Directors/Non-Independent Directors is made available on the investor page of the Company's website, www.ambergroupindia.com.

Details of Remuneration to Executive Directors as at 31 March 2018:

The Board at its meeting held on 25 August 2017, designated and appointed Mr. Jasbir Singh, who was holding the position of Managing Director, as Chairman and Chief Executive Officer of the Company and appointed Mr. Daljit Singh who was holding the position of Executive Director, as Managing Director of the Company for a period of five years with effect from 25 August 2017.

The detail of remuneration paid/payable to the Executive Directors for the year 31 March 2018 is as follows:

Name of Director	Designation	Salary
Mr. Jasbir Singh	Chairman and Chief Executive Officer	₹ 1,29,60,000/-
Mr. Daljit Singh	Managing Director	₹ 1,15,20,000/-

The elements of remuneration package of Executive Directors includes salary, lifetime medical benefits, allowed perquisites in terms of the Company's policy which shall include but not limited to, contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income –tax act, 1961; gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure, etc.

Further, Mr. Jasbir Singh and Mr. Daljit Singh also draw remuneration from its subsidiary i.e. PICL (India) Private Limited. The details are given herein below :

Name of Director	Designation	Salary
Mr. Daljit Singh	Managing Director	₹ 40,20,000
Mr. Jasbir Singh	Director	₹ 30,00,000

ANNEXURE E
CORPORATE GOVERNANCE REPORT (Contd.)

Details of Remuneration to Non-Executive Independent Directors as at 31 March 2018:

Consequent to conversion of your Company from Private Limited to Public Limited Company, all the Independent Directors were appointed by the Board at its Meeting held on 20 September 2017. All Independent Directors comply with the criteria of Independence as given in the Companies Act, 2013 and the SEBI Listing Regulations and give a certificate on the Meeting of the Independence Criteria as mentioned in the SEBI Legislations.

At present, Independent Directors are paid sitting fees of ₹ 75,000/- for each Board Meeting and ₹ 50,000/- for each Committee Meetings. During the year, there was no pecuniary relationship or transactions between the Company and any of its Independent Directors apart from sitting fees & reimbursement of expenses, otherwise stated in this Annual Report.

III. RISK MANAGEMENT

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. A formal enterprise wide approach to Risk Management is being adopted by the Company and key risks will now be managed within a unitary framework. As a formal roll-out, all business divisions and corporate functions will embrace Risk Management Policy and Guidelines, and make use of these in their decision making. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews. The risk management process in our multibusiness, multi-site operations, over the period of time will become embedded into the Company's business systems and processes, such that our responses to risks remain current and dynamic.

The formulation of Risk Management policy is not applicable on the Company, whereas aim of enhancing shareholders' value and providing an optimum risk-reward tradeoff, the Management has put in place adequate & effective system and man power for the purposes of risk management.

The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring, risk measurement, continuous risk assessment and mitigation measures.

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the enterprise. These levels form the strategic defence cover of the Company's risk management. The Company has a robust Organizational structure for managing and reporting on risks. Risk management process has been established across the Company and is designed to identify, assess and frame a response to threats that affect the achievement of its objectives.

Further, it is embedded across all the major functions and revolves around the goals and objectives of the organization.

IV. COMMITTEES OF THE BOARD

The Board has duly constituted various Committees for smooth and efficient operation of the activities and is responsible for constituting, assigning, co-opting and fixing the terms of reference for the committees in line with the laws of land. The Chairman, quorum and the terms of reference of each committee have been approved by the Board.

A. Audit Committee

Audit Committee was constituted on 20 September 2017 and re-constituted on 26 September 2017 and comprises of 3 Independent Directors and 1 Executive Director viz. Dr. Girish Kumar Ahuja (Chairman of the Committee), Ms. Sudha Pillai, Mr. Satwinder Singh and Mr. Jasbir Singh. The Chairperson of the Committee is an Independent Director.

All the Members of the Committee possess strong accounting and financial management knowledge. The Company Secretary is the Secretary to the Committee.

The terms of reference of this Committee are very wide and are in line with the regulatory requirements mandated by the Act and Part C of Schedule II of the Listing Regulations. The Audit Committee has the following terms of reference:

a. Overseeing our Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

b. Reviewing and recommending for approval to the Board:
   - Proposals on borrowings and proposals on non-fund based facilities from banks
   - Business plan
   - Corporate annual budget and revised estimates;

c. Recommending to the Board, the appointment, re-appointment, and replacement, remuneration, and terms

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CORPORATE GOVERNANCE REPORT (Contd.)

of appointment of the internal auditor, cost auditor and statutory auditor and the fixation of audit fee;

d. Review and monitor the auditor's independence and performance and the effectiveness of audit process;

e. Approval of payments to the statutory, internal and cost auditors for any other services rendered by statutory auditors;

f. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

i) Matters required to be stated in the Director's responsibility statement to be included in the Board's report in terms of Section 134(3)(c) of the Companies Act, 2013;

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

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

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

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

vi) Disclosure of any related party transactions;

vii) Qualifications and modified opinions in the draft audit report;

viii) Compliance with accounting standards;

ix) Contingent liabilities;

x) Claims against the Company and their effect on the financial statements; the term "financial statement" shall have the meaning ascribed to such term under Section 2(40) of the Companies Act, 2013;

g. Reviewing with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

h. Laying down the criteria for granting omnibus approval in line with the Company's policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;

i. Scrutiny of inter-corporate loans and investments;

j. Valuation of undertakings or assets of our Company, wherever it is necessary;

k. Evaluation of internal financial controls and risk management systems;

l. Approval or any subsequent modification of transactions of our Company with related parties, provided that the audit committee may make omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;

m. Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

n. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

o. Reviewing, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems;

p. 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;

q. Discussion with internal auditors on any significant findings and follow up thereon;

r. 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;

s. Discussion with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences,

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about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

t. Looking 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;

u. Approval of appointment of the chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

v. Reviewing the functioning of the whistle blower mechanism, in case the same is existing;

w. Monitoring of a vigil mechanism for enabling adequate safeguards and protection of interest of the director(s) or employees or any other person who may avail the mechanism and to provide for direct access to the chairperson of the Audit Committee in exceptional cases where deemed necessary;

x. Discretion to invite the finance director or head of the finance functions, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committee: Provided that occasionally the audit committee may meet without the presence of any executives of the listed entity.

y. Carrying out any other functions as provided under the Companies Act, the SEBI Listing Regulations and other applicable laws; and

z. To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time."

The powers of the Audit Committee will include the following:

a. To investigate activity within its terms of reference;

b. To seek information from any employees;

c. To obtain outside legal or other professional advice;

d. To secure attendance of outsiders with relevant expertise, if it considers necessary; and

e. To have full access to the information contained in the records of the Company.

The Audit Committee shall mandatorily review the following information:

a. Management discussion and analysis of financial condition and result of operations;

b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

c. Details of all material transactions with related parties to be disclosed every quarter along with the compliance report on corporate governance;

d. On a quarterly basis, the details of related party transactions entered into by the Company pursuant to each omnibus approval given;

e. Whether the policy dealing with related party transactions is placed on the website of the Company;

f. Management letters/letters of internal control weaknesses issued by the statutory auditors;

g. Internal audit reports relating to internal control weaknesses;

h. The appointment, removal and terms of remuneration of the chief internal auditor; and

i. Statement of deviations:

   i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and

   ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

Upon invitation, the meeting of the Audit Committee are also attended by the Managing Director, CFO, Statutory Auditors, Internal Auditor and the Company Secretary.

The Audit Committee met three times during the year under review. The Audit Committee Meetings were held on 11 November 2017, 20 December 2017 and 9 March 2018. The gap between two Meetings did not exceed one hundred and twenty days.

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Details of attendance of Members at the Audit Committee Meetings during the year 2017 - 18 are provided below:

Name	Position of the Committee	No. of Meetings held during the year	No. of Meetings attended
Dr. Girish Kumar Ahuja	Chairman	3	3
Ms. Sudha Pillai	Member	3	3
Mr. Satwinder Singh	Member	3	3
Mr. Jasbir Singh	Member	3	2

Reporting of Internal Auditor

The Internal Auditor of the Company attends meetings of Audit Committee on a regular basis and findings of internal audits are reported directly to the Audit Committee.

B. Nomination and Remuneration Committee

Nomination and Remuneration Committee was constituted on 20 September 2017.

Nomination and Remuneration Committee has been vested with the authority to, inter alia, recommend nominations for Board Membership, develop and recommend policies with respect to composition of the Board commensurate with the size, nature of the business and operations of the Company, establish criteria for selection to the Board with respect to the competencies, qualifications, experience, track record, integrity, establish Director retirement policies and appropriate succession plans and determine overall compensation policies of the Company.

The Committee has formulated Employee Stock Option Schemes named as "Amber Employees' Stock Option Scheme - 2017".

The terms of reference of this Committee are in line with the regulatory requirements mandated in the Act and Part D of Schedule II of the Listing Regulations. The Nomination and Remuneration Committee has the following terms of reference:

a. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

b. Formulation of criteria for evaluation of independent directors and the Board;

c. Devising a policy on Board diversity;

d. Identify persons who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance. Our Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

e. Analysing, monitoring and reviewing various human resource and compensation matters;

f. Determining our Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

g. Determine compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

h. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

i. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

j. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

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

   ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;

k. Determine 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;

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l. Evaluating the current composition, organization and governance of the Board and its committees as well as determining future requirements and making recommendations to the Board for approval;

m. Determining on an annual basis, desired qualifications along with the expertise, characteristics and conduct searches for potential Board members with corresponding attributes. Thereafter, evaluation and proposal of nominees for election to the Board. In performing these tasks, the committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates;

n. Evaluation and recommendation of termination of membership of individual directors in accordance with the Board's governance principles for cause or for other appropriate reasons;

o. Making recommendations to the Board in relation to the appointment, promotion and removal of the senior management personnel at such level(s);

p. Reviewing, amending, modifying and approving all other human resources related policies of our Company from time to time;

q. Reviewing and recommending to the Board, manpower plan/ budget and sanction of new senior management positions from time to time in the future;

r. Reviewing and recommending to the Board, matters relating to revision of compensation/ salary and long term wage settlements;

s. Consideration and approval of employee stock option schemes and to administer and supervise the same;

t. Decision on matters such as quantum of and milestones for grant, eligibility of employees who shall be entitled to grant of options, vesting period and conditions thereof, termination policies etc;

u. Periodically reviewing and re-examining the terms of reference and making recommendations to our Board for any proposed changes;

v. Authorization to obtain advice, reports or opinions from internal or external counsel and expert advisors;

w. Ensuring proper induction program for new directors, key managerial personnel and senior management and reviewing its effectiveness along-with ensuring that on appointment, they receive a formal letter of appointment in accordance with guidelines provided under the Companies Act, 2013;

x. Developing a succession plan for our Board and senior management and regularly reviewing the plan;

y. Consideration and determination of the nomination and remuneration policy based on performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate;

z. Ensuring that it proactively maintains a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company; and

aa. Perform such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by such committee.

The Committee has also formulated the criteria for determining qualifications, positive attributes and independence of a Director and recommended to the Board a Policy relating to the remuneration for the Directors, Key Managerial Personnel and other Employees.

The Committee also carries out a separate exercise to self - evaluate the performance of NRC Committee, however, recommended to the Board to evaluate performance of individual directors, Board as its whole and its committee.

Feedback is sought by way of structured questionnaires 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 performance evaluation is carried out based on the responses received from the Directors. The questionnaires were established in alignment with the Guidance Note on Board Evaluation issued by Securities and Exchange Board of India, vide its Circular dated 5 January 2017.

The performance evaluation of Independent

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Directors were based on the criteria viz. attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends, etc.

The Committee is also empowered to opine, in respect of the services rendered by a Director in professional capacity, whether such Director possesses requisite qualification for the practice of the profession.

Majority of Committee Members are Independent Directors including the Chairman. The Members are Mr. Satwinder Singh (Chairman of the Committee), Dr. Girish Kumar Ahuja and Mr. Manoj Kumar Sehrawat. The Company Secretary is the Secretary to the Committee.

The Committee met only once during the year under review.

The Committee Meeting was held on 26 September 2017. The attendance at the Meeting was as under:

Name	Position of the Committee	No. of Meeting held during the year	No. of Meeting attended
Mr. Satwinder Singh	Chairman	1	1
Dr. Girish Kumar Ahuja	Member	1	1
Mr. Manoj Kumar Sehrawat	Member	1	1

Nomination and Remuneration Policy

The Company's Remuneration Policy represents the overreaching approach of the Company to the remuneration of Directors and senior management.

The compensation of Directors, Key Managerial Personnel, senior management and other employees is based on the following principles:

- Aligning key executive and Board remuneration with the longer term interests of the Company and its shareholders;
- Minimizing complexity and ensuring transparency;
- Link to long term strategy as well as annual business performance of the Company;
- Promoting a culture of meritocracy and linked to key performance and business drivers; and

The policy can be viewed at the following link: http://www.ambergroupindia.com/code-and-policies.

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C. Stakeholders Relationship Committee

Stakeholders Relationship Committee was constituted on 20 September 2017.

The Company's Stakeholders Relationship Committee functions under the Chairmanship of Mr. Satwinder Singh, Independent Director.

Mr. Daljit Singh and Mr. Manoj Kumar Sehrawat are also members of Stakeholders Relationship Committee. The Company Secretary is the Secretary to the Committee.

The Committee meets, as and when required, to inter alia, deal with matters relating to Rematerialization of shares and monitor redressal of the grievances of the security holders of the Company etc.

The role and terms of reference of the Committee covers the areas as contemplated under Regulation 20 read with Part D of Schedule II of the Listing Regulations and section 178 of the Act, as applicable, besides the other terms as referred by the Board of Directors. The Stakeholders Relationship Committee has the following terms of reference:

a. Redressal of grievances of shareholders, debenture holders and other security holders, including complaints related to the transfer of shares;

b. Collecting and analyzing reports received periodically from the Registrar and the Share Transfer Agent ("RTA") on the following:

- Complaints regarding non-receipt of the shares, debentures, deposit receipt, declared dividend or interest;
- Complaints of investors routed by the SEBI or Stock Exchanges and others;
- Transfer, sub-division, consolidation, split, exchange, endorsement, transmission of share certificates and transposition of share certificates;
- Issue of share certificates, debenture certificates, duplicate share or debenture certificates in lieu of lost/ torn/ mutilated/ defaced certificates;
- Requests relating to de-materialization and re-materialization of shares;
- Requests relating to modes of paying the dividend i.e. through electronic clearing service, RTGS and issue of dividend warrant for dividend payment/ interest etc.; and
- Complaints related to allotment of shares, transfer or transmission of shares, debentures or any other securities, non-receipt of annual report and non-receipt of declared dividends or any other document or information to be sent by our Company to its shareholders.

c. Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

d. Issue of duplicate certificates and new certificates on split/consolidation/renewal;

e. Non-receipt of declared dividends, balance sheets of our Company, annual report or any other documents or information to be sent by our Company to its shareholders; and

f. Carrying out any other function as prescribed under the SEBI Listing Regulations, Companies Act, 2013 and the rules and regulations made thereunder, each as amended or other applicable law."

From the listing date i.e. 30 January 2018 to 31 March 2018, 1146 complaints were received from the Shareholders, all of which have been attended/ resolved to the satisfaction of the Shareholders. As of date, there are no complaints/pending share transfers pertaining to the year under review.

The Committee met only once during the year under review.

The Committee Meeting was held on 27 February 2018. The attendance at the Meetings is as under:

Name	Position of the Committee	No. of Meetings held during the year	No. of Meetings attended
Mr. Satwinder Singh	Chairman	1	1
Mr. Daljit Singh	Member	1	1
Mr. Manoj Kumar Sehrawat	Member	1	1

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D. Corporate Social Responsibility ("CSR") Committee

During the Year, CSR Committee was re-constituted on 20 September 2017 due to induction of Independent Directors on the Board of the Company.

As at 31 March 2018, CSR Committee comprises, Ms. Sudha Pillai, Independent Director is the Chairperson of the Committee. Mr. Jasbir Singh, Mr. Daljit Singh and Mr. Manoj Kumar Sehrawat are the other Members of the Committee.

The CSR Committee is responsible for formulation and recommendation of the CSR Policy of the Company. It also recommends the amount of expenses to be incurred on CSR activities and effectively monitors the implementation of the Policy.

The terms of reference of the CSR Committee, inter-alia, include the following:

a. Formulating and recommending to the Board the corporate social responsibility policy of the Company, including any amendments thereto in accordance with Schedule VII of the Companies Act, 2013 and the rules made thereunder;

b. Ensuring that the corporate social responsibility policy shall include/ indicate the activities to be undertaken by the companies as specified in Schedule VII of the Companies Act, 2013 and the rules made there under, from time to time excluding the activities undertaken in pursuance of its normal course of business;

c. Identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;

d. Recommending the amount of corporate social responsibility policy expenditure for the corporate social responsibility activities and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;

e. Identifying and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required;

f. Delegating responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

g. Assistance to our Board to ensure that our Company spends towards the corporate social responsibility activities in every Fiscal, such percentage of average net profit/ amount as may be prescribed in the Companies Act, 2013 and/ or rules made thereunder;

h. Reviewing and monitoring the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

i. Providing explanation to the Board if our Company fails to spend the prescribed amount within the financial year;

j. Providing updates to our Board at regular intervals of six months on the corporate social responsibility activities;

k. Regulation of its own proceedings subject to the terms of reference;

l. Reviewing and recommending the corporate social responsibility plan for the ensuing Fiscal to our Board;

m. Approval of any project that may come during the year and which is not covered in the corporate social responsibility plan up to such amount as may be prescribed by our Board from time to time; and

n. Performing such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company."

The CSR Policy for your Company as duly amended is displayed on the Company's website: http://www.ambergroupindia.com.

The Committee met three times during the year. The Committee Meetings were held on 12 May 2017, 25 August 2018 and 27 February 2018. The attendance at the Meetings was as under:

Name	Position of the Committee	No. of Meetings held during the year	No. of Meetings attended
Ms. Sudha Pillai@	Chairperson	3	1
Mr. Jasbir Singh	Member	3	3
Mr. Daljit Singh	Member	3	3
Mr. Manoj Kumar Sehrawat	Member	3	1

@Appointed as Independent Director & member of CSR Committee on 20 September 2017.

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V. SUBSIDIARY COMPANIES

Regulation 16 of the Listing Regulations defines a "material subsidiary" to mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

Company has considered PICL (India) Private Limited, the wholly owned subsidiary Company as an unlisted material subsidiary.

On 4 December 2017, your Company has incorporated a wholly owned subsidiary, "Appserve Appliance Private Limited." in Punjab with Authorized Shared capital of ₹ 2,00,00,000/- issued share capital of ₹ 50,00,000/-.

On 28 December 2017, Your Company has completed the acquisition of 70% stake of equity paid up share capital i.e. 13,20,613 Equity Shares of IL JIN Electronics (India) Private Limited by way of investment of ₹ 54,42,50,000/- (Rupees Fifty Four Crore Forty Two Lakh Fifty Thousand only). In view of this, IL JIN Electronics (India) Private Limited became a subsidiary of your Company.

As on 31 March 2018, Your Company has two Wholly Owned Subsidiaries i.e PICL (India) Private Limited, Appserve Appliance Private Limited and one Subsidiary i.e. IL JIN Electronics (India) Private Limited.

The subsidiaries of the Company function independently, with an adequately empowered Board of Directors and adequate resources. For more effective governance, the minutes of Board Meetings of subsidiaries of the Company are placed before the Board of Directors of the Company for their review at every quarterly Meeting.

The other requirement of Regulation 24 of the Listing Regulations with regard to Corporate Governance requirements for Subsidiary Companies have been complied with.

PICL (India) Private Limited	IL JIN Electronics Private Limited	Appserve Appliance Private Limited
CIN : U74899DL1994PTC061471	**CIN** : U31909DL2001PTC112387	**CIN** : U31909DL2001PTC112387
KH. No. 845/2 and 847/2, 2nd Floor, M.G Road Village Ghitorni New Delhi New Delhi DL 110047 IN	F. No.5, 109/2A Buddha Appartments C C Colony Delhi New Delhi DL 110007 IN	C- 2, Phase II Focal Point Rajpura Patiala PB 140401 IN

VI. DISCLOSURES

A. Policy for determining 'material' subsidiaries

Your Company has formulated a Policy for determining 'Material' Subsidiaries as defined in Regulation 16 of the Listing Regulations. This Policy has also been posted on the website of the Company and can be accessed through the web link: http://www.ambergroupindia.com/policy-determination-material-subsidiary-governance-subsidiary.

B. Policy on Materiality of and Dealing with Related Party Transactions

Your Company has formulated a Policy on Materiality of and Dealing with Related Party Transactions which specify the manner of entering into related party transactions.

This Policy has also been posted on the website of the Company and can be accessed through the web link: http://www.ambergroupindia.com/policy-materiality-dealing-related-party-transactions/

C. Disclosure of Transactions with Related Parties

During the financial year 2017-18, there were no materially significant transactions or arrangements entered into between the Company and its Promoters, Directors or their Relatives or the Management, Subsidiaries, etc. that may have potential conflict with the interests of the Company at large. Further, details of related party transactions are presented in Note No. 44 to financial statements in the Annual Report.

There was no material related party transaction, pecuniary transaction or relationship between the Company and its Directors, promoters or the management that may have potential conflict with the interests of the Company at large. The details of related party transactions are detailed in the notes to the financial statements disclosed as per applicable Accounting Standards.

i) All details relating to financial and commercial transactions, where directors may have a potential interest are considered, recommended and approved by the Board. The interested directors are not present in the meeting at the time of discussion on such agenda items and do not participate in the discussion or decision on such matters.

ii) Policy on Materiality of and dealing with

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Related Party Transactions has been duly adopted by the Company and the same is uploaded on the official website of the Company. The same can be accessed on the following link: http://www.ambergroupindia.com/policy-materiality-dealing-related-party-transactions.

The Audit Committee was constituted by the Board on 20 September 2017, the approval for entering into Related Party Transaction was taken by the Board.

D. Disclosure of Accounting Treatment in preparation of Financial Statements

The financial statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015.

E. Code for Prevention of Insider Trading Practices

The Company has formulated and adopted the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' and 'Code of Conduct for Prevention of Insider Trading in Securities of Amber Enterprises India Limited ("Code of Conduct") in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations").

Company's Code of Conduct has been formulated to regulate, monitor and ensure reporting of trading by the Employees and Connected Persons designated on the basis of their functional role in the Company towards achieving compliance with the Regulations and is designed to maintain the highest ethical standards of trading in Securities of the Company by persons to whom it is applicable. Code of Conduct lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with securities of the Company and cautions them of the consequences of violations.

F. Whistleblower Policy

The Vigil Mechanism as envisaged in the Act and the Rules prescribed thereunder and the Listing Regulations is implemented through the Whistleblower Policy to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee.

As such the Whistleblower Policy provides for protected disclosure and protection to the Whistleblower. Under the Vigil Mechanism all Stakeholders have been provided access to the Audit Committee through the Chairman. No personnel have been denied access to the Audit Committee. All Employees, Directors, vendors, suppliers or other stakeholders associated with the Company can make the Protected Disclosure by the mechanism as prescribed in the Whistleblower Policy.

The Chairman of the Audit Committee can be reached by sending an e-mail to dr.girishahuja@gmail.com or by sending a letter to the below address:

Chairman of the Audit Committee

Amber Enterprises India Limited

1st Floor, Universal Trade Tower,

Sector – 49, Sohna Road,

Gurgaon – 122 018.

The Whistleblower Policy of the Company is available on the website of the Company and can be accessed at the web link: http://www.ambergroupindia.com.

G. Compliances by the Company

No penalties have been imposed or strictures passed against the Company by the stock exchanges, the Securities and Exchange Board of India or any statutory authority on any matter related to capital markets during the last three years.

Securities of the Company have not been suspended for trading at any point of time during the year and the Company has duly complied with corporate governance requirements as specified under Regulations 17 to 27 and clause (b) to (i) of Regulation 46 (2) of the Listing Regulations.

Quarterly reports on compliance with Corporate Governance as per Regulation 27 of the Listing Regulations were duly filed with the stock exchanges within the stipulated time and same are also available on website of the Company at https://www.ambergroupindia.com compliances.

VII. MEANS OF COMMUNICATION

Your Company, from time to time and as may be required, communicates with its security-holders and investors through multiple channels

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of communications such as dissemination of information on the website of the Stock Exchanges, Press Releases, the Annual Reports and uploading relevant information on its website.

Company Website

Pursuant to Regulation 46 of the Listing Regulations, the Company's website, www.ambergroupindia.com contains a dedicated functional segment, named 'INVESTORS RELATION' where all the information meant for the shareholders is available, including information on Directors, shareholding pattern, quarterly reports, financial results, annual reports, press releases, details of unpaid/unclaimed dividends and various policies of the Company.

NSE Electronic Application Processing System ('NEAPS')

NEAPS is a web-based application designed by the National Stock Exchange of India Ltd. ('NSE') for corporate filings. All periodical compliance related filings, like shareholding pattern, corporate governance report, media releases and corporate actions are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre ('LISTING CENTRE')

The Listing Centre of BSE Ltd. ('BSE') is a web-based application designed for corporate filings. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on the Listing Centre.

Financial Results

Pursuant to Regulation 33 of Listing Regulations, the Company has regularly furnished within the prescribed timeline the quarterly unaudited as well as annual audited financial results to both the stock exchanges i.e. NSE & BSE.

Quarterly and annual financial results are also published in English language national daily newspaper (like Business Standard) circulating in the whole of India and in daily newspaper published in the vernacular language (like Chardikala) in state where registered office of the Company is situated.

News Releases and Presentations

Official news and media releases are sent to stock exchanges on which the shares of the Company are listed and are also uploaded on the Company's website at www.ambergroupindia.com.

Annual Report

The Annual Report containing, inter-alia, the audited financial statements (standalone & consolidated), Board's Report, Auditors' Report, Management Discussion and Analysis (MDA) report and other important information is circulated to shareholders and other stakeholders and is also available on the Company's website at www.ambergroupindia.com.

VIII. GENERAL SHAREHOLDER INFORMATION

a). 28th Annual General Meeting

Date : 17 September 2018
Time : 11:00 A.M.
Venue : Eagle Motel, Grand Trunk Road, Rajpura, Punjab - 140401

b). Financial Year of the Company

The financial year covers the period from 1st April to 31st March.

c). Date of Book Closure and Dividend Payment Date

Book Closure for Dividend (if any) will be from Tuesday, 11 September 2018 to Monday, 17 September 2018, both days inclusive.

d). Listing on Stock Exchanges

The securities of the Company are listed on the following exchanges :

1. BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001;
2. National Stock Exchange of India Limited (NSE) Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai-400 051

e). Stock Codes

The Company's stock codes on the above stock exchanges are:

	Scrip Code
BSE	540902
NSE	AMBER

The ISIN of the Company is **INE371P01015**

f). Annual Listing Fees

Annual listing fees for financial year 2018-19 has been paid to BSE and NSE within the stipulated time.

g). Corporate Identity Number:
L28910PB1990PLC010265

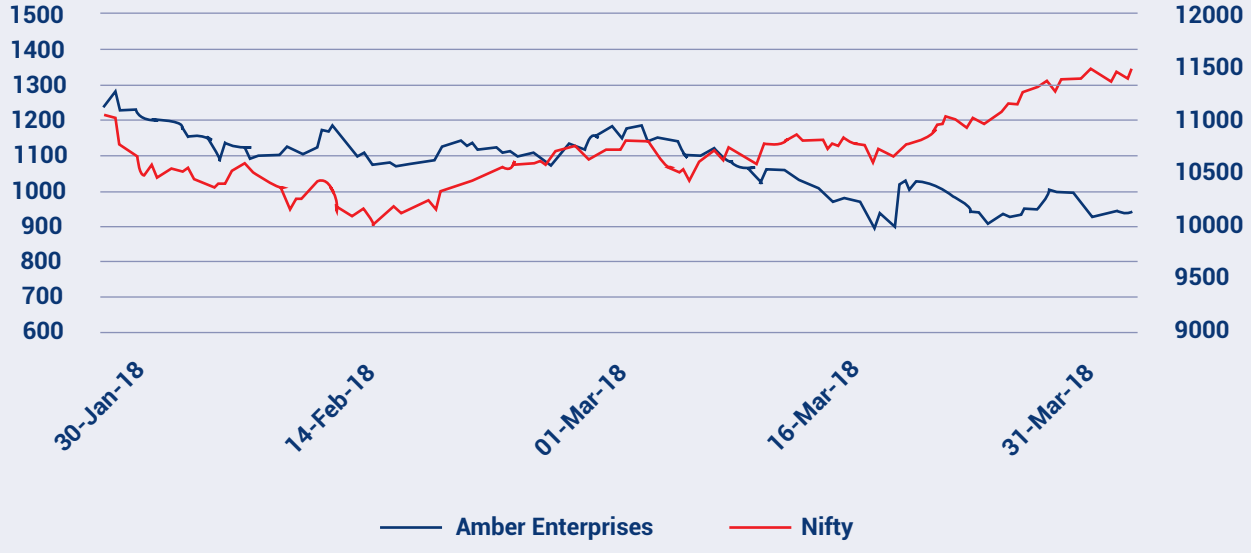
h). Registered Office Address: C-1, Phase II, Focal Point, Rajpura Town -140 401, Punjab

ANNEXURE E
CORPORATE GOVERNANCE REPORT (Contd.)

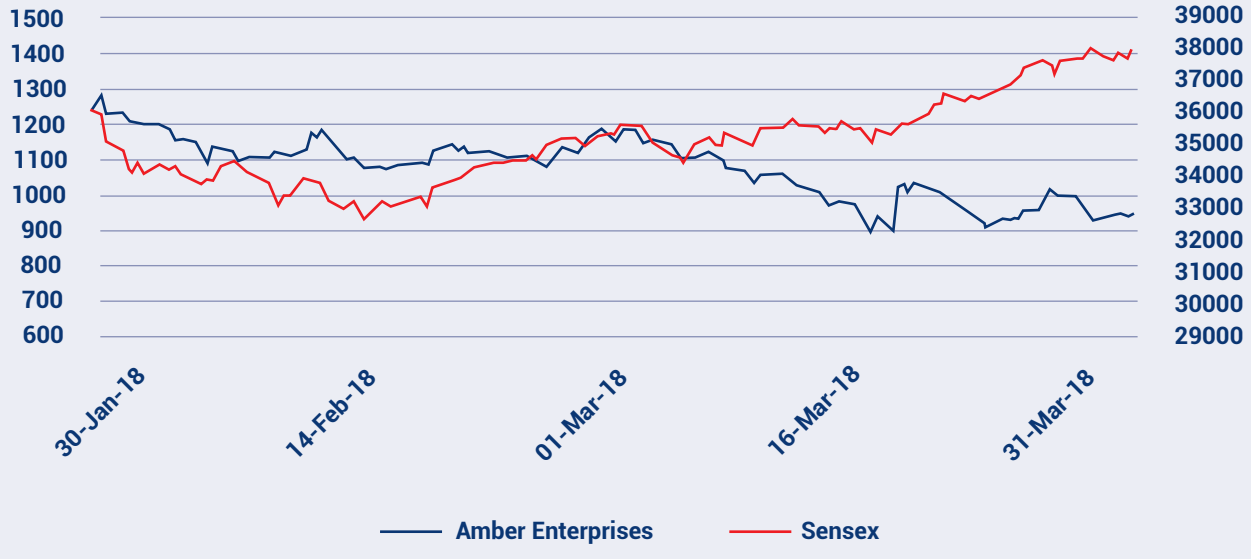
i). Stock Market Data:

Performance - comparison with NSE NIFTY, BSE Sensex and NSE Small cap 100

AMBER ENTERPRISES VS. NSE NIFTY

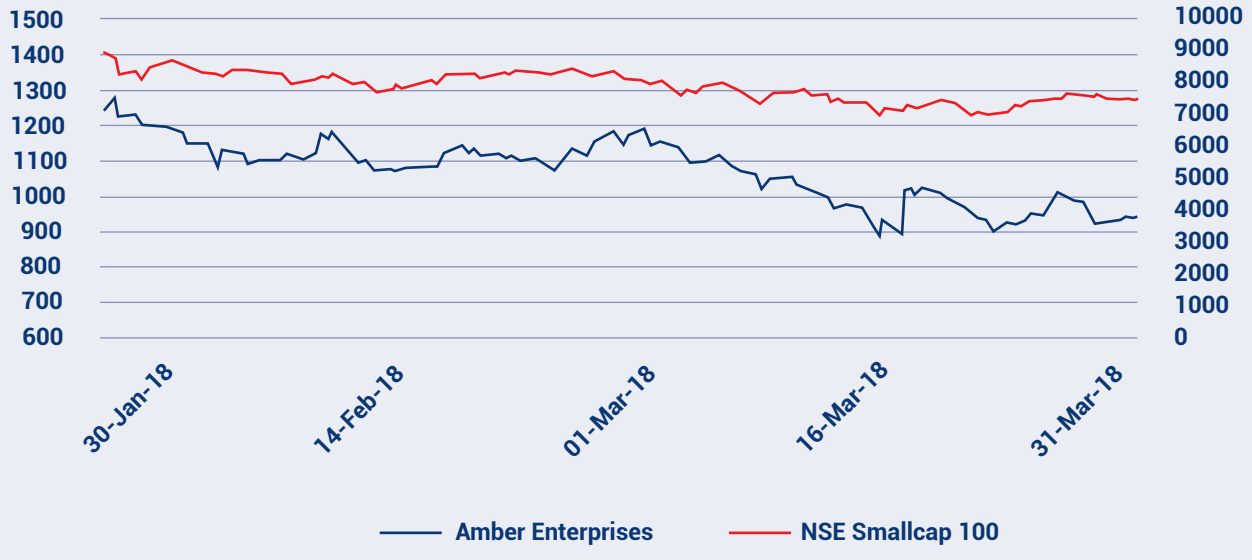


AMBER ENTERPRISES VS. BSE SENSEX



ANNEXURE E
CORPORATE GOVERNANCE REPORT (Contd.)

AMBER ENTERPRISES VS. NSE SMALLCAP 100



Distribution of Shareholding as on 31 March 2018

No. of Shares held	Number of Shareholders	% To Holders	Number of Shares held	% of Shareholding
1 - 1000	46481	99.45	1064544	3.39
1001 – 2000	81	0.17	119722	0.38
2001 – 10000	103	0.22	448048	1.42
10001 – 20000	19	0.04	266301	0.85
20001 and above	52	0.11	29547925	93.96
Total	**46736**	**100.00**	**3,14,46,540**	**100.00**

Shareholding Pattern as on 31 March 2018

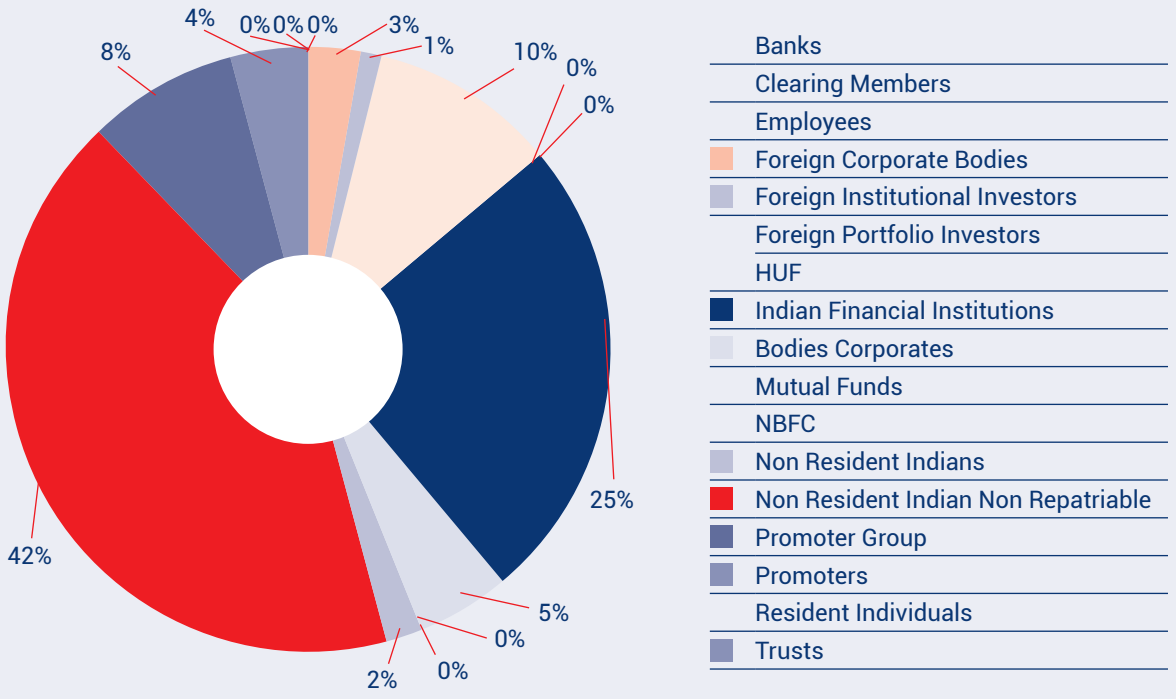
Amber Enterprises India Limited

Shareholding Pattern as on 31 March 2018 (Total)

Sl. No	Description	No. of Cases	Total Shares	% Equity
1	Banks	2	2697	0.01
2	Clearing Members	129	39580	0.13
3	Employees	152	140899	0.45
4	Foreign Corporate Bodies	2	999197	3.18
5	Foreign Institutional Investors	2	299361	0.95
6	Foreign Portfolio Investors	21	3090091	9.83
7	H U F	2072	98662	0.31
8	Indian Financial Institutions	2	112145	0.36
9	Bodies Corporates	328	7708971	24.51
10	Mutual Funds	29	1538424	4.89
11	Nbfc	1	17	0.00
12	Non Resident Indians	105	3975	0.01
13	Non Resident Indian Non Repatriable	43	1618	0.01
14	Promoter Group	3	708867	2.25
15	Promoters	2	13126560	41.74
16	Resident Individuals	43841	2449375	7.79
17	Trusts	2	1126101	3.58
	Total	46,736	3,14,46,540	100.00

ANNEXURE E
CORPORATE GOVERNANCE REPORT (Contd.)

SHAREHOLDING PATTERN AS ON 31 MARCH 2018

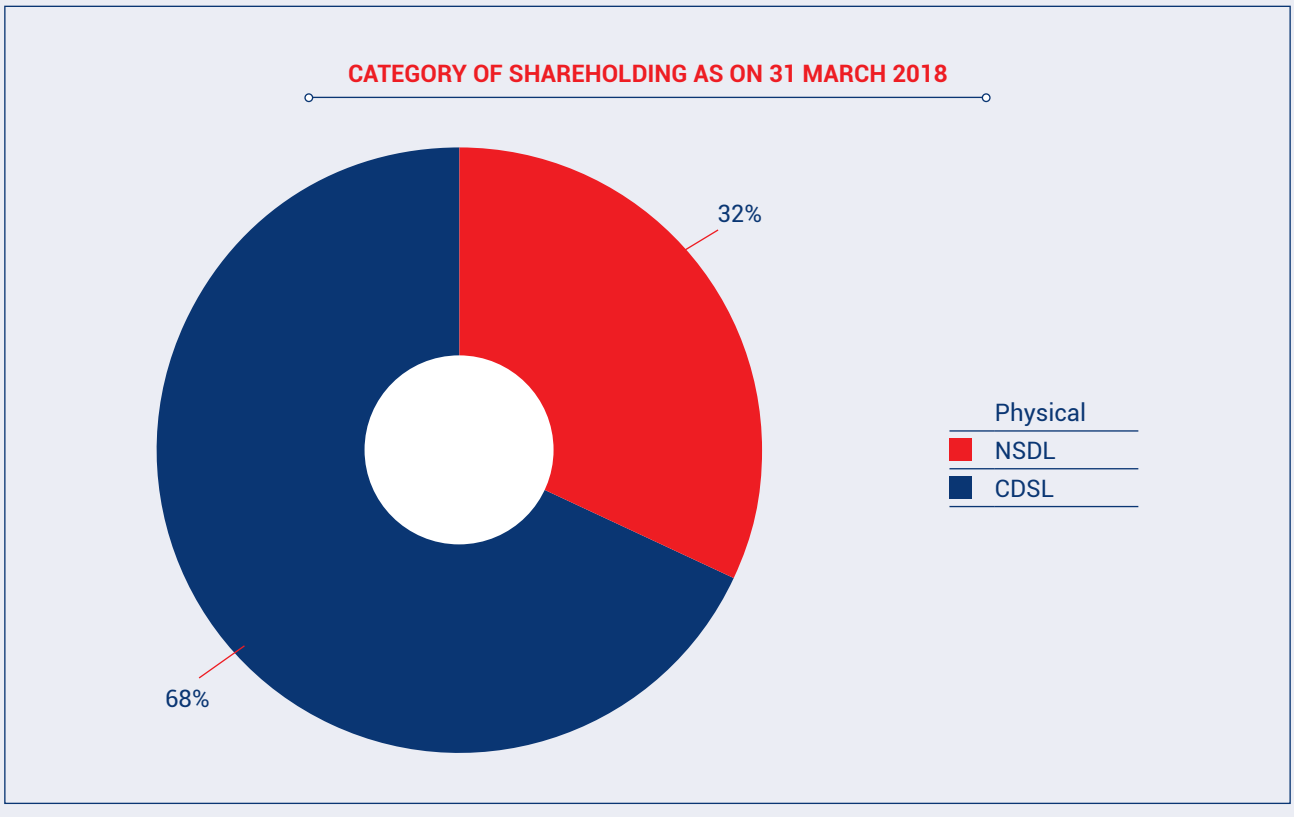


Dematerialization of Shares and Liquidity

As on 31 March 2018, 100% of the paid-up Equity Share Capital of your Company is held in dematerialized form with National Securities Depository Limited and Central Depository Services (India) Limited.

Particulars	Number of shares	% of total capital issued
Held in Dematerialized form in NSDL	10041352	31.93
Held in Dematerialized form in CDSL	21405182	68.07
Physical Share Certificate	6	0.00

ANNEXURE E
CORPORATE GOVERNANCE REPORT (Contd.)



Shareholders are requested to convert their physical holdings into electronic holdings which will negate risks associated with physical certificates.

Shareholders holding shares in dematerialized form are requested to intimate all changes viz. pertaining to change of address, change in e-mail id, bank details etc. to their Depository Participants whilst those holding shares in physical form are requested to intimate such changes to the Company's Registrar and Share Transfer Agent.

j). Registrar and Transfer Agents:

All work related to share registry, both in physical form and electronic form, is handled by the Company's RTA, Karvy Computershare Private Limited. The communication address of the RTA is given hereunder:

Karvy Computershare Private Limited

Karvy Selenium Tower B, Plot No. 31-32,

Gachibowli, Financial District,

Nanakramguda, Hyderabad,

Telangana - 500 032, India.

Tel. No. : +91 40 6716 2222

Fax No. : + 91 40-23431551

E-mail : einward.ris@karvy.com

Website : www.karvycomputershare.com

For all matters relating to transfer/ dematerialization of shares, payment of dividend and any other query relating to Equity Shares of your Company.

The Registrar and Transfer Agents also have an Office at:

Karvy Computershare Private Limited

Address : Karvy Selenium Tower B, Plot Number 31 and 32

Financial District, Nanakramguda, Gachibowli,

Hyderabad, 500 032, Telangana, India

Tel No. : +91 40-67162222

Fax No : +91 40-23420814

Email ID : support@karvy.com

Your Company has also designated amber.ipo@karvy.com as an exclusive e-mail ID for Investors for the purpose of registering complaints and the same has been displayed on the Company's website.

Security holders would have to correspond with the respective Depository Participants for Securities held in dematerialised form for transfer/transmission of Shares, change of Address, change in Bank details, etc.

For all investor related matters, the Company

ANNEXURE E
CORPORATE GOVERNANCE REPORT (Contd.)

Secretary & Compliance Officer can also be contacted at:

Konica Yadav

Company Secretary and Compliance Officer;

Universal Trade Tower, 1st Floor,

Sector 49, Sohna Road

Gurgaon – 122 018, Haryana

Tel: +91 124 392 3000

Fax: +91 124 392 3016, 17

E-mail: cs_corp@ambergroupindia.com

Your Company can also be visited at its website: www.ambergroupindia.com.

k). Share Transfer System:

Trading in Ordinary (Equity) Shares of the Company through recognized Stock Exchanges is permitted only in dematerialized form.

All share transfers, physical as well as electronic, are handled by M/s Karvy Computershare Private Limited.

Shares sent for transfer in physical form are registered and returned within a period of fifteen days from the date of receipt of the documents, provided the documents are valid and complete in all respects. With a view to expedite the process of share transfers, Company Secretary and Compliance Officer of the Company and Karvy Computershare Private Limited (Karvy), the Registrar and Share Transfer Agent of the Company have been severally authorized to approve the Transfer/Transmission/ Transposition of Physical Share Certificate, Rematerilaziation/ Dematerialization Request and Split/Consolidation of Share Certificate upto 1000 Shares in the Company. The Stakeholders Relationship Committee meets as and when required to, inter alia, consider the other transfer proposals, requests for issue of duplicate share certificates, attend to Shareholders' grievances, etc.

The Company obtains from a Practicing Company Secretary, half yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the Listing Regulations and files a copy of the same with the Stock Exchanges.

l). Reconciliation of Share Capital Audit

Audits were also carried out by the Practicing Company Secretary to reconcile the total admitted capital with NSDL and CDSL. The reports for the same were submitted to BSE and NSE. The audit confirms that the total issued / paid-up and listed capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with NSDL and CDSL).

Compliance with Secretarial Standards the Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on Meetings of the Board of Directors and General Meetings. The Company has complied with all the applicable provisions of the Secretarial Standards.

n). Plant locations

The Company's manufacturing facilities are located at the following locations:

Serial No.	Name/Location	Property (Leased or owned)	Key Products Manufactured
1.	UP Unit I: 38- C, Ecotech 2 Udyog Vihar, Gautam Nagar, Uttar Pradesh	Lease	Inner case and plastic sheets
2.	UP Unit II: C-3, UPSIDC, Industrial Area, Kasna Road, Gautam Nagar, Uttar Pradesh	Lease	Painted and unpainted sheet metal parts for ACs, refrigerators, microwave oven cavity, and water tank
3.	Haryana Unit: 15 KM Mile Stone, Village Dadri TOE, Jhajjar, Haryana	Owned	Painted plastic molding, heat exchanger, IDU and ODU kit assembly, and tub unit assembly
4.	Dehradun Unit I: A-1/1A, Industrial Area, Selaqui, Dehradun	Lease	RAC-IDU and ODU, MFC and molding
5.	Dehradun Unit II: D-36, 37, 38, Industrial Area, Selaqui, Dehradun	Lease	Sheet metal AC parts and heat exchanger

ANNEXURE E
CORPORATE GOVERNANCE REPORT (Contd.)

Serial No.	Name/Location	Property (Leased or owned)	Key Products Manufactured
6.	Dehradun Unit III: H-23, Integrated Industrial Estate, Selaqui, Dehradun	Lease	WAC, ODU and copper tube fabrication
7.	Pune Unit: D-93, 163 and 165 MIDC Ranjangaon, Pune	Lease	AC ODU, sheet metal and painted parts
8.	Rajpura Unit: C-I, Phase-II, Focal Point, Rajpura, Punjab	Owned	Painted and unpainted sheet metal parts and AC assembly
9.	Faridabad Unit: Plots Nos. 92, 99 and 79, Sector 6, Faridabad, Haryana	Owned	Electrical motors for RACs and commercial ACs
10.	HP Unit- 686/58,691/59, Trilok Road, Kheri, Kala Amb, Himachal Pradesh*	Owned	Non-operational
11.	Industrial Plot No. 27 and 28, Sector-Udyog Kendra, Ecotech-III, Greater Noida Industrial Development Area, Gautam Budha Nagar, Uttar Pradesh	Lease	PCBs for home appliances (such as RACs and washing machines) and for automobile applications

p). Disclosures with respect to demat suspense account/ unclaimed suspense account.

Details are given in Board Report forms part of this Annual Report.

q). Management Discussion and Analysis Report

Management Discussion and Analysis Report forms part of this Annual Report.

r) Dividend Payment Date : Not recommended

s) Financial Results disclosure Calendar: Financial year: 30 January to 31 March 2018

For the quarter ended 31 December 2017	9 March 2018
For the quarter and year ended 31March 2018	25 May 2018

For Financial Year 2018 – 19

For the quarter ended 30 June 2018	7 August 2018
For the quarter and half year ended 30 September 2018	October 2018 (4th week)
For the quarter and nine months ended 31 December 2018	January 2018 (4th week)
For the quarter and year ended 31 March 2019	May 2018 (2nd Week)

t) Payment of Depository Fee:

Annual Custody/Issuer fee for the year 2017-18 has been paid to Central Depository Services (India) Limited and National Securities Depository Limited within the stipulated time.

u) Unclaimed Dividend

Not Applicable

v) Nomination

Shareholders holding shares in physical form and desirous of making nomination in respect of their shareholding in the Company are requested to submit their request to the Company in Form SH - 13. Shareholders holding shares in demat form may contact their Depository Participant for the purpose.

w) Commodity price risk or Foreign Exchange Risk and Hedging Activities

The Company follows prudent risk management framework. A detailed note on commodity price risk & foreign exchange risks alongwith their mitigation plan is duly given in Management Discussion and Analysis forming part of this Annual Report.

ANNEXURE E
CORPORATE GOVERNANCE REPORT (Contd.)

IX. GENERAL BODY MEETINGS:

a). Annual General Body Meetings of the Company

Annual General Meetings ("AGM") held during the past 3 years:

Year	Date	Time
2015	29 September 2015	11.00 A.M
2016	29 September 2016	11.00 A.M
2017	25 August 2017	4.00 P.M

The above Meetings were held at C-1, Phase – II, Focal Point, Rajpura Town- 140 401, Punjab.

During the Year 2017-18, Four Extraordinary General Meeting held and the special Resolution passed therein:

Date	Time	Special Resolution passed
20 September 2017	5.00 P.M	• Conversion of Company from Private to Public Limited • Adoption of new Articles of Association comprises of Part A and Part B • Increase and classification of authorized share Capital • Borrowing Powers of the Company • Creation of Charge on the Assets of the Company
26 September 2017	5.00 P.M	• Ratification of the ROC approved name i.e. Amber Enterprises India Limited • Initial Public Offer of Equity Shares • Approval of 'Amber Enterprises India Limited - Employee Stock Option Plan 2017' • Increase in Foreign Portfolio Investment (FPI) Limit • Increase in Non-Resident Indian (NRI) Limit
11 November 2017	5.30 P.M	Approval of acquisition of 100% Equity Share Capital of IL JIN Electronics (India) Private Limited ('IL JIN")
2 December 2017	4.00 P.M	• Amendment in Articles of Association of the Company • Increase in size of Fresh issue component of Initial Public Offer from ₹ 4,500 million to ₹ 4,750 million

No Special Resolution(s) requiring a Postal Ballot was passed last year

b) Postal Ballot: No resolution was passed through postal ballot during financial year 2017 - 18.

There is no immediate proposal for passing any resolution through postal ballot.

X. OTHER DISCLOSURES

Corporate Ethics

As a responsible corporate citizen, the Company consciously follows corporate ethics in both business and corporate interactions. The Company has framed various codes and policies, which act as guiding principles for carrying business in ethical way. Some of our policies are:

i) Combined Code of Corporate Governance and Conduct;
ii) Code of Conduct for Prevention of Insider Trading;
iii) Corporate Social Responsibility Policy amended on 27 February 2018;
iv) Policy on Materiality of and dealing with Related Party Transactions;
v) Vigil Mechanism & Whistle Blower Policy;
vi) Nomination & Remuneration Policy;
viii) Preservation of Documents Policy;
ix) Website Content Archival Policy;
x) Policy for Determining Material Subsidiary;
xi) Materiality of Events policy amended on 9 March 2018;
xii) Familiarisation Program for Independent Directors;
xiii) Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information;
xiv) Policy on Board Diversity and Succession Planning;

The Company has also placed the policies on its website as per the statutory provisions.

ANNEXURE E
CORPORATE GOVERNANCE REPORT (Contd.)

COMPLIANCE STATUS WITH MANDATORY AND DISCRETIONARY REQUIREMENTS OF PROVISIONS OF LISTING REGULATIONS

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

The Company has complied with all the mandatory requirements of Corporate Governance as per SEBI (LODR) Regulations, 2015 and is in the process of implementing the non-mandatory requirements.

Non-compliance of any requirements of corporate governance report of sub-paras (2) to (10) of Schedule V :

The Company has complied with the requirement of corporate governance report of sub-paras (2) to (10) of Schedule V of the Listing Regulations.

The disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of Listing Regulations are as follows:

Regulations	Particulars of Regulations	Compliance Status Yes/No
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	N.A.
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed entity	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligations with respect to Directors and Senior Management	Yes
27	Other Corporate Governance requirements	Yes
46 (2)(b) to (i)	Functional Website	Yes

Auditors' Certificate on Corporate Governance

As required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Certificate on Corporate Governance issued by Statutory Auditor is annexed to the Board's report.

Discretionary requirements

Compliance status with Discretionary requirements is as under:

a) The Chairperson/Chief Executive Officer and Managing Director of the Company are entitled to seek any advice and consultancy in relation to the performance of his duties and is also entitled to claim reimbursement of the expenses incurred in this regard and other office facilities.

b) No modified opinion has been expressed on the financial statements for the year ended 31 March 2018 by the Statutory Auditor of the Company.

d) The Company has appointed separate persons on the posts of Chairperson and Managing Director.

e) The Internal Auditor directly provides its report to the Audit Committee.

ANNEXURE E
CORPORATE GOVERNANCE REPORT (Contd.)

To

The Board of Directors

Amber Enterprises India Limited

Sub : Compliance Certificate in terms of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

A. We have reviewed financial statements and the cash flow statement of Amber Enterprises India Limited (standalone and consolidated) for the financial year ended 31 March 2018 and 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. To the best of our knowledge and belief, no transactions entered into by the Company during financial year ended 31 March 2018 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 have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps which have been taken or propose to take to rectify such deficiencies.

D. We have indicated to the Auditors and the Audit committee

(1) Significant changes in Internal Control over financial reporting during the year ended 31 March 2018;

(2) Significant changes in accounting policies during the year ended 31 March 2018 and that the same have been disclosed in the notes to the financial statements; and

(3) Instances of significant fraud of which they 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 **Amber Enterprises India Limited**

(Jasbir Singh)
Chairman and Chief Executive Officer
DIN:- 00259632

(Sudhir Goyal)
Chief Financial Officer

DECLARATION BY CHAIRMAN AND CHIEF EXECUTIVE OFFICER (REGULATION 34(3) READ WITH SCHEDULE V (PART D) OF THE LISTING REGULATIONS

This is to certify that the Company has laid down a Code of Conduct (the Code) for all Board Members and Senior Management Personnel of the Company and a copy of the Code is put on the website of the Company viz. www.ambergroupindia.com.

It is further confirmed that all the Directors and Senior Management have affirmed their compliance with the Code for the year ended 31 March 2018.

For and on behalf of the Board of Directors
For **Amber Enterprises India Limited**

(Jasbir Singh)
Chairman and Chief Executive Officer
DIN : 00259632

Date : 7 August 2018
Place : Gurugram

ANNEXURE F
INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Amber Enterprises India Limited

1. This certificate is issued in accordance with the terms of our engagement letter 10 January 2018 and addendum thereto dated 4 August 2018 with Amber Enterprises India Limited ('the Company').
2. We have examined the compliance of conditions of corporate governance by the Company for the year ended on 31 March 2018, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Management's Responsibility

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

Auditor's Responsibility

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

Opinion

7. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as mentioned in paragraph 2 of this report during the year ended 31 March 2018.

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

Restriction on use

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

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

Sumit Mahajan
Partner
Membership No.: 504822

Place: Gurugram
Date: 7 August 2018

ANNEXURE G

FORMAT FOR THE ANNUAL REPORT ON CSR PROJECTS TO BE INCLUDED IN THE BOARD'S REPORT

1. Brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs :

Brief Outline of the Company's CSR Policy

Your Company has a value system of giving back to society and improving life of the people and the surrounding environment. Since its inception your Company has been a socially responsible corporate making investment in the community which goes beyond any mandatory legal and statutory requirements.

Your Company believes in corporate excellence and social welfare. The Company's CSR initiatives are inspired by the opportunity to contribute to a more secure and sustainable future. Your Company believes that the corporate strategy which embraces social developments as an integral part of the business activities ensure long term sustainability of business enterprises. With this belief, the Company is committed to make substantial improvements in the social framework of the nearby community. Looking at the social problems which the country faces today, we believe that every such contribution shall bring a big change in our society.

Overview of Projects or Programs Proposed to be Undertaken

During the year under review, the Company has undertaken many initiatives beyond business with the aim for inclusive development. These included contributions towards development of sanitation facilities, making available clean drinking water facilities, improving availability of health care facilities, development of Civil Hospital, promoting/ sponsoring education in economically and educationally backward areas of various parts of country, sponsoring Skill Development Initiatives, woman empowerment program and construction of sports stadium along with supporting organizations engaged in promotion of rural sports,.

In accordance with the Act, your Company has committed 2% (Profit Before Tax) annually towards CSR initiatives.

During the year, your Company has spent ₹ 1,18,82,135/- (Rupees One Crore Eighteen Lakh Eighty Two Thousand One Hundred Thirty Five Only) on CSR Projects.

Weblink

The CSR policy including overview of projects or program proposed to be undertaken is available on the Company's website through the Web-link: http://www.ambergroupindia.com/code-and-policies.

2. The Composition of the CSR Committee : The CSR Committee of the Board comprises of following Members:

Ms. Sudha Pillai	:	Chairperson
Mr. Jasbir Singh	:	Member
Mr. Daljit Singh	:	Member
Mr. Manoj Kumar Sehrawat	:	Member

Also stated in Corporate Governance Report.

3. Average net profit of the company for last three financial years : ₹ 34,31,32,188/- (Rupees Thirty Four Crore Thirty One Lakh Thirty Two Thousand One Hundred Eighty Eight Only)

ANNEXURE G (Contd.)

4.	Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)	: ₹ 1,18,00,000/- (Rupees One Crore Eighteen Lakh Only), approved by the Board of Directors on recommendation made by CSR Committee Members. However, on the basis of the average net profit of the Company for the preceding three financial years, amount of ₹ 68,62,644/- (Rupees Sixty Eight Lakh Sixty Two Thousand Six Hundred Forty Four Only) was required to be spent by the Company in the Financial Year 2017 -18. Further, at the Board Meeting held on 25 August 2017 Board decided and approved to carry forward the unspent amount of ₹ 48,76,950/- (Rupees Forty Eight Lakh Seventy Six Thousand Nine Hundred Fifty Only) to the budget of Financial Year 2017 – 18. Cumulative CSR budget after taking the previous year unspent amount arrived at ₹ 1,17,39,594/-. (Rupees One Crore Seventeen Lakh Thirty Nine Thousand Five Hundred Ninety Four Only) which was rounded off to ₹ 1,18,00,000/- (Rupees One Crore Eighteen Lakh Only).
5.	Details of CSR spent during the financial year :	:
a)	Total amount to be spent for the financial year	₹ 1,18,00,000/- (Rupees One Crore Eighteen Lakh Only)
b)	Amount unspent, if any	NIL
c)	Manner in which the amount spent during the financial year is detailed below:	Details are mentioned below

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	**CSR project or activity identified**	**Sector in which the project is covered**	**Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken**	**Amount outlay (budget) project or programs wise**	**Amount spent on the projects or programs Sub – heads: (1) Direct Expenditure on projects or programs. (2) Overheads**	**Cumulative expenditure up to the reporting period**	**Amount spent : Direct or through implementing agency**
1.	Development of Sanitation facilities in Schools/ Institutes along with providing clean water facilities and imparting training on cleanliness.	Preventing and Promoting Health Care, Sanitation And Making Available Safe Drinking Water	Rajpura, Jhajjar, Ghaziabad, Noida, Dehradun	₹ 29,00,000/-	₹ 29,01,414/-	₹ 29,01,414/-	Direct Implementation and through implementing agency – 1. Nishkam Sewa Society; 2. Lalwala construction and trading company
2.	To develop, renovate and maintain, a Civil Hospital namely A.P. Jain Civil Hospital located in Rajpura which caters to the health service needs of approx. 170 village around Rajpura	Preventing and Promoting Health Care	Rajpura	₹ 29,00,000/-	₹ 29,47,650/-	₹ 29,47,650/-	Nishkam Sewa Society
3.	Enhancement of vocation skills through Skill Development programmes	Promoting Education – Vocational Skill Development	Noida, Greater Noida	₹ 26,24,850/-	₹ 26,24,850/-	₹ 26,24,850/-	S&S Care Skills Academy Private Limited and Direct Implementation

ANNEXURE G (Contd.)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	**CSR project or activity identified**	**Sector in which the project is covered**	**Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken**	**Amount outlay (budget) project or programs wise**	**Amount spent on the projects or programs Sub – heads: (1) Direct Expenditure on projects or programs. (2) Overheads**	**Cumulative expenditure up to the reporting period**	**Amount spent : Direct or through implementing agency**
4.	Encouraging and enables government school teachers to learn innovative teaching practices. Lead innovation in their classroom. - Share stories, lessons, and community action. - Build a community of change agents' teachers, children and parents.	Promoting Education	Noida	₹ 15,00,000/-	₹ 9,08,221/-	₹ 9,08,221/-	Foster and Forge Foundation
5.	Encouraging Art shows, art activities, events, seminars, camps and workshops in the areas of art development	Promoting Gender Equality and Women Empowerment	Chandigarh	₹ 5,00,000/-	₹ 5,00,000/-	₹ 5,00,000/-	Artscapes Foundation
6.	Construction of Sports Stadium in Banur Distt. SAS Nagar, providing sports equipment.	Construction of Sports Stadium and Training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports	Rajpura	₹ 20,00,000 /-	₹ 20,00,000 /-	₹ 20,00,000 /-	MCF Banur For Stadium Complex

6.	In case the company has failed to spend the two per cent 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.	:	Not applicable in view of para 5(b) above.
7.	A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.	:	The implementation and monitoring of CSR projects are in compliance with CSR objectives and Policy of the Company.

For and on behalf of Board of Directors
Amber Enterprises India Limited
(Formerly Known as Amber Enterprises (India) Private Limited)

(Daljit Singh)
Managing Director
DIN:- 02023964

(Sudha Pillai)
Chairperson of CSR Committee
DIN:- 02263950

Place : Gurugram
Date : 7 August 2018

ANNEXURE H

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	:	L28910PB1990PLC010265
ii)	Registration Date	:	2 April 1990
iii)	Name of the Company	:	Amber Enterprises India Limited (Formerly Known as Amber Enterprises (India) Private Limited)
iv)	Category/Sub Category of Company	:	Company Limited by Shares
v)	Address of the Registered Office and Contacts Details	:	C – 1, Phase – II, Focal Point, Rajpura Town – 140 401, Punjab Tel : 01762 - 232126 Fax : 01762 - 232127 Email: info@ambergroupindia.com Website:- www.ambergroupindia.com
vi)	Whether Listed Company	:	Yes / No
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Karvy Computershare Private Limited Registered Office : Karvy House, 46 Avenue 4, Street No.1, Banjara Hills, Hyderabad – 500 034 Corporate Office: Karvy Selenium Tower B, Plot Number 31 and 32, Financial District, Nanakramguda, Gachibowli, Hyderabad, 500 032 Contact Details : amber.ipo@karvy.com T: + 91 40 67162222/ 33211000

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
i)	Air Conditioners – Window Air Conditioners, Split Air Conditioners, Air conditioners – Outdoor Unit(AC - ODU), Air conditioners – Indoor Unit (AC - IDU))	28192	99.61%

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
i)	PICL (India) Private Limited **Registered Office:** KH. No. 845/2 and 847/2, 2nd Floor, M.G Road Village Ghitorni, New Delhi 110047	U74899DL1994PTC061471	Wholly Owned Subsidiary	100%	Section 2(87)
ii)	Appserve Appliance Private Limited **Registered Office:** C- 2, Phase II Focal Point Rajpura Patiala 140401, Punjab	U29308PB2017PTC047239	Wholly Owned Subsidiary	100%	Section 2(87)
iii)	IL JIN Electronics (India) Private Limited **Registered Office :** F. No. 5, 109/2A Buddha Appartments C Colony, New Delhi 110007	U31909DL2001PTC112387	Subsidiary	70%	Section 2(87)

ANNEXURE H (Contd.)

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

i) Category – Wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2017)				No. of Shares held at the end of the year (As on 31.03.2018)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	1,23,86,720	-	1,23,86,720	52.02%	1,31,26,560	-	1,31,26,560	41.74%	-10.28%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub – Total (A) (1):	**1,23,86,720**	**-**	**1,23,86,720**	**52.02%**	**1,31,26,560**	**-**	**1,31,26,560**	**41.74%**	**-10.28%**
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub – Total (A) (2):-	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total Shareholding of Promoter (A) = (A) (1) + (A)(2)	1,23,86,720	-	1,23,86,720	52.02%	1,31,26,560	-	1,31,26,560	41.74%	-10.28%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	15,38,424	-	15,38,424	4.89%	+4.89%
b) Banks/ FI	-	-	-	-	1,14,842	-	1,14,842	0.37%	+0.37%
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	2,99,361	-	2,99,361	0.95%	+0.95%
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub – Total (B) (1):-	**-**	**-**	**-**	**-**	**19,52,627**	**-**	**19,52,627**	**6.21%**	**+6.21%**
2. Non - Institutions									
a) Bodies Corp									

ANNEXURE H (Contd.)

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2017)				No. of Shares held at the end of the year (As on 31.03.2018)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
i) Indian	-	-	-	-	11,31,332	-	11,31,332	3.59%	+3.59%
ii) Overseas	99,20,041	-	99,20,041	41.67 %	65,77,639	-	65,77,639	20.92%	-20.75%
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹ 1 Lakh	-	-	-	-	16,89,767	6	16,89,767	5.37%	+5.37%
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 Lakh	10,46,264	4,56,800	15,03,064	6.31%	7,59,602	-	7,59,602	2.42%	-3.89%
iii) Others (specify)	-	-	-	-	62,09,007	-	62,09,007	19.75%	+19.75%
Clearing Members	-	-	-	-	39,580	-	39,580	0.13%	+0.13%
Employees	-	-	-	-	1,40,899	-	1,40,899	0.45%	+0.45%
Foreign Portfolio Investors	-	-	-	-	30,90,091	-	30,90,091	9.83%	+9.83%
HUF	-	-	-	-	98,662	-	98,662	0.31%	+0.31%
Foreign Bodies	-	-	-	-	9,99,197	-	9,99,197	3.18%	+3.18%
NBFC	-	-	-	-	17	-	17	0.00%	+0.00%
Non Resident Indians	-	-	-	-	3,975	-	3,975	0.01%	+0.01%
NRI Non –Repatriation	-	-	-	-	1,618	-	1,618	0.01%	+0.01%
Promoter Group	-	-	-	-	7,08,867	-	7,08,867	2.25%	+2.25%
Trusts	-	-	-	-	11,26,101	-	11,26,101	3.58%	+3.58%
Sub –Total (B) (2):-	**1,09,66,305**	**4,56,800**	**1,14,23,105**	**47.98%**	**1,63,67,347**	**6**	**1,63,67,353**	**82.05**	**+4.07%**
Total Public Shareholding (B)= (B)(1) + (B)(2)	**1,09,66,305**	**4,56,800**	**1,14,23,105**	**47.98%**	**1,83,19,974**	**6**	**1,83,19,980**	**88.26%**	**+10.78**
C. Shares held by Custodian for GD ₹ & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**2,33,53,025**	**4,56,800**	**2,38,09,825**	**100%**	**3,14,46,534**	**6**	**3,14,46,540**	**100.00%**	**+0.5%**

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ANNEXURE H (Contd.)

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01.04.2017)			Shareholding at the end of the year (As on 31.03.2018)			
		No. of Shares	% of total Shares of the Company	% of Share Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Share Pledged/ encumbered to total shares	% change in shareholding during the year
1.	Mr. Jasbir Singh	66,85,840	28.08%	0%	70,55,760	22.44%	0%	-5.64%
2.	Mr. Daljit Singh	57,00,880	23.94%	0%	60,70,800	19.31%	0%	-4.63%
	Total	**1,23,86,720**	**52.02%**	**0%**	**1,31,26,560**	**41.75%**	**0%**	**-10.27%**

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

Mr. Jasbir Singh

Sl. No.		Shareholding at the beginning of the year (As on 01.04.2017)		Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
		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 (As on 01.04.2017)	66,85,840	28.08%	66,85,840	28.08%
	Shares sold on 08.09.2017	100 Equity Shares were transferred by Promoter i.e. Mr. Jasbir Singh to his Spouse in order to increase no. of members of the Company	28.08%	66,85,740	28.08%
	Shares purchased on 07.12.2017	10,53,515 Equity Shares were transferred by Ascent Investment Holdings Pte. Ltd. to Mr. Jasbir Singh pursuant to letter agreement dated 26 September 2017.	29.86%	77,39,255	29.86%
	Shares purchased on 22.12.2017	47,500 Equity Shares were transferred by Ascent Investment Holdings Pte. Ltd. to Mr. Jasbir Singh pursuant letter agreement dated 26 September 2017.	30.05%	77,86,755	30.05%
	Shares sold in the IPO on 25.01.2018	7,27,590 Offer for Sale	22.44%	*70,55,760	22.44%
	At the End of the year (As on 31.03.2018)	*70,55,760	22.44%	*70,55,760	22.44%

*3,405 equity shares were transferred to ESCROW account by the Promoter in the Initial Public Offer of the Company.

ANNEXURE H (Contd.)

Mr. Daljit Singh

Sl. No.	Shareholding at the beginning of the year (As on 01.04.2017)		Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year (As on 01.04.2017)	57,00,880	23.94%	57,00,880	23.94%
Shares sold on 08.09.2017	100	23.94%	57,00,780	23.94%
	Equity Shares were transferred by Promoter i.e. Mr. Daljit Singh to his Spouse in order to increase no. of members of the Company			
Shares purchased on 07.12.2017	10,53,515	26.06%	67,54,295	26.06%
	Equity Shares were transferred by Ascent Investment Holdings Pte. Ltd. to Mr. Daljit Singh pursuant to letter agreement dated 26 September 2017.			
Shares purchased on 22.12.2017	47,500	26.24%	68,01,795	26.24%
	Equity Shares were transferred by Ascent Investment Holdings Pte. Ltd. to Mr. Daljit Singh pursuant letter agreement dated 26 September 2017.			
Shares sold in the IPO on 25.01.2018	7,27,590	19.31%	*60,70,800	19.31%
	Offer for Sale			
At the End of the year (As on 31.03.2018)	*60,70,800	19.31%	*60,70,800	19.31%

*3,405 equity shares were transferred to ESCROW account by the Promoter in the Initial Public Offer of the Company.

ANNEXURE H (Contd.)

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

Sl. No.	For Each of the Top 10 Shareholders	Date	Shareholding at the beginning of the year (As on 01.04.2017)		Increase / Decrease in Share holding	Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
			No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
1.	**Kirpal Singh**						
	At the beginning of the year (As on 01.04.2017)	01.04.2017	4,56,800	1.92%	Nil	4,56,800	1.92%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc.):	13.12.2017	65,77,639	20.91%	-74,940 (Transferred of Shares)	3,81,860	1.47%
		22.12.2017	2,99,973	1.16%	-81,887 (Transferred of Shares)	2,99,973	1.16%
		03.01.2018	99,991	0.32%	1,99,982 (Gift of shares to family members)	99,991	0.32%
	At the End of the year (or on the date of separation, if separated during the year (As on 31.03.2018)	31.03.2018	99,991	0.32%		99,991	0.32%
2.	**Ascent Investment Holdings Pte. Ltd.**						
	At the beginning of the year (As on 01.04.2017)	01.04.2017	99,20,041	43.58%	Nil	99,20,041	43.58%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc.):	02.12.2017	1,20,27,071	46.41%	+21,07,030 (10 CCDS converted into Equity Shares)	1,20,27,071	46.41%
		07.12.2017	99,20,041	38.28%	-21,07,030 Transferred to promoters	99,20,041	38.28%
		12.12.2017	89,20,844	34.42%	-9,99,197 Transferred to third parties	89,20,844	34.42%
		13.12.2017	66,72,639	25.75%	-22,48,205 Transferred to third parties	66,72,639	25.75%
		22.01.2018	65,77,639	20.92%	- 95,000 Transferred to Promoters)	65,77,639	20.92%
	At the End of the year (or on the date of separation, if separated during the year(As on 31.03.2018)	31.03.2018	65,77,639	20.92%		65,77,639	20.92%

ANNEXURE H (Contd.)

Sl. No.	For Each of the Top 10 Shareholders	Date	Shareholding at the beginning of the year (As on 01.04.2017)		Increase / Decrease in Share holding	Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
			No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
3.	**Edelweiss Alternative Investment Opportunities Trust - Edelweiss Crossover Opportunities Fund**						
	At the beginning of the year (As on 01.04.2017)	-	-	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc.):	13.12.2017	-	-	+11,24,101 (Purchased from Private Equitypartner)	11,24,101	3.57%
	At the End of the year (or on the date of separation, if separated during the year(As on 31.03.2018)	31.03.2018	11,24,101	3.57%	-	11,24,101	3.57%
4.	**Goldman Sachs India Limited**						
	At the beginning of the year (As on 01.04.2017)	-	-	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc.):	25.01.2018	-	-	140,470 (Allotment in IPO)	140,470	
		As per Benpos dated 02.02.2018	-	-	+561,932 (Purchased from market)	702,402	2.23%
		As per Benpos dated 09.02.2018	-	-	+1,12,317 (Purchased from market)	8,14,719	2.59%
	At the End of the year (or on the date of separation, if separated during the year(As on 31.03.2018)	31.03.2018	8,14,719	2.59%		8,14,719	2.59%
5.	**Goldman Sachs Funds - Goldman Sachs Growth & Emerging Markets Broad Equity Portfolio**						
	At the beginning of the year (As on 01.04.2017)	-	-	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc.):	25.01.2018	-	-	7,677 (Allotment in IPO)	7,677	-
		As per Benpos dated 02.02.2018	-	-	+6,29,237 (Purchased from market)	6,36,914	2.02%
		As per Benpos dated 09.02.2018	-	-	+1,25,772 (Purchased from market)	7,62,686	2.43%

ANNEXURE H (Contd.)

Sl. No.	For Each of the Top 10 Shareholders	Date	Shareholding at the beginning of the year (As on 01.04.2017)		Increase / Decrease in Share holding	Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
			No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
	At the End of the year (or on the date of separation, if separated during the year(As on 31.03.2018)	31.03.2018	7,62,686	2.43%		7,62,686	2.43%
6.	**Kartar Singh**						
	At the beginning of the year (As on 01.04.2017)	-	10,46,264	4.39%		10,46,264	4.39%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc.):	11.12.2017	-	-	-260,000 (Transferred to third parties)	7,86,264	3.03%
		15.12.2017			-14,398 (Transferred to third parties)	7,71,866	2.98%
		21.12.2017			-63,199 (Transferred to third parties)	708,667	2.73%
	At the End of the year (or on the date of separation, if separated during the year(As on 31.03.2018)	31.03.2018	708,667	2.25%		708,667	2.25%
7.	**Aadi Financial Advisors LLP**						
	At the beginning of the year (As on 01.04.2017)	-	-	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc.):	13.12.2017	-	-	499,602 (Purchased from Private Equity partner)	4,99,602	1.93%
		As per Benpos dated 02.02.2018	-	-	9,325 (Purchased from market)	5,08,927	1.62%
	At the End of the year (or on the date of separation, if separated during the year(As on 31.03.2018)	31.03.2018	5,08,927	1.62%	-	5,08,927	1.62%
8.	**Kotak Funds - India Midcap Fund**						
	At the beginning of the year (As on 01.04.2017)	-	-	-	17,592 (Allotment in IPO)	17,592	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc.):	As per Benpos dated 02.02.2018	-	-	+490,290 (Purchased from market)	507,882	1.61%

ANNEXURE H (Contd.)

Sl. No.	For Each of the Top 10 Shareholders	Date	Shareholding at the beginning of the year (As on 01.04.2017)		Increase / Decrease in Share holding	Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
			No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
		As per Benpos dated 16.02.2018	-	-	+716 (Purchased from market)	5,08,598	1.62%
	At the End of the year (or on the date of separation, if separated during the year(As on 31.03.2018)	31.03.2018	5,08,598	1.62%	-	5,08,598	1.62%
9.	**DF International Private Partners**						
	At the beginning of the year (As on 01.04.2017)	-	-	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc.):	13.12.2017	-	-	499,602 (Purchased from Private Equity partner)	4,99,602	1.93%
	At the End of the year (or on the date of separation, if separated during the year(As on 31.03.2018)	31.03.2018	4,99,602	1.59%		4,99,602	1.59%
10.	**Akash Bhanshali**						
	At the beginning of the year (As on 01.04.2017)		-	-		-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc.):	13.12.2017	-	-	499,602 (Purchased from Private Equity partner)	4,99,602	1.93%
	At the End of the year (or on the date of separation, if separated during the year(As on 31.03.2018)	31.03.2018	4,99,602	1.59%	-	4,99,602	1.59%
11.	**GMO Emerging Domestic Opportunities Fund, A Series**						
	At the beginning of the year (As on 01.04.2017)		-	-		-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc.):	13.12.2017	-	-	499,595 (Purchased from Private Equity partner)	499,595	1.93%
	At the End of the year (or on the date of separation, if separated during the year(As on 31.03.2018)	31.03.2018	499,595	1.59%		499,595	1.59%

ANNEXURE H (Contd.)

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Top 10 Shareholders / For Each of the Directors and KMP	Date of Transaction	Shareholding at the beginning of the year (As on 01.04.2017) No. of Shares	% of total shares of the Company	Increase / Decrease in Share holding	Cumulative Shareholding during the year (01.04.2017 to 31.03.2018) No. of Shares	% of total shares of the Company
1	**Jasbir Singh**						
	At the beginning of the year	01.04.2017	66,85,840	28.08%		01.o4.2017	66,85,840
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc.):	08.09.2017	-	-	-1 00 (Transferred to Spouse in order to increase no. of members)	66,85,740	25.80%
		07.12.2017	-	-	+10,53,515 Purchased from Ascent Investment Holdings Pte. Ltd.	77,39,255	29.86%
		22.12.2017	-	-	+47,500 Purchased from Ascent Investment Holdings Pte. Ltd.	77,86,755	30.05%
		25.01.2018	-	-	-7,27,590 (Offer for sale in IPO) *(3,405 excess shares of promoters were transferred to escrow account)	70,55,760	22.44%
	At the End of the year	31.03.2018	70,55,760	22.44%		70,55,760	22.44%
2	**Daljit Singh**						
	At the beginning of the year	01.o4.2017	57,00,880	23.94%	-	57,00,880	23.94%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc.):	08.09.2018	-	-	-1 00 (Transferred to Spouse in order to increase no. of members)	57,00,780	22.00%
		07.12.2017	-	-	+10,53,515 Purchased from Ascent Investment Holdings Pte. Ltd.	67,54,295	26.06%
		22.12.2017	-	-	+47,500 Purchased from Ascent Investment Holdings Pte. Ltd.	68,01,795	26.24%

ANNEXURE H (Contd.)

Sl. No.	For Each of the Top 10 Shareholders / For Each of the Directors and KMP	Date of Transaction	Shareholding at the beginning of the year (As on 01.04.2017) No. of Shares	% of total shares of the Company	Increase / Decrease in Share holding	Cumulative Shareholding during the year (01.04.2017 to 31.03.2018) No. of Shares	% of total shares of the Company
		25.01.2018	-	-	-7,27,590 (Offer for sale in IPO) *(3,405 excess shares were transferred to escrow account)	60,70,800	19.31%
	At the End of the year	31.03.2018	60,70,800	19.31%		60,70,800	19.31%
3.	**Mr. Sanjay Arora**						
	At the beginning of the year		-	-			
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc.):	25.01.2018	-	-	629 (Allotment in IPO in employees' reservations)	629	0.0020%
	At the End of the year	31.03.2018	629	0.0020%	-	629	0.0020%
4.	**Mr. Udaiveer Singh**						
	At the beginning of the year		-	-			
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc.):	25.01.2018	-	-	629 (Allotment in IPO in employees' reservations)	629	0.0020%
	At the End of the year	31.03.2018	629	0.0020%	-	629	0.0020%
5.	**Mr. Sachin Gupta**						
	At the beginning of the year		-	-			
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc.):	25.01.2018	-	-	629 (Allotment in IPO in employees' reservations)	629	0.0020%
	At the End of the year	31.03.2018	629	0.0020%	-	629	0.0020%
6.	**Mr. Sudhir Goyal**						
	At the beginning of the year		-	-			
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc.):	25.01.2018	-	-	629 (Allotment in IPO in employees' reservations)	629	0.0020%
	At the End of the year	31.03.2018	629	0.0020%	-	629	0.0020%

ANNEXURE H (Contd.)

Sl. No.	For Each of the Top 10 Shareholders / For Each of the Directors and KMP	Date of Transaction	Shareholding at the beginning of the year (As on 01.04.2017) No. of Shares	% of total shares of the Company	Increase / Decrease in Share holding	Cumulative Shareholding during the year (01.04.2017 to 31.03.2018) No. of Shares	% of total shares of the Company
7.	**Ms. Konica Yadav**						
	At the beginning of the year		-	-			
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. Allotment / transfer / bonus / sweat equity etc):	25.01.2018	-	-	629 (Allotment in IPO in employees' reservations)	629	0.0020%
		19.02.2018			323 (Off Market Sale)	306	0.0010%
		15.03.2018			150 (Market Sale)	156	0.0004%
	At the End of the year	31.03.2018	156	0.0004%		156	0.0004%

V. INDEBTEDNESS

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

(₹ in Lakh)

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	Indebtedness at the beginning of the financial year (As on 01.04.2017)	34,671.86	3,232.64	-	**37,904.50**
i)	Principal Amount	34,477.88	3,232.64	-	**37,710.52**
ii)	Interest due but not paid	-			**-**
iii)	Interest accrued but not due	193.98	-	-	193.98
	Total (i+ii+iii)	**34,671.86**	**-**	**-**	**37,904.50**
	Change in Indebtedness during the financial year				
	Additions	4,492.36	-	-	4,492.36
	Reduction	(34,099.39)	(3,232.64)	-	(37,332.03)
	Net Change	(29,607.03)	3,232.64	-	41,824.39
	Indebtedness at the end of the financial year (as on 31.03.2018)	5,064.83	-	-	5,064.83
i)	Principal Amount	5,030.52	-	-	5,030.52
ii)	Interest due but not paid	-	-	-	
iii)	Interest accrued but not due	34.31	-	-	34.31
	Total (i+ii+iii)	**5,064.83**	**-**	**-**	**5,064.83**

ANNEXURE H (Contd.)

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amt in ₹)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount (Per Annum)
		Mr. Jasbir Singh Director	Mr. Daljit Singh (MD)	Mr. Kartar Singh (Whole Time Director upto 25.08.2017)	
1.	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	₹ 1,29,60,000	₹ 1,15,20,000	₹ 2,75,000	₹ 2,47,55,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-		-
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-		-
2.	Stock Option	-	-		-
3.	Sweat Equity	-	-		-
4.	Commission	-	-		-
	- as % of profit				
	- others, specify...				
5.	Others, please specify	-	-		-
	Total (A)	₹ 1,29,60,000	₹ 1,15,20,000	₹ 2,75,000	₹ 2,47,55,000
6.	Ceiling as per the Act	1. ₹ 4,57,11,304 (being 11% of the net profits of the Company calculated as per Section 198 of the Act); 2. ₹ 4,15,55,731 (being 10% of the net profits of the Company calculated as per Section 198 of the Act); 3. ₹ 2,07,77,865 (being 5% of the net profits of the Company calculated as per Section 198 of the Act); 4. ₹ 1,24,66,719 (being 3% of the net profits of the Company calculated as per Section 198 of the Act); 5. ₹ 41,55,573 (being 1% of the net profits of the Company calculated as per Section 198 of the Act);			

Note: *Salary does not include contribution to Provident Fund (PF).

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount Per Annum (Amount in Rupees)
1.	Independent Directors#	Dr. Girish Kumar Ahuja	Ms. Sudha Pillai	Mr. Satwinder Singh	₹ 20,00,000
	• Fee for attending board / committee meetings	₹ 6,50,000	₹ 6,50,000	₹ 7,00,000	
	• Commission				
	• Others, please specify	-		-	
		-	-		
	Total (1)	**₹ 6,50,000**	**₹ 6,50,000**	**₹ 7,00,000**	**₹ 20,00,000**
2.	Other Non-Executive Directors	-	-	-	-
	• Fee for attending board / committee meetings				
	• Commission				
	• Others, please specify				
	Total (2)	**-**	**-**	**-**	**-**
	Total (B) = (1+2)	**₹ 6,50,000**	**₹ 6,50,000**	**₹ 7,00,000**	**₹ 20,00,000**
	Total Managerial Remuneration (A+B)				**₹ 2,67,55,000**
	Overall Ceiling as per the Act	₹ 4,57,11,304 (being 11% of the net profits of the Company calculated as per Section 198 of the Act, 2013);			

Independent Directors were appointed at the Board Meeting held on 26 September 2017.

ANNEXURE H (Contd.)

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD :

Sl. No.	Particulars of Remuneration	Key Managerial Personnel						
		Mr. Jasbir Singh (Chairman & CEO)	Ms. Konica Yadav - Company Secretary and Compliance Officer	Mr. Sudhir Goyal - CFO	Mr. Sanjay Arora – Director Operations	Mr. Udaiveer Singh (President – RAC Operations)	Mr. Sachin Gupta (VP – RAC Operations)	Total (Per Annum)
1.	Gross salary	₹ 1,29,60,000	₹ 6,25,800	₹ 18,89,040	₹ 65,88,396	₹ 38,38,320	₹ 31,14,996	₹ 2,9016,552
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-						
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-		-	-		
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	-	-		-	-		
2.	Stock Option	-	-		-	-		
3.	Sweat Equity	-	-		-	-		
4.	Commission	-	-		-	-		
	- As % of profit							
	- Others specify							
5.	Others, Please specify	-	-		-	-		
	Total	₹ **1,29,60,000**	₹ **6,25,800**	₹ **18,89,040**	₹ **65,88,396**	₹ **38,38,320**	₹ **31,14,996**	₹ **2,90,16,552**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Sections of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposes	Authority [RD/ NCLT/Court]	Appeal made, if any (give details)
A. Company					
Penalty					
Punishment					
Compounding					
B. **Directors**			**NIL**		
Penalty					
Punishment					
Compounding					
C. Other Officers In Default					
Penalty					
Punishment					
Compounding					

For and on behalf of Board of Directors
Amber Enterprises India Limited
(Formerly Known as Amber Enterprises (India) Private Limited)

(Jasbir Singh)
Director
DIN:- 00259632

(Daljit Singh)
Managing Director
DIN:- 02023964

Place : Gurugram
Date : 7 August 2018

ANNEXURE I

INFORMATION AS PER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013, READ WITH THE RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014, AND FORMING PART OF THE BOARD REPORT FOR THE FINANCIAL YEAR ENDED ON 31 MARCH 2018.

(A) Conservation of Energy

Your Company has considered sustainability as one of the strategic priorities and energy conservation is one of the strong pillars for preserving natural resources and improving bottom line. Your Company is continuously striving towards improving the energy performance in all areas. Your Company has always considered energy and natural resource conservation as a focus area and has been consciously making efforts towards improving the energy performance year on year.

Your Company ensures strict compliance with all the statutory requirements and has taken several sustainable steps voluntarily to contribute towards better environment.

Few steps are listed below

- Conservation of natural resources like electricity, oil and fuel.
- Use of renewable energy in Manufacturing.
- Use of natural lighting and natural ventilation.
- Encouraging green building initiatives.
- Rain water harvesting, recycling and water conservation.
- Reduce, reuse, recycle of waste and eco-friendly waste disposal.

(i) Steps taken or impact on conservation of energy:

- Section wise energy meter installation and monitoring on daily basis to control the consumption.
- Power Factor Management – Energy Saving and also rebate in Maharashtra through maintaining power factor of 0.98 ~1.00. Capacitor banks have been installed to improve power factor. Annual rebate of ₹ 3.6 Lakh (rebate only in Maharashtra).
- Installation of heater insulation jackets in moulding machined to reduced heat losses thus reduction in energy consumption. Saving of ₹ 6.1 Lakh was made annually.
- Use of Nano chemical in degreasing tank of paint shop to lower the temperature from 60 degree to 48 degree with yearly saving of ₹ 6.8 Lakh.
- VFD installation on major utilities and machines such as air compressors, PT line motors, grinders, vertical expanders with total saving of ₹ 9 Lakh annually.
- AVR (Automatic Voltage regulator) installation to eliminate voltage fluctuation issue. Saving of ₹ 10.8 Lakh was made annually.
- Hitachi Control box design change to reduce the number of machines and operation. Total annual saving of ₹ 5.6 Lakh was made.
- Tube lights have been changed into LEDs on shop floor and office area with annual saving of ₹ 4 Lakh.
- LDR Sensors for street lights for timely on off.
- Press dies shifted to lower tonnage of machines through bed size modifications (200 T to 160 T) thus reducing electrical consumption of Press Shop in Kasna unit.
- Air leakage points identification and closure thus reducing Air compressor running.

Your Company believes in employee involvement for delivering better results. Towards this goal, your Company has taken multiple initiatives. Select few are listed below:

- National Energy Conservation Week celebration at all Plants.
- Energy Conservation Oath taken by all employees at all locations.
- Residential Electricity Bill Saving Competition for employees.
- E-mailers, Wall papers, Posters and Slogans for awareness on Energy Conservation.
- Training, campaigns and poster making competition for awareness of employees for Energy and water

ANNEXURE I (Contd.)

reduction.

- Visual management through posters and instruction display on shop floor and office area.
- Quarterly audit of energy and water conservation system, projects implementation and actual results.
- Suggestion competition for employees on Energy efficiency.

(ii) The steps taken by the Company for utilising Alternate Sources of Energy:

- Usage of R290 Refrigerant as an alternate natural, non-polluting refrigerant;
- Usage of refrigerant recovery machines to prevent escape of Environment hazard refrigerants

The Company has installed Solar Panels for street lights at one of its facility located in Pune. Further, Company is finalizing to set up roof top solar panels for providing electricity from alternate source of energy in various units.

(iii) Capital investment on energy conservation equipment

Negligible investments have been made.

(B) Technology Absorption

(i) Efforts made towards technology absorption:

Your Company is committed towards technology driven innovation and lays strong emphasis on inculcating an innovation driven culture within the organization.

During the year under review, your Company continued to work on technology up gradation and capability development in the critical areas of better star rating (energy efficiency), lesser global warming (environment friendly).

The efforts made are given below :

- Model Development with R32 Refrigerant (better star rating (energy efficiency), lesser global warming (environment friendly);
- Energy Efficient motor (BLDC) Implementation;
- Developed Energy Efficient ACs ;
- Energy efficient window ac using inverter technology;

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

- Multi fold Evaporator design for higher Heat Efficiency;
- SMPS Based PCB design;
- R32 introduction in Amber Line-up;
- Energy Efficient chassis for 12K & 18K BTU category;

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

No technology has been imported during the last 3 years by the Company.

(iv) the expenditure incurred on Research and Development

Expenses incurred on research and developments are booked under respective general accounting heads.

ANNEXURE I (Contd.)

(C) Foreign exchange earnings and Outgo:

The details of foreign exchange earned and outgo are appended below:

Particulars	(Amount in ₹ Lakh)
Foreign Exchange earned in terms of actual inflows during the year	₹ 44,891.05
Foreign Exchange outgo during the year in terms of actual outflows	₹ 464.31

For and on behalf of Board of Directors
Amber Enterprises India Limited
(Formerly Known as Amber Enterprises (India) Private Limited)

(Jasbir Singh)
Director
DIN:- 00259632

(Daljit Singh)
Managing Director
DIN:- 02023964

Place : Gurugram
Date : 7 August 2018

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF AMBER ENTERPRISES INDIA LIMITED

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of Amber Enterprises India Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these Standalone financial statements that give a true and fair view of the statement of affairs (financial position), profit or loss (financial performance including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made thereunder.
5. We conducted our audit in accordance with the Standards 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 these standalone financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the standalone 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 financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on these standalone financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Ind AS specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2018, its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Other Matter

9. The Company had prepared separate sets of statutory financial statements for the year ended 31 March 2017 and 31 March 2016 in accordance with Accounting Standards prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) on which we issued auditor's reports to the shareholders of the Company dated 10 July 2017 and 9 August 2016 respectively. These financial statements have been adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS, which have also been audited by us. Our opinion is not modified in respect of this matter.

INDEPENDENT AUDITOR'S REPORT (Contd.)

Report on Other Legal and Regulatory Requirements

10. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.

11. Further to our comments in Annexure I, as required by Section 143(3) of the Act, we report that:

    a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

    b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

    c) the standalone financial statements dealt with by this report are in agreement with the books of account;

    d) in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act;

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

    f) we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as on 31 March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 25 May 2018 as per Annexure II expressed an unmodified opinion; 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 explanations given to us:

        i. the Company as detailed in Note no. 43 (a) to (f) to the standalone financial statements, has disclosed the impact of pending litigation on its financial position;

        ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

        iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company; and

        iv. the disclosure requirements relating to holding as well as dealing in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016 which are not relevant to these standalone financial statements. Hence reporting under this clause is not applicable.

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

per **Sumit Mahajan**
Partner
Membership No. 504822

Place: Gurugram
Date: 25 May 2018

ANNEXURE I

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

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular program of physical verification of its fixed assets under which fixed assets are verified in a phased manner over a period of 3 years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties (which are included under the head 'Property, plant and equipment') are held in the name of the Company.

(ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit. No material discrepancies were noticed on the physical verification.

(iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.

(iv) In our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees, and security.

(v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products 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) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) The dues in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

Statement of Disputed Dues

(All amount in INR Lakh unless stated otherwise)

Nature of the statute	Nature of dues	Amount (INR in Lacs)	Amount paid Under protest (INR in Lacs)	Period to which amount relates	Forum where dispute is pending
Punjab Municipal Act, 1911	Octroi	15.58	Nil	F.Y.2006-07	Hon'ble High Court of Punjab & Haryana
Punjab Value Added Tax Act, 2005	Sales tax	5.94	Nil	F.Y. 2010-11	Deputy Excise and taxation officer, Patiala
Cenvat Credit Rules, 2004	Service tax	13.29	13.29	F.Y. 2010-11	Commissioner (Appeals), Central Excise, Chandigarh u/s 85 of the Act
Income-tax Act, 1961	Income tax	37.81	37.81	AY 2010-11	Commissioner IncomeTax (Appeals), Patiala
Uttar Pardesh Value Added Tax Act, 2008	Sales tax	14.09	Nil	F.Y. 2008-09 F.Y. 2009-10	Additional Commissioner (Appeal), Noida
Uttar Pardesh Value Added Tax Act, 2008	Sales tax	138.22	Nil	F.Y. 2015-16	Deputy commissioner, Noida

ANNEXURE I (Contd.)

(All amount in INR Lakh unless stated otherwise)

Nature of the statute	Nature of dues	Amount (INR in Lacs)	Amount paid Under protest (INR in Lacs)	Period to which amount relates	Forum where dispute is pending
Himachal Pradesh Value Added Tax Act, 1968	Sales tax	15.04	2.00	F.Y. 2009-10	Himachal Pradesh Tax Tribunal (Appeal)
Maharashtra Value Added Tax Act, 2002	Sales tax	38.33	Nil	F.Y. 2012-13	Deputy excise and sale tax Commissioner, Pune
Central Excise Act, 1944	Excise duty	57.52	29.05	F.Y. 2013-14 F.Y. 2014-15	Assistant Comissioner, Central Excise, Noida
Uttar Pradesh Goods and Service Tax Act 2017	Goods and service tax	0.81	Nil	F.Y. 2016-17	Dy. Commercial Tax

viii) The Company has not defaulted in repayment of loans or borrowings to any bank or financial institution or government or any dues to debenture holders during the year.

(ix) In our opinion and according to the information and explanations given to us, the Company has applied moneys raised by way of initial public offer and term loans during the year for the purposes for which these were raised other than unutilized funds lying in public issue and monitoring account of the company.

(x) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.

(xi) Managerial remuneration has been paid and provided by the Company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.

(xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.

(xiii) In our opinion, all transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable Ind AS.

(xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.

(xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

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

per **Sumit Mahajan**
Partner
Membership No. 504822

Place: Gurugram
Date: 25 May 2018

ANNEXURE II

INDEPENDENT AUDITOR'S REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ('THE ACT').

1. In conjunction with our audit of the standalone financial statements of Amber Enterprises India Limited (the Company) as at and for the year ended 31 March 2018, we have audited the internal financial controls over financial reporting ('IFCoFR') of the Company as at that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Guidance Note and Standards on Auditing issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.

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

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of IFCoFR, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the IFCoFR to future periods are subject to the risk that the IFCoFR may become inadequate because

ANNEXURE II (Contd.)

of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such controls were operating effectively as at 31 March 2018, based on the internal control over Financial Reporting criteria established by the Company considering the essential components of internal control stated in Guidance Note issued by the ICAI.

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

per **Sumit Mahajan**
Partner
Membership No. 504822

Place: Gurugram
Date: 25 May 2018

BALANCE SHEET
AS AT 31 MARCH 2018

(All amount in INR Lakh unless stated otherwise)

Particulars	Notes	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
ASSETS				
Non-current assets				
Property, plant and equipment	4	46,036.78	42,766.46	39,275.63
Capital work-in-progress	5	440.24	490.08	786.23
Investment property	6	432.31	432.31	432.31
Goodwill	7	-	8.86	8.86
Other intangible assets	7	6,088.74	5,455.20	4,081.34
Intangible assets under development	8	1,520.65	1,199.28	1,983.44
Financial assets				
Investments	9	11,194.31	5,030.32	5,030.32
Loans	10	546.88	486.89	565.13
Other financial assets	11	207.73	582.30	483.55
Non Current tax assets (net)	12	37.40	37.40	37.40
Other non-current assets	13	661.45	826.08	729.47
Total non-current assets		**67,166.49**	**57,315.18**	**53,413.68**
Current assets				
Inventories	14	32,790.15	24,657.72	20,668.31
Financial assets				
Trade receivables	15	33,582.96	29,286.52	23,292.06
Cash and cash equivalents	16	10,688.44	1,606.76	568.97
Other bank balances	17	1,361.76	1,736.82	1,098.07
Loans	18	1,277.44	932.07	662.78
Other financial assets	19	1,456.51	393.76	57.60
Other current assets	20	1,306.53	1,554.14	1,818.53
Total current assets		**82,463.79**	**60,167.79**	**48,166.32**
Total assets		**1,49,630.28**	**1,17,482.97**	**1,01,580.00**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	21	3,144.65	2,380.98	2,170.28
Other equity	22	85,152.74	32,948.66	22,952.09
Total equity		**88,297.39**	**35,329.64**	**25,122.37**
LIABILITIES				
Non-current liabilities				
Financial liabilities				
Borrowings	23	969.58	21,953.98	15,978.69
Trade payables	24	-	-	3,883.93
Provisions	25	267.90	243.32	212.06
Deferred tax liabilities (net)	26	2,108.41	498.87	808.25
Other non-current liabilities	27	260.85	288.40	315.94
Total non-current liabilities		**3,606.74**	**22,984.57**	**21,198.87**
Current liabilities				
Financial liabilities				
Borrowings	28	3,065.88	13,243.02	23,105.87
Trade payables	29	47,847.15	41,095.24	27,306.11
Other financial liabilities	30	2,754.32	3,876.63	4,125.64
Other current liabilities	31	3,442.21	772.65	700.62
Provisions	32	85.84	52.55	20.52
Current tax liabilities (net)	33	530.75	128.67	-
Total current liabilities		**57,726.15**	**59,168.76**	**55,258.76**
Total liabilities		**61,332.89**	**82,153.33**	**76,457.63**
Total equity and liabilities		**1,49,630.28**	**1,17,482.97**	**1,01,580.00**

The accompanying notes form an integral part of the financial statements.

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

For **Walker Chandiok & Co LLP**
Chartered Accountants

per **Sumit Mahajan**
Partner

Place: Gurugram
Date: 25 May 2018

For and on behalf of Board of Directors of
Amber Enterprises India Limited

Jasbir Singh
(Chairman and CEO)
(DIN: 00259632)

Daljit Singh
(Managing Director)
(DIN: 02023964)

Konica Yadav
(Company Secretary and Compliance Officer)
(Membership No. A30322)

Sudhir Goyal
Chief Financial Officer

Place: Gurugram
Date: 25 May 2018

Place: Gurugram
Date: 25 May 2018

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

(All amount in INR Lakh unless stated otherwise)

Particulars	Notes	For the year ended 31 March 2018	For the year ended 31 March 2017
INCOME			
Revenue from operations	34	1,94,997.47	1,63,237.02
Other income	35	768.73	816.12
Total income		**1,95,766.20**	**1,64,053.14**
EXPENSES			
Cost of materials consumed	36	1,59,089.50	1,33,809.38
Changes in inventories of finished goods and work-in-progress	37	1,932.65	(2,906.58)
Excise duty		2,690.21	7,043.07
Employee benefits expense	38	4,183.17	3,799.62
Finance costs	39	4,657.22	5,914.51
Depreciation and amortisation expense	40	4,316.47	3,613.43
Other expenses	41	9,979.87	8,928.46
Total expenses		**1,86,849.09**	**1,60,201.89**
Profit before tax		**8,917.11**	**3,851.25**
Tax expense			
Current tax		1,926.30	893.66
Deferred tax		792.22	540.70
Net profit for the year		**6,198.59**	**2,416.89**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Re-measurement gains/ (losses) on defined benefit obligations		36.48	(6.83)
Income tax relating to these items		(12.75)	2.36
Other comprehensive income/ (loss) for the year		**23.73**	**(4.47)**
Total comprehensive income for the year		**6,222.32**	**2,412.42**
Earning per equity share (Nominal value of equity share INR 10 each)	47		
Basic		23.04	10.69
Diluted		23.04	10.69

The accompanying notes form an integral part of the financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants

per **Sumit Mahajan**
Partner

Place: Gurugram
Date: 25 May 2018

For and on behalf of Board of Directors of
Amber Enterprises India Limited

Jasbir Singh
(Chairman and CEO)
(DIN: 00259632)

Daljit Singh
(Managing Director)
(DIN: 02023964)

Konica Yadav
(Company Secretary and Compliance Officer)
(Membership No. A30322)

Sudhir Goyal
Chief Financial Officer

Place: Gurugram
Date: 25 May 2018

Place: Gurugram
Date: 25 May 2018

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 MARCH 2018

(All amount in INR Lakh unless stated otherwise)

Particulars		For the year ended 31 March 2018	For the year ended 31 March 2017
A.	**CASH FLOWS FROM OPERATING ACTIVITIES**		
	Profit before tax	8,917.11	3,851.25
	Adjustment for:		
	Depreciation and amortisation	4,316.47	3,613.43
	Advances and other balance written off	86.08	19.81
	Trade receivables written off	16.70	52.50
	Government grant income	(27.55)	(27.55)
	Interest income	(190.29)	(214.68)
	Gain on sale of property, plant and equipment	(32.41)	(33.52)
	MTM loss on forward contracts	-	3.80
	Unrealised foreign exchange (gain)/loss	(5.02)	(4.48)
	Finance costs	4,657.22	5,914.51
	Operating profit before working capital changes	**17,738.31**	**13,175.07**
	Movements in working capital:		
	Trade receivables	(4,313.14)	(6,046.96)
	Inventories	(8,132.43)	(3,989.41)
	Financial and other assets	(689.24)	(521.76)
	Trade payables	6,750.41	9,325.24
	Provisions	94.35	56.46
	Financial and other liabilities	2,252.30	102.88
	Cash generated from operations	**13,700.55**	**12,101.52**
	Income tax paid (net)	(1,524.22)	(765.01)
	Net cash generated from operating activities **A**	**12,176.33**	**11,336.51**
B.	**CASH FLOWS FROM INVESTING ACTIVITIES**		
	Purchase of property, plant and equipment and intangible assets [refer note (iii) below]	(8,743.25)	(7,354.58)
	Proceeds from sale of property, plant and equipment	162.06	78.01
	Investments purchased	(6,163.99)	-
	Movement in bank deposits	691.67	(762.50)
	Movement in security deposits	(19.25)	148.50
	Interest received on bank deposits	169.24	126.15
	Net cash used in from investing activities **B**	**(13,903.52)**	**(7,764.42)**
C	CASH FLOWS FROM FINANCING ACTIVITIES:		
	Proceeds from issuance of equity share capital (including securities premium)	47,468.33	-
	Proceeds from issuance of preference share capital (including securities premium)	-	5,000.00
	Share issue expenses (on cash basis)	(984.64)	-
	Repayment of short term borrowings (net)	(10,272.92)	(9,975.29)
	Proceeds from long term borrowings	4,020.15	4,397.49
	Repayment of long term borrowings	(24,478.98)	(1,054.93)
	Proceeds from compulsory convertible debentures	-	5,000.00
	Finance costs paid	(4,943.07)	(5,298.18)
	Interim dividend and tax on interim dividend	-	(603.39)
	Net cash generated from/(used in) financing activities **C**	**10,808.87**	**(2,534.30)**

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 MARCH 2018 (Contd.)

(All amount in INR Lakh unless stated otherwise)

Particulars		For the year ended 31 March 2018	For the year ended 31 March 2017
D	**NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENT (A+B+C)**	**9,081.68**	**1,037.79**
E	**CASH AND CASH EQUIVALENT AT THE BEGINNING OF THE YEAR**	1,606.76	568.97
	Cash and cash equivalent at the end of the year (D+E) {refer note 16}	**10,688.44**	**1,606.76**

Notes to cash flow statement

a. Cash and cash equivalents include:

(All amount in INR Lakh unless stated otherwise)

	For the year ended 31 March 2018	For the year ended 31 March 2017
Balances with banks:		
- in current and cash credit accounts	8,192.58	842.32
- deposits with original maturity less than three months*	2,424.40	657.20
Cheques in hand	60.00	93.59
Cash in hand	11.46	13.65
Cash and bank balances	**10,688.44**	**1,606.76**
*includes deposits under restriction	781.66	631.67

b. The above cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard 7 (Ind AS-7) on "Statements of Cash Flows".

c. Negative figures have been shown in brackets.

d. Additions to property, plant and equipment and intangible assets include movements of capital work-in-progress, intangible assets under development, capital advances and capital creditors respectively during the year.

The accompanying notes form an integral part of the financial statements.

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

For **Walker Chandiok & Co LLP**
Chartered Accountants

per **Sumit Mahajan**
Partner

Place: Gurugram
Date: 25 May 2018

For and on behalf of Board of Directors of
Amber Enterprises India Limited

Jasbir Singh
(Chairman and CEO)
(DIN: 00259632)

Daljit Singh
(Managing Director)
(DIN: 02023964)

Konica Yadav
(Company Secretary and Compliance Officer)
(Membership No. A30322)

Sudhir Goyal
Chief Financial Officer

Place: Gurugram
Date: 25 May 2018

Place: Gurugram
Date: 25 May 2018

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2018

A EQUITY SHARE CAPITAL

(All amount in INR Lakh unless stated otherwise)

	Amount
Balance as at 1 April 2016	**2,170.28**
Convertible preference shares converted into equity shares	210.70
Balance as at 31 March 2017	**2,380.98**
Convertible debentures converted into equity shares	210.70
Changes in equity share capital during the year	552.97
Balance as at 31 March 2018	**3,144.65**

B PREFERENCE SHARE CAPITAL

(All amount in INR Lakh unless stated otherwise)

	Amount
Balance as at 1 April 2016	-
Issue of preference share capital during the year	210.70
Convertible preference shares converted into equity shares	(210.70)
Balance as at 31 March 2017 and 31 March 2018	**-**

C OTHER EQUITY

(All amount in INR Lakh unless stated otherwise)

	Securities premium reserve	General reserve	Equity component of compound financial instruments	Retained earnings	Total
Balance as at 1 April 2016	**9,262.11**	**337.32**	**-**	**13,352.66**	**22,952.09**
Profit for the year	-	-	-	2,416.89	2,416.89
Remeasurement of defined benefit obligations (net of tax)	-	-	-	(4.47)	(4.47)
Compulsorily convertible debentures issued during the year	-	-	3,398.25	-	3,398.25
Transaction with owners in their capacity as owners:					
Additions made during the year on allotment of equity shares	4,789.29	-	-	-	4,789.29
Interim dividend and tax on interim dividend	-	-	-	(603.39)	(603.39)
Balance as at 31 March 2017	**14,051.40**	**337.32**	**3,398.25**	**15,161.69**	**32,948.66**
Profit for the year	-	-	-	6,198.59	6,198.59
Remeasurement of defined benefit obligations (net of tax)	-	-	-	23.73	23.73
Compulsory convertible debentures converted to equity shares during the year	-	-	(3,398.25)	-	(3,398.25)
Transaction with owners in their capacity as owners:					
Additions made during the year on allotment of equity shares	49,380.01	-	-	-	49,380.01
Balance as at 31 March 2018	**63,431.41**	**337.32**	**-**	**21,384.01**	**85,152.74**

The accompanying notes form an integral part of the financial statements.

This is the Statement of Changes in Equity referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants

per **Sumit Mahajan**
Partner

Place: Gurugram
Date: 25 May 2018

For and on behalf of Board of Directors of
Amber Enterprises India Limited

Jasbir Singh
(Chairman and CEO)
(DIN: 00259632)

Daljit Singh
(Managing Director)
(DIN: 02023964)

Konica Yadav
(Company Secretary and Compliance Officer)
(Membership No. A30322)

Sudhir Goyal
Chief Financial Officer

Place: Gurugram
Date: 25 May 2018

Place: Gurugram
Date: 25 May 2018

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018

1. CORPORATE INFORMATION AND STATEMENT OF COMPLIANCE WITH INDIAN ACCOUNTING STANDARDS (IND AS)

Amber Enterprises India Limited (the "Company") incorporated in 1990, under the Companies Act 1956, is engaged in the business of manufacturing a versatile range of products i.e. air conditioners, microwave ovens, washing machines, refrigerators, heat exchangers, sheet metal components etc. Currently, the Company has nine manufacturing facilities in India out of which three manufacturing facilities are operating in tax exemption zone.

The financial statements of the Company have been prepared to comply in all material respects with accounting principles generally accepted in India, including Indian Accounting Standard ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 under Section 133 of the Companies Act, 2013 (the "Act") and other relevant provisions of the Act. The financial statements up to year ended 31 March 2017 were prepared in accordance with the accounting standards prescribed under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended) ("Previous GAAP") and other relevant provisions of the Act.

These financial statements for the year ended 31 March 2018 are the first financial statements which the Company has prepared under Ind AS. For purpose of comparatives, financial statements for year ended 31 March 2017 and opening Balance Sheet as at 1 April 2016 are also prepared under Ind AS. Refer note 53 for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

a. Basis of preparation

The financial statements have been prepared on accrual and going concern basis under historical cost convention except for certain financial instruments and plan assets, which are measured at fair values. The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1 April 2016 being the date of transition to Ind AS, except where the Company has applied certain exemptions upon transition to Ind AS.

The significant accounting policies and measurement bases have been summarised below.

Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and as per terms of agreements wherever applicable. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities, as the case may be.

b. Revenue recognition

Revenue is recognised to the extent it is probable that future economic benefits will flow to the Company and the revenue can be measured reliably. Revenue is measured at the fair value of the consideration received or receivable net of related rebates. The following specific recognition criteria must also be met before revenue is recognised:

Revenue from operations

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Revenue in respect of tool development and job charges is recognised as per the terms of the contract with the customers.

Interest income

Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable. For all financial assets measured at amortised cost, interest income is recorded using the effective interest rate (EIR) i.e. the rate that discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial assets. The future cash flows include all other transaction costs paid or received, premiums or discounts if any, etc.

Dividend

Dividend are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

Insurance claims

Insurance claims are accounted for on the basis of claims admitted/expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

c. Inventories

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost is determined on first in, first out basis.
- Stores and spares, consumables and packing materials cost includes direct expenses and is determined on the basis of first in first out method.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

d. Income taxes

Tax expense recognised in the statement of profit and loss comprises the sum of deferred tax and current tax not recognised in Other Comprehensive Income (OCI) or directly in equity.

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Current tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (i.e. in OCI or equity depending upon the treatment of underlying item).

Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside statement of profit and loss (in OCI or equity depending upon the treatment of underlying item).

e. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

f. Foreign currency transactions

The financial statements are presented in Indian Rupee ('INR' or '₹') which is also the functional currency of the Company.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other income/ expenses, as the case maybe.

g. Financial instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

loss which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities is described below:

Non-derivative financial assets

Subsequent measurement

i. **Financial assets carried at amortised cost –** a financial asset is measured at the amortised cost, if both the following conditions are met:
   - The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
   - Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

   After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

ii. **Investments in equity instruments –** The Company subsequently measures all equity investments at fair value. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

   Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. ECL is the weighted-average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables: In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets: In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

De-recognition of financial assets

A financial asset is primarily de-recognised when the contractual rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Non-derivative financial liabilities

Subsequent measurement

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Derivative financial instruments

Initial and subsequent measurement

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

h. Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

i. Investments in subsidiaries

The Company has accounted for its investment in subsidiaries at cost in its financial statements in accordance with Ind AS- 27, Separate Financial Statements. Profit/ loss on sale of investments is recognised on the date of sale and is computed with reference to the original cost of the investment sold.

j. Property, plant and equipment ('PPE')

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and definition of asset is met. All other repair and maintenance costs are recognised in the statement of profit or loss as incurred.

In case an item of property, plant and equipment is acquired on deferred payment basis, interest expenses included in deferred payment is recognised as interest expense and not included in cost of asset.

Subsequent measurement (depreciation and useful lives)

Depreciation on fixed assets is provided on straight line method based on life prescribed as per Schedule II of the Companies Act, 2013.

Block of asset	Useful life as per Companies Act, 2013 (in years)
Building	30-60
Plant and machinery	15
Computer	3
Furniture and fixture	10
Office equipment	5
Vehicles	8 – 10
Leasehold lands	Lease term

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

k. Intangible assets

Recognition, initial measurement and subsequent measurement

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

Amortisation methods and periods

The Company amortises intangible assets with a finite useful life using the straight-line method over the following periods:

	Useful life (in years)
Computer software	6
Product development	7

l. Capital work-in progress

Cost of material consumed and erection charges thereon along with other direct cost incurred by the Company for the projects are shown as capital work-in-progress until capitalisation.

m. Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is higher of an asset's fair value less costs of disposal and value in use. For this purpose, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash generating units). If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and the same is accordingly reversed in the statement of profit and loss.

n. Leases

As a lessee

Leases of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease, unless the increase in rent is to compensate the lessor for the effects of inflation.

o. Borrowing costs

Borrowing costs directly attributable to the acquisitions, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed due to, other than temporary, interruption.

p. Provisions, contingent liabilities and contingent assets

Provisions are recognised when present obligations as a result of a past event will probably lead to an outflow of economic resources and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises when there is a presence of a legal or constructive commitment that has resulted from past events, for example, legal disputes or onerous contracts. Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Provisions are discounted to their present values, where the time value of money is material.

Any reimbursement that the Company can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

In those cases, where the outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognised.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised. However, when inflow of economic benefits is probable, related asset is disclosed.

q. Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

r. Employee benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with Indian Accounting Standard 19- Employee Benefits.

Defined benefit plans

Gratuity

The Company operates one defined benefit plan for its employees, viz. gratuity. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year-end using the projected unit credit method. Actuarial gain and loss for the defined benefit plan is recognized in full in the period in which they occur in other comprehensive income.

Other long term benefits

Accumulated leave expected to be carried forward beyond twelve months, is treated as long term employee benefit. Such long term compensated absences are provided for based

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

on the actuarial valuation using the projected unit credit method at the year end. Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short term employee benefit.

Liability under continuity linked key resource and deferred salary schemes is provided for on actuarial valuation basis, which is done as per the projected unit credit method at the end of each financial period.

Defined contribution plans

Provident Fund

The Company makes contribution to statutory provident fund in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952. The plan is a defined contribution plan and contribution paid or payable is recognised as an expense in the period in which services are rendered by the employee.

Short-term employee benefits

Expense in respect of other short term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

s. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

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.

t. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting done to the chief operating decision maker. The Company operates in a single operating segment and geographical segment.

3. RECENT ACCOUNTING PRONOUNCEMENT

In March 2018, the Ministry of Corporate Affairs (MCA) issued the Companies (Indian Accounting Standards) Amendment Rules, 2018, notifying Ind AS 115, Revnue from contract with customers, Appendix B to Ind-AS 21, Foreign currecny transactions and advance consideration and amendments to certain other standards. These amendments are applicable to the Company from 1st April, 2018. The Company will be adopting the amendments from their effective date.

Ind AS 115: Revenue from Contracts with Customers

Ind AS 115 supersedes Ind AS 11, Construction contracts and Ind AS 18, Revenue. Ind AS 115 requires an entity to report information regarding nature, amount, timing and uncertainty of revenue and cash flows arising from contract with customers. The principle of Ind AS 115 is that an entity should recognize revenue that demonstrates the transfer of promised goods and services to customers at an amount that reflect the consideration to which the entity expects to be entitled in exchange for those goods and services. The standards can be applied either retrospectively to each prior reporting period presented or can be applied retrospectively with recognition of cumulative effect of contracts that are not completed contracts at the date of initial application of the standard.

Based on the preliminary assessment performed by the Company, the impact of application of standard is not expected to be material.

Appendix B to Ind AS 21, Foreign currency transaction and advance consideration

The appendix clarifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the asset, expense or income (or part of it) is the date on which an entity initially recognizes the non-monetary asset or non-monetary liability arising from the payment of receipt of advance consideration towards such asset, expenses or income. If there are multiple payments or receipt in advance, then an entity must determine transaction date for each payments or receipts of advance consideration.

Based on the preliminary assessment performed by the Company, the impact of application of appendix is not expected to be material.

Significant accounting judgements, estimates and assumptions

When preparing the financial statements management undertakes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses.

The actual results are likely to differ from the judgments, estimates and assumptions made by management, and will seldom equal the estimated results.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

Information about significant judgments, estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below:

Significant judgements:

(i) Evaluation of indicators for impairment of non-financial assets

The evaluation of applicability of indicators of impairment of non-financial assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

(ii) Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised. The recognition of deferred tax assets and reversal thereof is also dependent upon management decision relating to timing of availment of tax holiday benefits available under the Income Tax Act, 1961 which in turn is based on estimates of future taxable profits.

(iii) Contingent liabilities

The Company is the subject of certain legal proceedings which are pending in various jurisdictions. Due to the uncertainty inherent in such matters, it is difficult to predict the final outcome of such matters. The cases and claims against the Company often raise difficult and complex factual and legal issues, which are subject to many uncertainties, including but not limited to the facts and circumstances of each particular case and claim, the jurisdiction and the differences in applicable law. In the normal course of business, management consults with legal counsel and certain other experts on matters related to litigation and taxes. The Company accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated.

Sources of estimation uncertainty:

(i) Provisions

At each balance sheet date, basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding warranties and guarantees. However, the actual future outcome may be different from management's estimates.

(ii) Fair valuation of financial instruments

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

(iii) Recoverability of advances/receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

4. PROPERTY, PLANT AND EQUIPMENT

(All amount in INR Lakh unless stated otherwise)

Description	Freehold land	Leasehold land	Buildings	Leasehold improvements	Plant and equipment- Owned	Plant and equipment - Leasehold	Furniture and fixtures	Vehicles	Office equipments	Computers	Total
Gross carrying value											
As at 01 April 2016*	1,553.82	1,781.56	6,693.68	56.52	35,979.89	2,707.04	275.63	338.84	263.22	233.97	49,884.17
Additions	-	18.36	886.32	-	5,238.95	-	33.60	51.36	47.29	34.05	6,309.93
Disposals/adjustments	(3.96)	-	-	-	(47.18)	-	-	(27.47)	-	-	(78.61)
As at 31 March 2017	**1,549.86**	**1,799.92**	**7,580.00**	**56.52**	**41,171.66**	**2,707.04**	**309.23**	**362.73**	**310.51**	**268.02**	**56,115.49**
Additions	17.81	113.09	966.57	-	5,237.58	-	31.15	50.20	97.14	56.83	6,570.37
Disposals/adjustments	-	-	-	-	(175.59)	-	(0.84)	(6.83)	-	-	(183.26)
As at 31 March 2018	**1,567.67**	**1,913.01**	**8,546.57**	**56.52**	**46,233.65**	**2,707.04**	**339.54**	**406.10**	**407.65**	**324.85**	**62,502.60**
Accumulated depreciation											
As at 01 April 2016*	-	72.40	699.04	16.40	9,099.08	173.96	84.11	113.69	154.06	195.80	10,608.54
Charge for the year	-	19.58	216.44	6.78	2,229.85	171.60	28.84	31.47	44.30	25.75	2,774.61
Disposals/adjustments	-	-	-	-	(25.36)	-	-	(8.76)	-	-	(34.12)
As at 31 March 2017	**-**	**91.98**	**915.48**	**23.18**	**11,303.57**	**345.56**	**112.95**	**136.40**	**198.36**	**221.55**	**13,349.03**
Charge for the year	-	19.83	242.25	6.78	2,586.10	171.60	30.38	36.08	46.02	31.36	3,170.40
Disposals/adjustments	-	-	-	-	(53.61)	-	-	-	-	-	(53.61)
As at 31 March 2018	**-**	**111.81**	**1,157.73**	**29.96**	**13,836.06**	**517.16**	**143.33**	**172.48**	**244.38**	**252.91**	**16,465.82**
Net block as at 01 April 2016*	**1,553.82**	**1,709.16**	**5,994.64**	**40.12**	**26,880.81**	**2,533.08**	**191.52**	**225.15**	**109.16**	**38.17**	**39,275.63**
Net block as at 31 March 2017	**1,549.86**	**1,707.94**	**6,664.52**	**33.34**	**29,868.09**	**2,361.48**	**196.28**	**226.33**	**112.15**	**46.47**	**42,766.46**
Net block as at 31 March 2018	**1,567.67**	**1,801.20**	**7,388.84**	**26.56**	**32,397.59**	**2,189.88**	**196.21**	**233.62**	**163.27**	**71.94**	**46,036.78**

* Represents deemed cost on the date of transition to Ind AS. Gross block and accumulated depreciation from the previous GAAP have been disclosed for the purpose of better understanding of the original cost of assets.

Notes:

(i) Contractual obligations

Refer note 42 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(ii) Capitalised borrowing cost

The borrowing cost capitalised during the year ended 31 March 2018 was INR 148.50 Lakh (31 March 2017 INR 176.52 Lakh). The Company capitalised interest amounting to INR 96.30 Lakh (31 March 2017 INR 119.17 Lakh) under product development, amounting to INR 14.45 Lakh (31 March 2017 INR nil) under intangibles under development, and amounting to INR 37.75 Lakh (31 March 2017 INR 57.35 Lakh) under machinery.

(iii) Property, plant and equipment have been pledged as security for liabilities, for details refer note 45.

(iv) Finance leases

Refer note 48 for information on property, plant and equipment taken on finance lease.

(v) During current year, expenses amounting INR 1,503.15 Lakh (31 March 2017 INR 1,329.78 Lakh), net off scrap income of INR 204.63 Lakh (31 March 2017 INR 130.19 Lakh) comprising of raw material consumption, personnel costs, power and fuel charges and other related expenses have been capitalised under plant and machinery INR 88.64 Lakh (31 March 2017 INR 147.17 Lakh), product development INR 333.05 Lakh (31 March 2017 INR 167.68 Lakh), intangible assets under development INR 641.41 Lakh (31 March 2017 INR nil), capital work in progress INR 440.24 Lakh (31 March 2017 INR 1,014.93 Lakh), being expenses eligible for capitalisation.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

5. CAPITAL WORK-IN-PROGRESS

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Capital work-in-progress	440.24	490.08	786.23
	440.24	**490.08**	**786.23**

Notes:

(i) Refer note 4(ii) for capitalised borrowing cost and 4(v) for expenses eligible for capitalisation under capital work-in-progress.

(ii) Movement in capital work in progress:

(All amount in INR Lakh unless stated otherwise)

Particulars	Amount
Capital work-in-progress as at 01 April 2016	**786.23**
Add: additions during the year	490.08
Less: capitalisation during the year	(786.23)
Capital work-in-progress as at 31 March 2017	**490.08**
Add: additions during the year	570.00
Less: capitalisation during the year	(619.84)
Capital work-in-progress as at 31 March 2018	**440.24**

6. INVESTMENT PROPERTY

(All amount in INR Lakh unless stated otherwise)

Description	Freehold land	Total
Gross carrying value		
As at 01 April 2016*	432.31	432.31
Additions	-	-
Disposals	-	-
As at 31 March 2017	**432.31**	**432.31**
Additions	-	-
Disposals	-	-
As at 31 March 2018	**432.31**	**432.31**
Accumulated depreciation		
As at 01 April 2016, 31 March 2017 and 31 March 2018	-	-
Net block as at 01 April 2016*	**432.31**	**432.31**
Net block as at 31 March 2017	**432.31**	**432.31**
Net block as at 31 March 2018	**432.31**	**432.31**

* Represents deemed cost on the date of transition to Ind AS. Gross block and accumulated depreciation from the previous GAAP have been disclosed for the purpose of better understanding of the original cost of assets.

Notes:

(i) Amount recognised in statement of profit and loss for investment property

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017
Rental income	36.00	36.00
Direct operating expenses that generated rental income	-	-
Direct operating expenses that did not generate rental income	-	-
Profit from leasing of investment property	**36.00**	**36.00**
Depreciation	-	-
Profit after depreciation	**36.00**	**36.00**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(ii) The aforementioned investment property is leased to a tenant under long term operating lease agreement with rentals payable monthly. However, lease can be terminated by either of the parties during the term, hence there is no lease disclosure given, as required by Ind AS 17 "Leases".

(iii) Fair value of investment property

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Fair value	804.83	792.00	843.33

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

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

b) discounted cash flow projections based on reliable estimates of future cash flows.

c) capitalised income projections based upon a property's estimated net market income, and a capitalisation rate derived from an analysis of market evidence.

The fair value of investment property has been determined by external valuer. The main inputs used are rental growth rates, expected vacancy rates, terminal yield and discount rates based on industry data.

7. INTANGIBLE ASSETS

(All amount in INR Lakh unless stated otherwise)

Description	**Goodwill**	**Softwares**	**Product development**	**Total other intangible assets**
At 01 April 2016*	29.60	196.93	5,331.98	5,528.91
Additions	-	45.58	2,167.10	2,212.68
Disposals	-	-	(28.65)	(28.65)
Balance as at 31 March 2017	**29.60**	**242.51**	**7,470.43**	**7,712.94**
Additions	-	335.61	1,435.14	1,770.75
Disposals	-	-	-	-
Balance as at 31 March 2018	**29.60**	**578.12**	**8,905.57**	**9,483.69**
Accumulated amortisation				
At 01 April 2016*	20.74	83.08	1,364.49	1,447.57
Charge for the year	-	29.60	809.22	838.82
Disposals	-	-	(28.65)	(28.65)
Balance as at 31 March 2017	**20.74**	**112.68**	**2,145.06**	**2,257.74**
Charge for the year	8.86	56.51	1,080.70	1,137.21
Disposals	-	-	-	-
Balance as at 31 March 2018	**29.60**	**169.19**	**3,225.76**	**3,394.95**
Net book value as at 01 April 2016*	**8.86**	**113.85**	**3,967.49**	**4,081.34**
Net book value as at 31 March 2017	**8.86**	**129.83**	**5,325.37**	**5,455.20**
Net book value as at 31 March 2018	**-**	**408.93**	**5,679.81**	**6,088.74**

* Represents deemed cost on the date of transition to Ind AS. Gross block and accumulated amortisation from the previous GAAP have been disclosed for the purpose of better understanding of the original cost of assets.

Notes:

(i) Refer note 4(ii) for capitalised borrowing cost and 4(v) for expenses eligible for capitalisation under intangible assets.

(ii) Amortisation for the year has been included in line item 'Depreciation and amortisation expense' in statement of profit and loss.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

8. INTANGIBLE ASSETS UNDER DEVELOPMENT

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Intangible assets under development	1,520.65	1,199.28	1,983.44
	1,520.65	**1,199.28**	**1,983.44**

Notes:

(i) Refer note 4(ii) for capitalised borrowing cost and 4(v) for expenses eligible for capitalisation under intangible assets under development.

(ii) Movement in intangible assets under development:

(All amount in INR Lakh unless stated otherwise)

Particulars	Amount
Intangible assets under development as at 01 April 2016	**1,983.44**
Add: additions during the year	1,382.94
Less: capitalisation during the year	(2,167.10)
Intangible assets under development as at 31 March 2017	**1,199.28**
Add: additions during the year	2,090.11
Less: capitalisation during the year	(1,768.74)
Intangible assets under development as at 31 March 2018	**1,520.65**

9. NON-CURRENT INVESTMENTS

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Investment in equity instruments (unquoted, at cost)^			
Investment in subsidiaries:			
3,642,100 (31 March 2017: 3,642,100; 01 April 2016: 3,642,100) equity shares of PICL India Private Limited	5,030.32	5,030.32	5,030.32
1,500,000 (31 March 2017: Nil; 01 April 2016: Nil) equity shares of Appserve Appliance Private Limited (refer note (i))	150.00	-	-
1,320,613 (31 March 2017: Nil; 01 April 2016: Nil) equity shares of IL JIN Electronics (India) Private Limited (refer note (ii))	5,442.50	-	-
Sub-total (a)	**10,622.82**	**5,030.32**	**5,030.32**
Investment in equity instruments (unquoted, at fair value)*			
1,040,149 (31 March 2017: Nil; 01 April 2016: Nil) equity shares of Ever Electronics Private Limited (refer note (iii))	571.49	-	-
Sub-total (b)	**571.49**	**-**	**-**
Total (a+b)	**11,194.31**	**5,030.32**	**5,030.32**
Aggregate amount of quoted investments and market value thereof	-	-	-
Aggregate amount of unquoted investments	11,194.31	5,030.32	5,030.32
Aggregate amount of impairment in the value of investments	-	-	-

^Investments in subsidiaries are stated at cost using the exemption provided as per Ind AS 27 'Separate Financial Statements'.

*Investments are stated at fair value through profit or loss as per Ind AS 109 'Financial Instruments'.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

Notes:

(i) The Company has incorporated a wholly owned subsidiary "Appserve Appliance Private Limited" with the object of carrying out the business of repair, maintenance, installation, assembly and routine servicing activities of all kinds of white goods i.e. room air conditioners, washing machines, refrigerators, consumer durables and other similar equipment and components and to establish repair shops for the same along with other related activities. The Company has initially invested INR 50 Lakh to subscribe and acquire 500,000 equity shares of INR 10 each in the aforesaid wholly owned subsidiary in its own name and through its nominees. The Company has further invested INR 100 Lakh to subscribe and acquire 1,000,000 equity shares of INR 10 each in the aforesaid wholly owned subsidiary.

(ii) The company has made an investment of INR 5442.50 Lakh for acquisition of 1,320,613 equity shares of IL JIN Electronics (India) Private Limited ("IL JIN") on 28 December 2017. IL JIN Electronics (India) Private Limited is engaged in the business of manufacturing, assembling and dealing in electronic assembled printed circuit boards for home appliances and automobile products.

(iii) The Company has made an investment of INR 571.50 Lakh for acquisition of 1,040,149 equity shares of Ever Electronics Private Limited ("Ever") on 30 March 2018 which represents 19% of the total share capital of Ever. Ever is engaged in the business of manufacturing, assembling and dealing in electronic assembled printed circuit boards for home appliances and automobile products.

10. LOANS (NON-CURRENT)

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Unsecured, considered good			
Security deposits (refer note 44)	546.88	486.89	565.13
	546.88	**486.89**	**565.13**

Refer note 50 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 51 - Financial risk management for assessment of expected credit losses.

11. OTHER FINANCIAL ASSETS (NON-CURRENT)

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Bank deposits with more than 12 months maturity	-	336.30	194.28
Government grant receivable	207.73	246.00	289.27
	207.73	**582.30**	**483.55**

Notes:

(i) Refer note 17(i) for bank deposits with more than 12 months maturity which are under restriction.

(ii) Refer note 50 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 51 - Financial risk management for assessment of expected credit losses.

12. NON CURRENT TAX ASSETS (NET)

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Non-current tax assets [net of provision INR 566.45 Lakh (31 March 2017 : INR 566.45 Lakh; 01 April 2016 : INR 566.45 Lakh)]	37.40	37.40	37.40
	37.40	**37.40**	**37.40**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

13. OTHER NON-CURRENT ASSETS

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Capital advances	559.42	675.97	620.25
Balance with statutory authorities*	19.75	12.25	11.08
Prepaid expenses	82.28	137.86	98.14
	661.45	**826.08**	**729.47**

* includes deposit paid under protest with statutory authorities (refer note 43)

14. INVENTORIES

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
(Valued at lower of cost and net realisable value, unless otherwise stated)			
Raw materials			
- in hand	22,876.78	18,047.77	17,395.93
- in transit	5,584.98	527.28	154.63
Work-in-progress	162.85	1,136.46	147.04
Finished goods	3,231.74	4,293.19	2,314.13
Stores, spares and other consumables	109.27	178.52	211.92
Packing materials	757.86	259.17	248.61
Scrap (valued at net realisable value)	66.67	215.33	196.05
	32,790.15	**24,657.72**	**20,668.31**

Notes:

(i) Inventories have been pledged as security for liabilities, for details refer note 45.

15. TRADE RECEIVABLES

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Trade receivables			
- Unsecured, considered good	33,582.96	29,286.52	23,292.06
- Unsecured, considered doubtful	30.95	30.95	30.95
	33,613.91	**29,317.47**	**23,323.01**
Less: allowance for doubtful debts	30.95	30.95	30.95
	33,582.96	**29,286.52**	**23,292.06**

Notes:

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
(i) Includes debtors discounted from banks INR Nil (31 March 2017 : INR 5,672.77 Lakh; 01 April 2016 : INR 9,849.23 Lakh).			
(ii) Trade receivables have been pledged as security for liabilities, for details refer note 45.			
(iii) Includes receivable from related party (refer note 44):			
IL Jin Electronics (India) Private Limited	68.93	-	-
Appserve Appliance Private Limited	8.33	-	-
PICL (India) Private Limited	175.55	-	-
(iv) The carrying values of trade receivables are considered to be a reasonable approximation of fair values.			
(v) Refer note 51 - Financial risk management for assessment of expected credit losses.			

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

16. CASH AND CASH EQUIVALENTS

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Balances with banks:			
- in current and cash credit accounts* (refer note 57)	8,192.58	842.32	215.20
- deposits with original maturity less than three months	2,424.40	657.20	342.39
Cheques in hand	60.00	93.59	4.53
Cash in hand	11.46	13.65	6.85
	10,688.44	**1,606.76**	**568.97**

* Includes debit balance of INR 3,329.45 Lakh (31 March 2017 : INR 571.30 Lakh; 01 April 2016 : INR nil) in cash credit accounts

Notes:

(i) Other than as disclosed, there are no repatriation restrictions with respect to cash and cash equivalents as at the end of the reporting year and comparative years.

(ii) Refer note 17(i) for cash and cash equivalents which are under restriction.

17. OTHER BANK BALANCES

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Deposits with original maturity more than three months but less than twelve months	1361.76	1736.82	1098.07
	1361.76	**1736.82**	**1098.07**

Notes:

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
(i) Bank deposits which are under restriction:			
Fixed deposits with banks held as margin money for letter of credits, bank guarantees, working capital facilities and buyers credit	1,510.03	1,381.49	870.31
Fixed deposits with banks held as margin money for term loan	-	395.97	322.37
Fixed deposits lodged with banks for issue of guarantees in favour of sale tax authorities	4.45	4.42	4.13
Fixed deposits with banks held as margin money for assets taken on lease from Connect Residuary Private Limited	85.91	85.91	82.97
Fixed deposits with banks held till security perfection	-	-	59.08
	1,600.39	**1,867.78**	**1,338.86**
(ii) Bank deposits which are under restriction:			
- deposits with original maturity less than three months	781.66	631.67	342.39
- deposits with original maturity more than three months but less than twelve months	818.73	926.87	802.19
- deposits with original maturity more than twelve months	-	309.24	194.28
	1,600.39	**1,867.78**	**1,338.86**

(iii) The carrying values are a reasonable approximate of their fair values.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

18. LOANS (CURRENT)

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Unsecured, considered good			
Security deposits [refer note (i)]	1,196.05	864.79	615.95
Loans to employees [refer note (ii)]	81.39	67.28	46.83
	1,277.44	932.07	662.78

Note:

(i) includes security deposit to Acme Fabrications Private Limited (refer note 44)

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
(ii) includes amount outstanding from related party:			
Sudhir Goyal	2.15	-	-
Konica Yadav	0.13	-	-
Sanjay Arora	1.68	-	-
Sachin Gupta	3.73	-	-

(iii) The carrying values are considered to be a reasonable approximation of fair values.

19. OTHER FINANCIAL ASSETS (CURRENT)

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Recoverable on account of budgetary support	1,050.39	-	-
Other recoverable amounts	406.12	393.76	57.60
	1,456.51	**393.76**	**57.60**

The carrying values are considered to be a reasonable approximation of fair values.

20. OTHER CURRENT ASSETS

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Advances to related parties*	-	-	13.10
Advances to suppliers	505.84	115.50	360.69
Balances with statutory authorities	676.91	1,325.68	1,376.86
Prepaid expenses	123.78	112.96	67.88
	1,306.53	**1,554.14**	**1,818.53**

* includes amount receivable from Acme Fabrications Private Limited (refer note 44)

21. EQUITY SHARE CAPITAL

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Authorised capital			
45,000,000 (31 March 2017 : 26,500,000 ; 01 April 2016 : 25,000,000) Equity shares of INR 10 each	4,500.00	2,650.00	2,500.00
Nil (31 March 2017 : 4,500,000 ; 01 April 2016 : Nil) Preference shares of INR 10 each	-	450.00	-
	4,500.00	**3,100.00**	**2,500.00**
Issued, subscribed capital and fully paid up			
31,446,540 (31 March 2017 : 23,809,825 ; 01 April 2016 : 21,702,788) Equity shares of INR 10 each	3,144.65	2,380.98	2,170.28
	3,144.65	**2,380.98**	**2,170.28**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(i) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of INR 10 each. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(ii) Reconciliation of equity shares outstanding at the beginning and at the end of the year

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018		As at 31 March 2017	
	No. of shares	**(INR in Lakh)**	No. of shares	(INR in Lakh)
Equity share capital of INR 10 each fully paid up				
Balance at the beginning of the year	2,38,09,825	2,380.98	2,17,02,788	2,170.28
Add: Convertible preference shares converted into equity shares (refer (a) below)	-	-	21,07,037	210.70
Add: Convertible debentures converted into equity shares (refer (b) below)	21,07,030	210.70	-	-
Add: Shares issued during the year	55,29,685	552.97	-	-
Balance at the end of the year	**3,14,46,540**	**3,144.65**	**2,38,09,825**	**2,380.98**
Preference share capital of INR 10 each fully paid up				
Balance at the beginning of the year	-	-	-	-
Add: Convertible preference shares issued during the year	-	-	21,07,037	210.70
Less: Convertible preference shares converted into equity shares (refer (a) below)	-	-	(21,07,037)	(210.70)
Balance at the end of the year	**-**	**-**	**-**	**-**

(a) On 12 January 2017, the Company had issued 2,107,037 Compulsorily Convertible Preference Shares ("CCPS") of INR 10 each at premium of INR 227.30 per CCPS, aggregating to INR 5000 Lakh. The holder of the CCPS shall be entitled to receive, fixed dividend in respect of the par value of the CCPS at the rate of 0.01% per annum. During the year ended 31 March 2017, CCPS were converted into equivalent number of equity shares of INR 10 each in the ratio of 1:1.

(b) The Company issued 10 Compulsorily Convertible Debentures ("CCD") of INR 500 Lakh each aggregating to INR 5,000 Lakh. The holder of the CCD shall be entitled to receive interest in respect of the par value of the CCD at the rate of 8.65% per annum. Each CCD shall be converted into 2,107,030 Equity Shares of INR 10 each at a premium of INR 227.30 per equity share. The CCDs shall be compulsorily converted into equity shares: (a) on the date i.e. 10 years from the date of issue or (b) on the day that is the 15th business day from the date of issuance of a CCD conversion notice by the Investor, in respect of the CCD held by the Investor. During the year ended 31 March 2018, the investor has exercised the option for conversion of these debentures.

(iii) Shareholders holding more than 5% of shares of the Company as at balance sheet date

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018		As at 31 March 2017		As at 01 April 2016	
	No. of shares	**% holding**	No. of shares	% holding	No. of shares	% holding
Mr. Jasbir Singh	70,55,760	22.44%	66,85,840	28.08%	66,85,840	30.81%
Mr. Daljit Singh	60,70,800	19.31%	57,00,880	23.94%	57,00,880	26.27%
Mr. Kartar Singh	7,08,667	2.25%	10,46,264	4.39%	14,80,320	6.82%
Ascent Investment Holdings Pte. Ltd.	65,77,639	20.92%	99,20,041	41.66%	-	-
Reliance Alternate Investment Fund	-	-	-	-	73,78,948	34.00%

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(iv) Details of shares allotted as fully paid up by way of bonus issues during current year and last 5 years:

(All amount in INR Lakh unless stated otherwise)

Year ended	Face value (in INR)	Number of shares
31 March 2018	10.00	-
31 March 2017	10.00	-
31 March 2016	10.00	-
31 March 2015	10.00	-
31 March 2014	10.00	-
31 March 2013	10.00	-
31 March 2012	10.00	1,25,33,360

22. OTHER EQUITY

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017
Securities premium reserve		
Balance at the beginning and end of the year	14,051.40	9,262.11
Add: Additions made during the year on allotment of equity shares*	51,623.15	4,789.29
Less: Share issue expenses adjusted*	(2,243.14)	-
Balance at the end of the year	**63,431.41**	**14,051.40**
General reserve		
Balance at the beginning and end of the year	**337.32**	**337.32**
Equity component of compound financial instruments		
Balance at the beginning of the year	3,398.25	-
Add: Movement during the year	(3,398.25)	3,398.25
Balance at the end of the year	**-**	**3,398.25**
Surplus in the statement of profit and loss		
Balance at the beginning of the year	15,161.69	13,352.66
Add : Profit for the year	6,198.59	2,416.89
Add: Other comprehensive income / (Loss)		
Remeasurement of defined benefit obligations (net of tax)	23.73	(4.47)
Less: Interim dividend	-	501.33
Less: Tax on interim dividend	-	102.06
Balance at the end of the year	**21,384.01**	**15,161.69**
Total other equity	**85,152.74**	**32,948.66**

*During the year ended 31 March 2018, the Company has completed Intial Public Offer (IPO) of 6,984,865 equity shares of INR 10 each at an offer price of INR 859 per equity share aggregating to INR 59,960 Lakh (net of employee discount) through fresh issue of 5,529,685 equity shares and an offer for sale by promoter selling shareholder: (i) Mr. Jasbir Singh of 727,590 equity shares and (ii) Mr Daljit Singh of 727,590 equity shares. Thereby, the total issue proceeds comprised of INR 47,468.33 Lakh including INR 46,915.36 Lakh as securities premium on account of fresh issue. Out of the securities premium, INR 2,243.14 Lakh has been utilised against share issue expenses on accrual basis.

During the year ended 31 March 2018, the investor has exercised the option for conversion of 10 CCDs of 2,107,030 equity shares of INR 10 each at the conversion price of INR 237.30 per share (including security premium of INR 227.30 each). Thereby, the total issue proceeds comprised of INR 210.70 Lakh as capital and INR 4,707.79 Lakh as securities premium (net of loss on conversion of CCDs).

During the year ended 31 March 2017, the Company has made a private placement of 2,107,037 preference shares of INR 10 each at the rate of INR 237.30 per share (including security premium of INR 227.30 each). Thereby, the total issue proceeds comprised of INR 210.70 Lakh as capital and INR 4,789.30 Lakh as securities premium. These shares have been further converted into equity shares of INR 10 each during the year in the ratio of 1:1.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

Nature and purpose of other reserves

Securities premium reserve

Securities premium reserve represents premium received on issue of shares. The reserve is being utilised in accordance with the provisions of the Companies Act, 2013.

General reserve

General reserve is created from time to time by way of transfer of profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another.

Equity component of compound financial instruments

This reserve represents equity component of compulsory convertible debenture.

23. LONG-TERM BORROWINGS [REFER NOTE (I)]

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Secured			
Term loans			
from banks	-	8,167.16	3,749.13
from others	579.67	10,580.19	10,944.49
Vehicle loan			
from banks	10.92	14.25	-
from others	21.35	25.11	19.99
Liability component of compound financial instruments			
8.65% Compulsory convertible debentures of INR 50,000,000 each	-	2,419.16	-
Long term maturities of finance lease obligations	357.64	748.11	1,265.08
	969.58	**21,953.98**	**15,978.69**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

Notes:

(i) For repayment terms of the outstanding long-term borrowings (including current maturities) refer the table below:
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(All amount in INR Lakh unless stated otherwise)

S. No.	Nature of loan	Lender	**As at 31 March 2018**		As at 31 March 2017		As at 31 March 2016		Nature of securities	Interest rate	Tenure of repayment
			Non-Current	**Current**	Non-Current	Current	Non-Current	Current			
1	Term loan from bank (in Rupees)	HDFC Bank Limited	-	-	-	-	1,226.98	545.32	First pari passu charge on all the present and future current assets, first pari passu charge on moveable fixed assets of the company exclusive of those specifically hypothecated to other banks, first pari passu charge on plot no. C-1, phase- II, focal point, Rajpura belonging to the company and, plot no. C-2, phase- II, focal point, Rajpura belonging to Acme Fabrications Private Limited and negative lien on plot no. C-12 urban estate focal point, Rajpura belonging to Acama Appliances Private Limited, exclusive charge on the machinery purchased out of the proceeds of this term loan , exclusive charge on the Jhajjar factory building- khewat no. 29 min, khata no 29 min, rect no 92, kila no 13 (8-0), 14/1 (1-15), 17 (7-7), 18(8-0), khewat no. 110 min, khata no 125 min, rect no 92, kila no 6/2 (4-0), 7/1 (4-0), khewat no. 916 min, khata no 1031 min, rect no 92, kila no 8/2 (3-18), 15/1 (4-0), 16/2 (5-17), khewat no. 143 min, khata no 167 min, rect no 92, kila no 23/2/1 (2-4), situated in village dadr toe, tehsil-Jhajjar, district-Jhajjar valued at 120 million. The term loans are also secured by corporate guarantees of Acme Fabrications Private Limited and Acama Appliances Private Limited and personal guarantee of Mr. Kartar singh (Chairman Emeritus), Mr. Jasbir singh (Chairman & CEO), Mr. Daljit singh (Managing Director) and Mr. Kirpal singh (Director).	Base Rate + 2.15% p.a.	22 equal quaterly installments of INR 136.3 Lakh.
2	Term loan from bank (in Rupees)	Axis Bank Limited	-	-	-	-	166.67	222.22	Exclusive charge by way of hypothecation on fixed assets funded out of the term loan, first pari passu charge by way of equitable mortgage of 3 immovable properties including land and building located at plot no. C-1, phase- II, focal point, Rajpura punjab owned by the company and plot no. C-2, phase- II, focal point, Rajpura punjab owned by Acme Fabrications Private Limited and plot no. D-36-37-38 , selaqui Dehradun, Uttaranchal pardesh owned by the company, negative lien on plot no. C-12, urban estate, focal point, Rajpura punjab in the name of Acama appliances private. Limited. The term loans are also secured by corporate guarantees of Acme Fabrications Private Limited and Acama Appliances Private Limited and personal guarantees of Mr. Jasbir singh (Chairman & CEO) and Mr. Kartar singh (Chairman Emeritus).	Base Rate + 2.5% p.a.	18 equal quaterly installments of INR 55.5 Lakh each.

(All amount in INR Lakh unless stated otherwise)

S. No.	Nature of loan	Lender	**As at 31 March 2018**		As at 31 March 2017		As at 31 March 2016		Nature of securities	Interest rate	Tenure of repayment
			Non-Current	**Current**	Non-Current	Current	Non-Current	Current			
3	Term loan from bank (in Rupees)	Axis Bank Limited	-	-	-	-	213.22	160.00	First pari passu charge by way of equitable mortgage of commercial property situated at plot no. 99, sector 6, faridabad (admeasuring 2,566.68 sq. Yards), extension of first pari passu charge on commercial property , situated at plot no. 92, sector 6, faridabad (admeasuring 2,566.68 sq. Yards) presently in the name of PICL(India) private limited, (a subsidiary company) subservient charge on the current assets of the company, both present and future. The terms loans are also secured by personal guarantees of Mr. Kartar singh (Chairman Emeritus) and Mr. Jasbir singh (Chairman & CEO) and corporate guarantee of PICL (India) private limited.	Base Rate + 2.5% p.a.	60 monthly installments of INR 13 Lakh starting from August 2013.
4	Term loan from bank (in Rupees)	SBER Bank	-	-	-	-	-	370.55	First pari passu charge on all the present and future current assets of the company, first pari passu charge on moveable fixed assets of the company exclusive of those specifically hypothecated to other banks, first pari passu charge on plot no. C-1, phase- II, focal point, Rajpura and plot no. D-36-37-38, selaqui Dehradun, uttaranchal in the name of the company and first pari passu charge on plot no. C-2, phase- II, focal point, Rajpura in the name of Acme Fabrications Private Limited and negative lien on plot no. C-12, phase- II, focal point, Rajpura in the name of Acama Appliances Private Limited. The corporate loan is also secured by corporate guarantees of Acme Fabrications Private Limited and Acama Appliances Private Limited and personal guarantees of Mr. Jasbir singh (Chairman & CEO) and Mr. Daljit singh (Managing Director).	13.15% p.a.	7 monthly ballooning installments starting from March 2016 as per the repayment schedule.
5	Term loan from bank(in Rupees)	IDFC Bank Ltd.	-	-	1,960.00	800.00	2,157.00	240.00	Exclusive charge on plant and machinery of INR 1500 Lakh and exclusive charge on land and building of the plant situated at H-23, industrial area, selaqui, Dehradun. Interim mortgage on A-1/1A, industrial area, selaqui, Dehradun. The term loan is also secured by personal guarantees of Mr. Jasbir singh (Chairman & CEO) and Mr. Daljit singh (Managing Director).	1 Year MCLR+1.6%	44 monthly structured installments starting from Jan 2017 as per the repayment schedule.
6	Term loan from bank (in Rupees)	IndusInd Bank Limited	-	-	6,492.72	-	-	-	Exclusive charge on hypothecation on moveable fixed asets at 1.) D-36,37,38 upsidc selaqui, Dehradun, 2.) D-93, midc, ranjangaon, pune, 3.) C-1, phase- II, focal point, Rajpura, 4.) C-3, upsidc industrial area,kasna,up and exclusive charge by way of mortgage of property at d-93, midc, ranjangaon, pune and second pari passu charge on curent assets of the company. The term loan is also secured by personal guarantees of Mr. Jasbir singh (Chairman & CEO) and Mr. Daljit singh (Managing Director).	MCLR + 1.30% p.a.	28 quarterly structured installments starting from June 2018 as per the repayment schedule.
7	Term loan from Others	Tata capital financial services limited	-	-	719.20	359.65	783.25	261.11	Subservient charge by way of hypothecation on all the current assets (both present and future) of the company and first and exclusive charge by way of hypothecation on equipment funded by Tata Capital Financial Services Limited and unconditional and irrevocable personal guarantee of Mr. Jasbir singh (Chairman & CEO), Mr. Kartar singh (Chairman Emeritus) and Mr. Daljit singh (Managing Director).	LTLR - 5.50% p.a.	54 equal monthly installments of INR 27 Lakh starting from October 2015

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(All amount in INR Lakh unless stated otherwise)

S. No.	Nature of loan	Lender	As at 31 March 2018		As at 31 March 2017		As at 31 March 2016		Nature of securities	Interest rate	Tenure of repayment
			Non-Current	Current	Non-Current	Current	Non-Current	Current			
8	Term loan from Others	Bajaj Finance Limited	-	-	-	-	1,822.98	423.32	Exclusive charge on moveable fixed assets amounting to INR 3000 Lakh and exclusive charge by way of equitable mortgage on property situated at C-11, focal point, Rajpura, punjab in the name M/s Acme Engineering and Fabrications. The corporate loan is also secured by corporate guarantees of acme engineering and fabrications and personal guarantees of Mr. Jasbir singh (Chairman & CEO) and Mr. Daljit singh (Managing Director).	12.05% p.a.	60 monthly structured installments starting from Aug 2015 as per the repayment schedule.
9	Term loan from Others	Seimens Financial Services Limited	597.49	342.05	939.54	320.94	975.55	247.26	Exclusive charge by way of hypothecation on equipment funded by term loan and non interest bearing refundable security deposit amounting to INR 160.56 Lakh. It is also secured by personal guarantees of Mr. Jasbir singh (Chairman & CEO) and Mr. Daljit singh (Managing Director).	10.75% to 11% p.a.	Tranche 1 of INR 1,222.8 Lakh is repayable in 55 monthly installments and Tranche 2 of INR 284.9 Lakh is repayable in 54 equal monthly instalments.
10	Term loan from Others	Hero Fin Corp Limited	-	-	7,125.00	375.00	7,500.00	-	Exclusive charge by way of equitable mortgage on the immovable properties being land and building at plot no.a-1/1 at selaqui industrial area, Dehradun. And exclusive charge by of equitable mortgage on the property situated at C-11, focal point, Rajpura in the name of M/s Acme Engineering & Fabrications. Also secured by first & exclusive charge on plant and machinery upto INR 981.7 million located at H-23, industrial area, selaqui, Dehradun and plot no.a-1/1& 1a at selaqui industrial area, Dehradun. The corporate loan is also secured by interim mortgage on H-23 , industrial area , selaqui, Dehradun (already mortgaged with Herofin corp). The corporate loan is also secured by personal guarantees of Mr. Jasbir singh (Chairman & CEO), Mr. Daljit singh (Managing Director) and Mr. Kartar singh (Chairman Emeritus) up to an extent of INR 600 Lakh.	12.10% p.a.	Repayable in 4 quarterly installments of INR 125 Lakh and 20 quaterly instalments of INR 350 Lakh starting from July 2017.
11	Term loan from Others	Tata capital financial services limited	-	-	1,900.00	100.00	-	-	Subservient charge by way of hypothecation on all the current assets (both present and future) of the company and first and exclusive charge by way of hypothecation on equipment funded by Tata Capital Financial Services Limited and unconditional and irrevocable personal guarantee of Mr. Jasbir singh (Chairman & CEO) and Mr. Daljit singh (Managing Director).	LTLR - 7.00% p.a.	Repayable in 20 quarterly installments of 5 tranches as per the repayment schedule.
12	Vehicle loans from Banks	Various banks	10.92	3.33	14.25	3.04	-	-	Hypothecation of specific vehicles purchased out of the proceeds of those loans	9% to 10% p.a.	The loan is to be repaid as per the repayment schedule in equivated annual instalments.
13	Vehicle loans from Others	Financial Institutions	21.36	20.31	25.11	12.58	19.99	5.85	Hypothecation of specific vehicles purchased out of the proceeds of those loans	9% to 10%	As per the Repayment schedule in equivated annual instalments

(All amount in INR Lakh unless stated otherwise)

S. No.	Nature of loan	Lender	**As at 31 March 2018**		As at 31 March 2017		As at 31 March 2016		Nature of securities	Interest rate	Tenure of repayment
			Non-Current	**Current**	Non-Current	Current	Non-Current	Current			
14	Compulsory convertible debentures	Ascent Investment Holdings Pte. Limited	-	-	2,419.16	-	-	-	Not applicable	8.65% p.a.	The CCDs shall be compulsorily converted into 210,703 equity shares at a premium of INR 227.30 per equity share: (a) on the date i.e. 10 years from the date of issue or (b) on the day that is the 15th business day from the date of issuance of a CCD conversion notice by the Investor, in respect of the CCD held by the Investor. The Same has been converted on 2nd December 2017.
15	Finance lease obligations	Connect Residuary Private Limited	9.10	341.59	132.66	266.01	374.90	248.01	Pledge of fixed deposits of INR 68.9 Lakh and refundable security deposit amounting INR 181.1 Lakh.	8.68% p.a. to 9.37% p.a.	INR 60.85 for every INR 1000 value of machinery in 20 quaterly installmeents.
16	Finance lease obligations	GE Capital India Limted	336.13	286.22	603.04	274.74	877.79	218.34	Secured by way of ownership of leased equipment and personal guarantee of Mr. Jasbir singh (Chairman & CEO) and Mr. Daljit singh (Managing Director).	14% to 15% p.a.	60 monthly installment from the date of respective drawdown as per repayment schedule.
17	Finance lease obligations	Lessor of leasehold lands	12.41	1.56	12.41	1.56	12.39	1.56	Secured by the hypothecation of assets financed		Refer note 48
Less : Unamortised processing fees			(17.83)	-	(389.10)	-	(152.03)	-			
Total			**969.58**	**995.06**	**21,953.98**	**2,513.52**	**15,978.69**	**2,943.54**			

(ii) Refer note 50 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 51 - Financial risk management for assessment of expected credit losses.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

24. TRADE PAYABLES (NON-CURRENT)

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Dues to micro and small enterprises [refer note 29(i)]	-	-	-
Dues to creditors other than micro enterprises and small enterprises	-	-	3,883.93
	-	**-**	**3,883.93**

Refer note 50 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 51 - Financial risk management for assessment of expected credit losses.

25. PROVISIONS (NON-CURRENT)

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Provision for employee benefits			
Gratuity (refer note 49)	227.92	188.85	152.00
Leave encashment	39.98	54.47	60.06
	267.90	**243.32**	**212.06**

26. DEFERRED TAX LIABILITIES (NET)

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Deferred tax liability arising on account of :			
Timing difference on depreciation and amortisation of fixed assets	5,616.54	4,841.06	3,187.93
Financial assets and financial liabilities at amortised cost	-	-	39.87
Others	2.07	1.01	0.70
Deferred tax asset arising on account of :			
Provision for employee benefits	171.35	134.20	95.09
Financial assets and financial liabilities at amortised cost	51.18	76.19	-
Provision for doubtful debts	10.82	10.71	9.56
Adjustment for compulsory convertible debentures	-	837.22	-
Others	-	0.89	7.83
Tax credit (minimum alternative tax)	3,276.85	3,283.99	2,307.77
Deferred tax liabilities (net)	**2,108.41**	**498.87**	**808.25**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

Movement in deferred tax liabilites

(All amount in INR Lakh unless stated otherwise)

Particulars	01 April 2016	Recognised in other comprehensive income/ equity	Recognised statement of profit and loss	31 March 2017
Liabilities				
Timing difference on depreciation and amortisation of fixed assets	3,187.93	-	1,653.13	4,841.06
Financial assets and financial liabilities at amortised cost	39.87	-	(39.87)	-
Fair valuation of derivative contracts	-	-	-	-
Others	0.70	-	0.31	1.01
Assets				
Provision for employee benefits	(95.09)	(2.36)	(36.75)	(134.20)
Financial assets and financial liabilities at amortised cost	-	-	(76.18)	(76.19)
Trade receivables	(9.56)	-	(1.15)	(10.71)
Adjustment for compulsory convertible debentures	-	(847.71)	10.49	(837.22)
Others	(7.83)	-	6.94	(0.89)
Tax credit (minimum alternative tax)	(2,307.77)	-	(976.22)	(3,283.99)
Deferred tax liabilities/(assets) (net)	**808.25**	**(850.07)**	**540.70**	**498.87**

(All amount in INR Lakh unless stated otherwise)

Particulars	01 April 2017	Recognised in other comprehensive income/ equity	Recognised statement of profit and loss	**31 March 2018**
Liabilities				
Timing difference on depreciation and amortisation of fixed assets	4,841.06	-	775.48	5,616.54
Others	1.01	-	1.06	2.07
Assets				
Provision for employee benefits	(134.20)	12.75	(49.90)	(171.35)
Financial assets and financial liabilities at amortised cost	(76.19)	-	25.02	(51.18)
Trade receivables	(10.71)	-	(0.11)	(10.82)
Adjustment for compulsory-convertible debentures	(837.22)	804.58	32.64	-
Others	(0.89)	-	0.89	-
Tax credit (minimum alternative tax)	(3,283.99)	-	7.14	(3,276.85)
Deferred tax liabilities/(assets) (net)	**498.87**	**817.33**	**792.22**	**2,108.41**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

27. OTHER NON-CURRENT LIABILITIES

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Deferred revenue	260.85	288.40	315.94
	260.85	**288.40**	**315.94**

Refer note 50 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 51 - Financial risk management for assessment of expected credit losses

28. SHORT-TERM BORROWINGS

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Secured			
Working capital demand loans	-	2,172.85	4,669.50
Cash credits	1,877.47	1,958.01	6,250.25
Overdraft facilities	-	-	106.99
Buyers credit	1,049.04	3,167.73	1,654.45
Dues for bill discounted	139.37	2,711.79	4,118.55
	3,065.88	**10,010.38**	**16,799.74**
Unsecured			
Dues for bill discounted	-	3,232.64	6,306.13
	-	**3,232.64**	**6,306.13**
Total	**3,065.88**	**13,243.02**	**23,105.87**

Notes:

a. Details of security of short term borrowings for the year ended 31 March 2018

Cash Credits, Bill Discounting and Buyers' Credit facilities (except IDFC Bank) are secured by first pari passu charge on all the present and future current assets of the Company, first pari passu charge on all the present and future unencumbered moveable fixed assets of the Company, first pari passu charge by way of mortgage of industrial properties including land and building located at Plot No. C-1, Phase-II, Focal Point, Rajpura, Punjab in the name of the Company and Plot No. C-2, Phase-II, Focal Point, Rajpura, Punjab in the name of Acme Fabrications Private Limited and Plot No. D-36-37-38, Selaqui, Dehradun, Uttaranchal in the name of the Company and negative lien on Plot No. C-12 Urban Estate Focal Point, Rajpura, Punjab in the name of Acama Appliances Private Limited. The loans are also secured by personal guarantee of Mr. Jasbir Singh (Chairman and CEO) and Mr. Daljit Singh (Managing Director) and corporate guarantees of Acme Fabrications Private Limited and Acama Appliances Private Limited. Short Term Borrowings sanctioned from IDFC Bank i.e. INR 4750 Lakh is secured by subservient charge on on all the present and future current assets of the Company and also secured by personal guarantee of Mr. Jasbir Singh (Chairman and CEO) and Mr. Daljit Singh (Managing Director).Out of this INR 4750 Lakh, INR 1750 Lakh is also secured by exclusive charge on Plant & Machinery situated at jhajjar and INR 3000 Lakh is also secured by exclusive charge on immovable property situated at A-1/1A, Selaqui, Dehradun.

b. Terms of repayment and interest rate for the year ended 31 March 2018

Cash Credit from Banks amounting to INR 1,877.47 Lakh, carrying interest rate varying from 9.20% p.a. to 12.00% p.a. is repayable on demand.

Buyers' Credit from Banks amounting to INR 1,049.04 Lakh carrying interest rate varying from LIBOR+ 0.25% p.a. to 0.75% p.a. is repayable on demand.

Discounting facilities include secured purchase bills discounting of INR 139.37 Lakh, carrying interest rate at 8.6% p.a. is repayable on demand.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

c. Details of security of short term borrowings for the year ended 31 March 2017

Working Capital Demand Loans, Cash Credits, Bill Discounting and Buyers' Credit facilities (except IDFC Bank and Tata capital financial services limited) are secured by first pari passu charge on all the present and future current assets of the Company, first pari passu charge on all the present and future unencumbered moveable fixed assets of the Company, first pari passu charge by way of mortgage of industrial properties including land and building located at Plot No. C-1, Phase-II, Focal Point, Rajpura, Punjab in the name of the Company and Plot No. C-2, Phase-II, Focal Point, Rajpura, Punjab in the name of Acme Fabrications Private Limited and Plot No. D-36-37-38, Selaqui, Dehradun, Uttaranchal in the name of the Company and negative lien on Plot No. C-12 Urban Estate Focal Point, Rajpura, Punjab in the name of Acama Appliances Private Limited. The loans are also secured by personal guarantee of Mr. Kartar Singh (Chairman Emeritus), Mr. Jasbir Singh (Chairman & CEO), Mr. Kirpal Singh (Director) and and Mr. Daljit Singh (Managing Director) and corporate guarantees of Acme Fabrications Private Limited and Acama Appliances Private Limited. Short Term Borrowings sanctioned from IDFC Bank i.e. INR 3000 Lakh is secured by exclusive charge on immovable property situated at A-1/1A, Selaqui, Dehradun and INR 1750 Lakh is secured by exclusive charge on Plant & Machinery (written down value INR 600 Lakh) of the company property situated at Rajpura and land & building of the Plant situated at H-23, Integrated Industrial Estate,Selaqui , Dehardun.The loans are also secured by personal guarantee of Mr. Jasbir Singh (Chairman & CEO) and Mr. Daljit Singh (Managing Director). Short Term Borrowings sanctioned from Tata Capital Financial Services ltd. of INR 5000 Lakh is secured by subservient charge on all the present and future current assets of the Company and also secured by personal guarantee of Mr. Jasbir Singh (Chairman & CEO) and Mr. Daljit Singh (Managing Director).

d. Terms of repayment and interest rate for the year ended 31 March 2017

Working capital demand loans from Banks amounting to INR 2,172.85 Lakh carrying interest rate varying from 9.50% p.a. to 11.35% p.a. is repayable on demand.

Cash Credit from Banks amounting to INR 1,958.01, carrying interest rate varying from 10.25% p.a. to 12.25% p.a. is repayable on demand.

Buyers' Credit from Banks amounting to INR 3,167.73 Lakh carrying interest rate varying from LIBOR+ 0.30% p.a. to 0.75% p.a. is repayable on demand.

Discounting facilities include secured sale and purchase bills discounting of INR 2366.69 and INR 345.10 Lakh respectively, unsecured sale bills discounting of INR 3232.64 Lakh, carrying interest rate varying from 8.70% p.a. to 10.50% p.a. is repayable on demand.

e. Details of security of short term borrowings for the year ended 01 April 2016

Working Capital Demand Loans, Cash Credits, Bill Discounting, Overdraft and Buyers' Credit facilities (except IDFC Bank and Tata capital financial services limited) are secured by first pari passu charge on all the present and future current assets of the Company, first pari passu charge on all the present and future unencumbered moveable fixed assets of the Company, first pari passu charge by way of mortgage of industrial properties including land and building located at Plot No. C-1, Phase-II, Focal Point, Rajpura, Punjab in the name of the Company and Plot No. C-2, Phase-II, Focal Point, Rajpura, Punjab in the name of Acme Fabrications Private Limited and Plot No. D-36-37-38, Selaqui, Dehradun, Uttaranchal in the name of the Company and negative lien on Plot No. C-12 Urban Estate Focal Point, Rajpura, Punjab in the name of Acama Appliances Private Limited. The loans are also secured by personal guarantee of Mr. Kartar Singh (Chairman Emeritus), Mr. Jasbir Singh (Chairman & CEO), Mr. Kirpal Singh (Director) and and Mr. Daljit Singh (Managing Director) and corporate guarantees of Acme Fabrications Private Limited and Acama Appliances Private Limited. Short Term Borrowings sanctioned from IDFC Bank i.e. INR 2000 Lakh is secured by subservient charge on all the present and future current assets of the Company and Exclusive charge on Land and Buliding situated at 686/58 & 691/59 , Trilok Road, Kheri, Kalaamb, Himachal Pradesh and exclusive charge on Plant and Machinery of WDV of INR 600 Lakh. It is also secured by personal guarantee of Mr. Jasbir Singh (Chairman & CEO) and Mr. Daljit Singh (Managing Director). Short Term Borrowings sanctioned from Tata Capital Financial Services ltd. of INR 4000 Lakh is secured by subservient charge on all the present and future current assets of the Company and also secured by personal guarantee of Mr. Jasbir Singh (Chairman & CEO) and Mr. Daljit Singh (Managing Director).

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

f. Terms of repayment and interest rate for the year ended 01 April 2016

Working capital Demand loans from banks amounting to INR 4,669.50 Lakh carrying interest rate varying from 10.10% to 12.00% is repayable on demand.

Cash Credit from banks amounting to INR 6,250.25 Lakh carrying interest rate varying from 11.15% to 12.75% is repayable on demand.

Buyers' Credit from banks amounting to INR 1,654.45 Lakh carrying interest rate varying from LIBOR+ 0.45% to 1.35% is repayable on demand.

Overdraft facilities from banks amounting to INR 106.99 Lakh carrying interest rate varying from 12% to 12.25% is repayable on demand.

Discounting facilities include secured sale and purchase bills discounting of INR 3431.54 Lakh and INR 687.01 Lakh respectively, unsecured sale bills discounting of INR 6306.13 Lakh, carrying interest rate varying from 10.00% p.a. to 12.50% p.a. is repayable on demand.

g. Reconciliation of liabilities arising from financing activities

(All amount in INR Lakh unless stated otherwise)

Description	Long-term borrowings	Short-term borrowings	Total
As at 1 April 2017	**24,467.50**	**13,243.02**	**37,710.52**
Cash flows:			
Proceeds from borrowings	4,020.15	-	**4,020.15**
Repayment of borrowings	(24,478.98)	(10,272.92)	**(34,751.90)**
Non-cash:			
Debentures converted into equity shares	(2,419.16)	-	**(2,419.16)**
Foreign currency fluctuation impact	-	(1.30)	**(1.30)**
Impact of amortised cost adjustment for borrowings and finance lease obligations	375.13	97.08	**472.21**
As at 31 March 2018	**1,964.64**	**3,065.88**	**5,030.52**

29. TRADE PAYABLES

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Due to micro and small enterprises [refer note (i) below]	5,269.74	2,549.61	1,645.36
Dues to others [refer note (ii) below]	42,577.41	38,545.63	25,660.75
	47,847.15	**41,095.24**	**27,306.11**

(i) Dues to micro and small enterprises pursuant to section 22 of the Micro,Small and Medium Enterprises Development Act (MSMED),2006

On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act ,2006 (MSMED Act, 2006) and based on the information available with the company,the following are the details:

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Principal amount remaining unpaid	5,260.64	2,497.07	1,623.42
Interest accrued and due thereon remaining unpaid	50.51	30.60	15.68
Interest paid by the company in terms of service 16 of MSMED Act 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.	(93.95)	-	-

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year), but without adding the interest specified under MSMED Act ,2006.	-	-	-
Interest accrued and remaining unpaid as at the end of the year	9.10	52.54	21.94
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.	-	-	-

(ii) Includes payable to related party (refer note 44)

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
PICL (India) Private Limited	434.49	2,504.42	2,178.26
Amrit Aircon System Private Limited	4.00	7.94	-

(iii) The carrying values are considered to be reasonable approximation of their fair values.

30. OTHER FINANCIAL LIABILITIES (CURRENT)

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Current maturities of long-term debts:			
Term loan (also refer note 23)			
-from banks	-	800.00	1,538.10
-from others	342.05	1,155.61	931.69
Vehicle loan (also refer note 23)			
-from banks	3.33	3.04	-
-from others	20.31	12.58	5.85
Finance lease obligation	629.37	542.29	467.90
Creditors for capital expenditure	216.21	501.63	401.46
Interest accrued	34.31	193.98	146.35
Expenses payable* [refer note (i) below]	1,109.15	229.46	212.28
Employee related payables [refer note (ii) below]	399.59	434.24	422.01
Forward payable [net of forward receivable INR nil (31 March 2017 : INR 15,031,491 ; 01 April 2016 : INR Nil)]	-	3.80	-
	2,754.32	**3,876.63**	**4,125.64**

*includes payables for offer related expenses

(i) Expenses payable includes amount payable to related party:

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Mr. Jasbir Singh	1.99	-	-
Mr. Daljit Singh	12.12	-	-
Mr. Kartar Singh	1.05	-	-

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(ii) Include payable to Key Managerial Persons (refer note 44)

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Mr. Kirpal Singh	-	0.25	1.19
Mr. Kartar Singh	-	0.80	3.60
Ms. Sukhmani Lakhat (director as at 31 March 2016)	-	-	4.40
Mr. Daljit Singh	9.26	4.58	18.94
Mr. Jasbir Singh	-	5.28	6.37
Mr. Udaveer Singh	2.29	-	-
Mr. Sudhir Goyal	0.89	-	-
Ms. Konica Yadav	0.46	-	-
Mr. Sanjay Arora	3.37	-	-
Mr. Sachin Gupta	1.86	-	-

(iii) The carrying values are considered to be reasonable approximation of their fair values.

31. OTHER CURRENT LIABILITIES

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Advance from customers	56.40	9.88	1.20
Payable to statutory authorities	3,259.68	651.61	626.30
Deferred revenue	126.13	111.16	73.12
	3,442.21	**772.65**	**700.62**

32. PROVISIONS

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Provision for employee benefits			
Gratuity (refer note 49)	17.74	20.13	17.79
Leave encashment	68.10	32.42	2.73
	85.84	**52.55**	**20.52**

33. CURRENT TAX LIABILITIES (NET)

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Provision for income tax [net of advance tax and taxes deducted at source INR 1,428.66 Lakh (31 March 2017 : INR 781.02 Lakh ; 01 April 2016 : INR nil)]	530.75	128.67	-
	530.75	**128.67**	**-**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

34. REVENUE FROM OPERATIONS

(All amount in INR Lakh unless stated otherwise)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Operating revenue		
Sale of products (including excise duty)	1,92,165.22	1,62,007.64
Other operating revenues		
Scrap sales	1,683.56	1,194.18
Budgetory support under GST Regime	1,050.39	-
Job work charges	98.30	35.20
	1,94,997.47	**1,63,237.02**

35. OTHER INCOME

(All amount in INR Lakh unless stated otherwise)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Interest from		
Bank deposits	149.55	144.42
Other financial assets carried at amortised cost	40.74	70.26
Other income		
Lease rent (refer note 48)	36.00	36.00
Insurance claims	10.73	3.14
Profit on disposal of fixed assets (net)	32.41	33.52
Government grant income	27.55	27.55
Business support income	3.36	-
Foreign exchange fluctuation (net)	456.47	459.69
Sales tax refund earlier years	-	1.62
Bad debts recovered	-	21.80
Miscellaneous income	11.92	18.12
	768.73	**816.12**

36. COST OF MATERIALS CONSUMED

(All amount in INR Lakh unless stated otherwise)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Opening stock		
Raw material	18,047.77	17,395.93
Stores, spares and other consumables	178.52	211.92
Packing material	259.17	248.61
Less: Credits under Goods and Service Tax Act, 2017 (refer note (ii) below)	(327.55)	-
Add: Purchases made during the year	1,64,675.50	1,34,438.38
	1,82,833.41	**1,52,294.84**
Less: Closing stock		
Raw material	22,876.78	18,047.77
Stores, spares and other consumables	109.27	178.52
Packing material	757.86	259.17
	1,59,089.50	**1,33,809.38**

Notes:

(i) As per transitional provisions for GST, the Company has availed benefits of input tax credits available under GST for units which were tax exempted under earlier laws on stocks lying with the Company as on 30 June 2017. Required adjustments aggregating to INR 327.55 Lakh have been made in the cost of raw material consumed for the period against purchases made during the last year which were lying with the Company in stocks as on 30 June 2017 too.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

37. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

(All amount in INR Lakh unless stated otherwise)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Opening stock		
Work-in-progress	1,136.46	147.04
Finished goods	4,293.19	2,314.13
Scrap	215.33	196.05
Closing stock		
Work-in-progress	162.85	1,136.46
Finished goods	3,231.74	4,293.19
Scrap	66.67	215.33
Impact of excise duty on opening/closing stock	251.07	(81.18)
	1,932.65	**(2,906.58)**

38. EMPLOYEE BENEFITS EXPENSE

(All amount in INR Lakh unless stated otherwise)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Salary, wages and bonus	3,885.48	3,496.28
Contribution to provident and other funds	244.27	178.69
Staff welfare expenses	53.42	124.65
	4,183.17	**3,799.62**

For disclosures related to provision for employee benefits, refer note 49 - Employee benefit obligations

39. FINANCE COSTS (REFER NOTE BELOW)

(All amount in INR Lakh unless stated otherwise)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Interest on		
- Term loans	1,668.76	2,064.55
- Others	2,982.59	3,947.43
Other borrowing costs	154.37	79.05
	4,805.72	**6,091.03**
Less: borrowing costs capitalised [refer note 4(ii)]	148.50	176.52
	4,657.22	**5,914.51**

Note:

On 2 December 2017, 10 nos. compulsory convertible debentures (the "CCD's") with face value of INR 500 Lakh each were converted into equity shares of the Company prior to filing of the red herring prospectus with the Registrar of Companies as per Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has paid interest on such conversion as if conversion took place on the second anniversary of allotment of CCDs, as agreed vide letter dated 26 September 2017 entered with Ascent Investment Holdings Pte Limited. This has resulted in additional finance cost amounting to INR 481.08 Lakh due to early conversion of CCDs. Further, during the year ended 31 March 2018, the Company has charged off unamortized borrowing cost of INR 288.81 Lakh respectively in the statement of profit and loss due to replacement of loans carrying higher interest with loans carrying comparatively lower interest and prepayment of long term loans from Initial Public Offering proceeds.

40. DEPRECIATION AND AMORTISATION EXPENSE

(All amount in INR Lakh unless stated otherwise)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Depreciation of property, plant and equipment [refer note 4]	3,170.40	2,774.61
Amortisation of intangible assets [refer note 7]	1,146.07	838.82
	4,316.47	**3,613.43**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

41. OTHER EXPENSES

(All amount in INR Lakh unless stated otherwise)

Particulars	**For the year ended 31 March 2018**	For the year ended 31 March 2017
Power, fuel and water charges	2,016.94	1,954.59
Contractual labour charges	1,414.86	1,140.50
Loading and unloading charges	1,398.44	1,189.78
Freight Charges	1,369.00	1,335.16
Legal and professional fees	303.98	644.51
Workshop expenses	78.32	67.33
Travelling and conveyance	420.33	330.17
Repairs and maintenance		
-plant and machinery	368.40	240.26
-buildings	82.30	54.18
-others	162.29	76.82
Insurance	50.56	50.41
Rent		
-plant and machinery	891.02	825.53
-buildings	415.64	350.62
-others	4.02	-
Rates and taxes	25.75	11.24
Directors' sitting fees	17.20	-
Bank charges	23.53	19.86
Job work charges	75.41	76.24
Communication expenses	58.97	74.15
Donation	6.00	3.92
Vehicle running expenses	37.67	40.53
Corporate social responsibility expenditure [refer note 54]	118.82	10.23
Printing and stationary	27.95	39.61
Business promotion expenses	27.86	10.25
Advances and other balance written off	86.08	19.81
MTM loss on forward contracts	-	3.80
Bad debts	16.70	52.50
Miscellaneous expenses	481.83	306.46
	9,979.87	**8,928.46**

i) Payment to the statutory auditor

(All amount in INR Lakh unless stated otherwise)

Particulars	**For the year ended 31 March 2018**	For the year ended 31 March 2017
For statutory audit	22.50	22.50
Reimbursement of expenses	1.67	0.91
Total*	**24.17**	**23.41**

*Other than this, expenses aggregating INR 75.43 Lakh, amongst other share issue expenses, have been adjusted against securities premium [refer note 22]

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

42 ESTIMATED AMOUNT OF CONTRACTS REMAINING TO BE EXECUTED ON CAPITAL ACCOUNT AND NOT PROVIDED FOR (NET OF ADVANCES)

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
	393.65	233.32	1,351.37

43 CONTINGENT LIABILITY NOT PROVIDED FOR EXISTS IN RESPECT OF :

(All amount in INR Lakh unless stated otherwise)

Particulars		As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
a)	Service tax*	13.29	12.83	12.83
b)	Sales tax**	197.86	152.79	152.79
c)	Income-tax***	28.49	28.49	53.93
d)	Octroi tax	15.58	15.58	15.58
e)	Excise duty****	57.52	57.52	58.33
f)	Claims against the Company not acknowledged as debts			
	On account of claims by vendors	12.39	12.39	12.39
	On account of claims by employees	1.58	1.58	1.58
g)	Guarantees			
	Corporate guarantees issued in favor of PICL (India) Private Limited	7,200.00	5,250.00	7,300.00
h)	Bonus*****	1.60	1.60	1.60

* Includes amount paid under protest INR 13.29 Lakh (31 March 2017 : INR Nil ; 01 April 2016 INR Nil).

** Includes amount paid under protest INR 2 Lakh (31 March 2017 : INR 2 Lakh ; 01 April 2016 INR 2 Lakh). Also, the amount appearing above is after netting off INR 14.57 Lakh already provided for in the books of accounts.

*** Includes amount paid under protest INR 37.81 Lakh (31 March 2017 : INR 37.81 Lakh ; 01 April 2016 : INR 37.81 Lakh). Also, the amount appearing above is after netting off INR 9.32 Lakh already provided for in the books of accounts.

**** Includes amount paid under protest INR 29.05 Lakh (31 March 2017 : INR 29.05 Lakh ; 01 April 2016 : INR nil).

***** The Payment of Bonus (Amendment) Act, 2015 dated 31 December 2015 (which was made effective from 01 April 2014) revised the thresholds for coverage of employee eligible for Bonus and also enhanced the ceiling limits for computation of bonus. However, taking cognizance of the stay granted by various High Courts, the Company has not recognised any differential amount of bonus for the period 01 April 2014 to 31 March 2015 and accordingly has recognised the expense as per the amended provisions w.e.f. 1 April 2015 and onwards.

44 RELATED PARTY DISCLOSURES

A. Relationship with related parties

I. Subsidiary companies
- PICL (India) Private Limited
- Appserve Appliance Private Limited
- IL JIN Electronics (India) Private Limited

II. Entities over which significant influence is exercised by the company /key management personnel (either individually or with others)
- Amrit Aircon System Private Limited
- Amber Organic Farming Private Limited (till 25 August 2017)
- Amber Aviation (India) Private Limited (till 7 October 2016)
- Acme Fabrications Private Limited (till 25 August 2017)
- Acme Engineering and Fabrications

III. Key management personnel (KMP)

a. Mr. Kartar Singh
(Chairman Emeritus)
(Director till 25 August 2017)

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

b. Mr. Jasbir Singh
(Chairman and CEO)
c. Mr. Daljit Singh
(Managing Director)
d. Mr. Kirpal Singh
(Director till 12 January 2017)
e. Ms. Sukhmani Lakhat
(Director till 12 January 2017)
f. Mr. Girish Kumar Ahuja
(Independent Director w.e.f. 26 September 2017)
g. Ms. Sudha Pillai
(Independent Director w.e.f. 26 September 2017)
h. Mr. Satwinder Singh
(Independent Director w.e.f. 26 September 2017)
i. Manoj Kumar Sehrawat
(Non-Executive Director)
i. Mr. Sanjay Arora
(Director Operations)
j. Mr. Udaiveer Singh
(President-RAC)
k. Sachin Gupta
(Vice President-RAC)
i. Mr. Sudhir Goyal
(Chief Financial Officer)
j. Ms. Konica Yadav
(Company Secretary and Compliance Officer)

The following transactions were carried out with related parties in the ordinary course of business for the year ended 31 March 2018

(All amount in INR Lakh unless stated otherwise)

S No.	Particulars	Subsidiaries	Entities over which significant influence is exercised	Key management personnel
(A)	**Transactions made during the year:**			
1	Rent paid			
	Acme Fabrications Private Limited	-	11.40	-
	Mr. Jasbir Singh	-	-	45.60
	Mr. Daljit Singh	-	-	17.10
2	Sale of raw material			
	PICL (India) Private Limited	107.55	-	-
	IL JIN Electronics (India) Private Limited	38.29	-	-
	Appserve Appliance Private Limited	7.48	-	-
3	Purchase of raw material			
	PICL (India) Private Limited	3,639.27	-	-
4	Purchase of MEIS License			
	PICL (India) Private Limited	34.07		

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(All amount in INR Lakh unless stated otherwise)

S No.	Particulars	Subsidiaries	Entities over which significant influence is exercised	Key management personnel
5	Rent received			
	PICL (India) Private Limited	36.00	-	-
6	Remuneration paid			
	Mr. Kartar Singh (remuneration till date of resignation)	-	-	2.75
	Ms. Sukhmani Lakhat (remuneration till date of resignation)	-	-	2.00
	Mr. Kirpal Singh (remuneration till date of resignation)	-	-	0.50
7	Remuneration Paid to KMP's			
	Director sitting fees	-	-	17.20
	Post-employment benefits	-	-	94.28
	Salary Paid*	-	-	399.95
	*Name of KMP			
	Mr. Jasbir Singh	-	-	129.60
	Mr. Daljit Singh	-	-	109.50
	Mr. Sudhir Goyal	-	-	19.20
	Ms. Konica Yadav	-	-	6.28
	Mr. Sanjay Arora	-	-	64.77
	Mr. Sachin Gupta	-	-	30.27
	Mr. Udaveer Singh	-	-	40.34
8	Personal guarantees taken			
	Mr. Jasbir Singh	-	-	14,000.00
	Mr. Daljit Singh	-	-	14,000.00
9	Personal guarantees Surrendered			
	Mr. Jasbir Singh	-	-	35,500.00
	Mr. Daljit Singh	-	-	35,500.00
10	Corporate guarantee given			
	PICL (India) Private Limited	3,200.00	-	-
11	Corporate guarantee surrendered during the year			
	PICL (India) Private Limited	2,700.00	-	-
12	Reciept of IPO proceeds on behalf of selling shareholders			
	Mr. Jasbir Singh	-	-	6,245.83
	Mr. Daljit Singh	-	-	6,245.83
13	Payment made to selling shareholders for their portion of IPO proceeds			
	Mr. Jasbir Singh	-	-	5,897.88
	Mr. Daljit Singh	-	-	5,897.88
14	Expenses incurred on behalf of the selling shareholders*			
	Mr. Jasbir Singh	-	-	142.05
	Mr. Daljit Singh	-	-	142.05
	*These are inclusive of applicable taxes.			

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(B) Balances at year end

(All amount in INR Lakh unless stated otherwise)

S No.	Particulars	Subsidiaries	Entities over which significant influence is exercised	Key management personnel
1	Corporate guarantee given **			
	PICL (India) Private Limited	5,750.00	-	-
2	Trade payables			
	PICL (India) Private Limited	258.94	-	-
	Amrit Aircon System Private Limited	-	4.00	-
3	Trade receivable			
	IL JIN Electronics (India) Private Limited	68.93	-	-
	Appserve Appliance Private Limited	8.33	-	-
4	Expenses payable (disclosed under other current financial liabilities)			
	Mr. Jasbir Singh	-	-	1.99
	Mr. Daljit Singh	-	-	1.29
	Mr. Kartar Singh	-	-	1.05
5	Rent payable (disclosed under other current financial liabilities)			
	Mr. Daljit Singh	-	-	10.83
6	Security deposits given (disclosed under non-current loans)			
	Mr. Jasbir Singh	-	-	79.80
	Mr. Daljit Singh	-	-	79.80
7	Payable to KMP's (disclosed under other current financial liabilities)			
	Mr. Daljit Singh	-	-	9.26
	Udaveer Singh	-	-	2.29
	Sudhir Goyal	-	-	0.89
	Konica Yadav	-	-	0.46
	Sanjay Arora	-	-	3.37
	Sachin Gupta	-	-	1.86
8	Loans to KMP's (disclosed under current loans)			
	Sudhir Goyal	-	-	2.15
	Konica Yadav	-	-	0.13
	Sanjay Arora	-	-	1.68
	Sachin Gupta	-	-	3.73
9	Personal guarantees taken *			
	Mr. Jasbir Singh	-	-	61,846.30
	Mr. Daljit Singh	-	-	61,846.30
10	Expenses to be incurred on behalf of the selling shareholders#			
	Mr. Jasbir Singh	-	-	205.90
	Mr. Daljit Singh	-	-	205.90
	#These are inclusive of applicable taxes.			

* The above disclosed balances of personal guarantees taken include original sanctioned limits of working capital borrowings and term loans by the continuing banks. However, at 31 March 2018, the outstanding balance of working capital borrowings and the term loans in respect of which personal guarantees have been taken stands at INR 23,641.62 Lakh of Mr. Jasbir Singh and INR 23,641.62 Lakh of Mr. Daljit Singh

** The above disclosed balances of corporate guarantee given include original sanctioned limits of working capital borrowings and term loans by the continuing banks. However, at 31 March 2018, the outstanding balance of working capital borrowings and the term loans in respect of which corporate guarantees has been given stands at INR 4,588.12 Lakh.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

The following transactions were carried out with related parties in the ordinary course of business for the year ended 31 March 2017

(All amount in INR Lakh unless stated otherwise)

S No.	Particulars	Subsidiaries	Entities over which significant influence is exercised	Key management personnel
(A)	**Transactions made during the year:**			
1	Rent paid			
	Acme Fabrications Private Limited	-	27.27	-
	Mr. Jasbir Singh	-	-	45.60
	Mr. Daljit Singh	-	-	17.10
2	Sale of raw material			
	PICL (India) Private Limited	0.31	-	-
3	Purchase of raw material			
	PICL (India) Private Limited	3,592.45	-	-
	Amrit Aircon System Private Limited	-	7.94	-
4	Purchase of fixed assets			
	PICL (India) Private Limited	0.38	-	-
5	Rent received			
	PICL (India) Private Limited	36.00	-	-
6	Expenses incurred on behalf of Company			
	PICL (India) Private Limited	0.18	-	-
7	Expenses incurred by the Company on behalf of other parties			
	PICL (India) Private Limited	4.08	-	-
8	Interest Expense			
	PICL (India) Private Limited	49.40	-	-
9	Remuneration paid			
	Mr. Kartar Singh	-	-	12.00
	Mr. Jasbir Singh	-	-	129.60
	Mr. Daljit Singh	-	-	115.20
	Ms. Sukhmani Lakhat (remuneration till date of resignation)	-	-	9.39
	Mr. Kirpal Singh (remuneration till date of resignation)	-	-	2.35
10	Personal guarantees taken			
	Mr. Jasbir Singh	-	-	27,434.93
	Mr. Daljit Singh	-	-	27,434.93
11	Corporate guarantee taken			
	Acme Fabrications Private Limited	-	11,500.00	-

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(All amount in INR Lakh unless stated otherwise)

S No.	Particulars	Subsidiaries	Entities over which significant influence is exercised	Key management personnel
(B)	**Balances at year end**			
1	Corporate guarantee taken *			
	Acme Fabrications Private Limited	-	27,800.00	-
2	Corporate guarantee given **	-	-	-
	PICL (India) Private Limited	5,250.00	-	-
3	Trade payables			
	PICL (India) Private Limited	2,504.42	-	-
	Amrit Aircon System Private Limited	-	7.94	-
4	Expenses payable (disclosed under other financial liabilities)			
	Acme Fabrications Private Limited	-	7.51	-
5	Security deposits given (disclosed under current loans)			
	Acme Fabrications Private Limited	-	385.00	-
6	Security deposits given (disclosed under non-current loans)			
	Mr. Jasbir Singh	-	-	79.80
	Mr. Daljit Singh	-	-	79.80
7	Remuneration payable (disclosed under other financial liabilities)			
	Mr. Kirpal Singh	-	-	0.25
	Mr. Kartar Singh	-	-	0.80
	Mr. Jasbir Singh	-	-	5.28
	Mr. Daljit Singh	-	-	4.58
8	Personal guarantees taken *			
	Mr. Kartar Singh	-	-	3,750.00
	Mr. Jasbir Singh	-	-	83,346.30
	Mr. Daljit Singh	-	-	83,346.30
	Mr. Kirpal Singh	-	-	1,650.00

* The above disclosed balances of corporate guarantees and personal guarantees taken include original sanctioned limits of working capital borrowings and term loans by the continuing banks. However, at 31 March 2017, the outstanding balance of working capital borrowings and the term loans in respect of which corporate guarantees and personal guarantees have been taken stands at INR 15,246.00 Lakh of Acme Fabrications Private Limited, INR 1695.09 Lakh of Mr. Kartar Singh, INR49,418.23 Lakh of Mr. Jasbir Singh, INR 49,418.23 Lakh of Mr. Daljit Singh and INR 16.22 Lakh of Mr. Kirpal Singh.

** The above disclosed balances of corporate guarantee given include original sanctioned limits of working capital borrowings and term loans by the continuing banks. However, at 31 March 2017, the outstanding balance of working capital borrowings and the term loans in respect of which corporate guarantees has been given stands at INR 3,200.62 Lakh.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

The following transactions were carried out with related parties in the ordinary course of business for the year ended 01 April 2016:

(All amount in INR Lakh unless stated otherwise)

S No.	Particulars	Subsidiaries	Entities over which significant influence is exercised	Key management personnel
(A)	**Balances at year end**			
1	Corporate guarantees taken **			
	PICL (India) Private Limited	800.00	-	-
	Acme Fabrications Private Limited	-	26360	-
	Acme Engineering and Fabrications		2500	
2	Corporate guarantees given **			
	PICL (India) Private Limited	7,300.00	-	-
3	Trade payables			
	PICL (India) Private Limited	2,178.26	-	-
4	Advances to related parties (disclosed under other current assets)			
	Acme Fabrications Private Limited	-	13.10	-
5	Security deposits given (disclosed under non-current loans)			
	Acme Fabrications Private Limited	-	385.00	-
6	Security deposits given (disclosed under current loans)			
	Mr. Jasbir Singh	-	-	79.80
	Mr. Daljit Singh	-	-	79.80
7	Remuneration payable (disclosed under other financial liabilites)			
	Mr. Kirpal Singh	-	-	1.19
	Mr. Daljit Singh	-	-	18.94
	Mr. Kartar Singh	-	-	3.60
	Ms. Sukhmani Lakhat	-	-	4.40
	Mr. Jasbir Singh	-	-	6.37
8	Personal guarantees taken*			
	Mr. Kartar Singh	-	-	24,850.00
	Mr. Jasbir Singh	-	-	70,680.22
	Mr. Daljit Singh	-	-	68,880.22
	Mr. Kirpal Singh	-	-	6,650.00

* The above disclosed balances of corporate guarantees and personal guarantees taken include original sanctioned limits of working capital borrowings and term loans by the continuing banks. However, at 01 April 2016, the outstanding balance of working capital borrowings and the term loans in respect of which corporate guarantees and personal guarantees have been taken stands at INR 37,321,917 of PICL (India) Private Limited, INR 16,997.69 Lakh of Acme Fabrications Private Limited, INR 2,246.30 Lakh of Acme Engineering and Fabrications, INR 16,081.48 Lakh of Mr. Kartar Singh, INR 47,903.83 Lakh of Mr. Jasbir Singh, INR 47,141.72 Lakh of Mr. Daljit Singh and INR 3,726.57 Lakh of Mr. Kirpal Singh.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

"** The above disclosed balances of corporate guarantee given include original sanctioned limits of working capital borrowings and term loans by the continuing banks. However, at 01 April 2016, the outstanding balance of working capital borrowings and the term loans in respect of which corporate guarantees has been given stands at INR 7,000 Lakh."

45 ASSETS PLEDGED AS SECURITY

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Current			
Inventories	32,790.15	24,657.72	20,668.31
Trade receivables	33,582.96	29,286.52	23,292.06
Cash and cash equivalents, and other bank balances	12,050.20	3,343.58	1,667.04
Loans, other financial assets and other current assets	4,040.48	2,879.97	2,538.91
Total current assets pledged as security	**82,463.79**	**60,167.79**	**48,166.32**
Non-current			
Property, plant and equipment	43,586.89	42,482.07	38,200.09
Total assets pledged as security	**126,050.68**	**102,649.86**	**86,366.41**

46 TAX EXPENSE

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017
Income tax expense recognised in statement of profit and loss		
Current tax expense (including taxes earlier years)	1,926.30	893.66
Deferred tax	792.22	540.70
	2,718.52	**1,434.36**

The major components of income tax expense and the reconciliation of expense based on the domestic effective tax rate of at 34.61% and the reported tax expense in profit or loss are as follows:

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017
Profit before tax	8,917.11	3,851.25
Income tax using the Company's domestic tax rate *	34.61%	34.61%
Expected tax expense [A]	**3,086.03**	**1,332.84**
Tax effect of adjustment to reconcile expected income tax expense to reported income tax expense		
Non-deductible expenses/non-taxable income	40.63	0.46
Tax expense related to earlier years	-	12.02
Income not taxable in pursuant to tax holiday	(436.08)	(188.19)
Change in tax rates during the year	-	373.92
Tax credit (Minimum Alternate Tax)	7.14	(94.57)
Others	20.80	(2.12)
Total adjustments [B]	**(367.51)**	**101.52**
Actual tax expense [C=A+B]	**2,718.52**	**1,434.36**
* Domestic tax rate applicable to the Company has been computed as follows		
Base tax rate	30%	30%
Surcharge (% of tax)	12%	12%
Cess (% of tax)	3%	3%
Applicable rate	34.61%	34.61%

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

47 EARNINGS PER SHARE

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017
Net profit attributable to equity shareholders	6,198.59	2,416.89
Number of weighted average equity shares (Nominal value of INR 10 each)		
-Basic	26,901,593	22,603,328
-Diluted	26,901,593	22,603,328
Earnings per share-after exceptional items and tax		
-Basic	23.04	10.69
-Diluted	23.04	10.69

48 LEASES

Operating leases

The Company has leased some of its premises to a third party under a lease agreement that qualifies as an operating lease. Rental income for operating leases for the years ended 31 March 2018 and 31 March 2017 aggregate to INR 36 Lakh and INR 36 Lakh respectively.

The Company is a lessee under various cancellable operating leases. Rental expense for operating leases for the years ended 31 March 2018 and 31 March 2017 was INR 1,310.68 Lakh and INR 1,176.15 Lakh respectively.

Finance leases

a) The Company has taken certain assets on finance lease basis. The legal title to such assets vests with the lessors. The total minimum lease payments, elements of unearned interest included in such payments and present value of lease payments are as follows:

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Total minimum lease payments	1,263.97	1,685.29	2,346.89
Less: Future interest included in above	276.96	394.89	613.91
Present value of minimum lease payments	**987.01**	**1,290.40**	**1,732.98**

b) The maturity profile of the finance lease obligation is as follows:

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018		As at 31 March 2017		As at 01 April 2016	
Year ending after balance sheet date:	**Minimum lease payment**	**Present value**	**Minimum lease payment**	**Present value**	**Minimum lease payment**	**Present value**
Upto one year	736.33	629.37	660.31	542.29	661.60	467.90
One to five years	381.44	349.90	877.03	740.38	1,535.58	1,257.35
More than five years	146.20	7.74	147.95	7.73	149.71	7.72

49 EMPLOYEE BENEFIT OBLIGATIONS

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018		As at 31 March 2017		As at 01 April 2016	
	Current	**Non-current**	**Current**	**Non-current**	**Current**	**Non-current**
Gratuity	17.74	227.92	20.13	188.85	17.79	152.00
Leave encashment	68.10	39.98	32.42	54.47	2.73	60.06
Total	**85.84**	**267.90**	**52.55**	**243.32**	**20.52**	**212.06**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

A Disclosure of gratuity

(i) Amount recognised in the statement of profit and loss is as under:

(All amount in INR Lakh unless stated otherwise)

Description	As at 31 March 2018	As at 31 March 2017
Current service cost	40.20	14.15
Past sevice cost	39.81	-
Interest cost	16.20	37.66
Net impact on profit (before tax)	**96.20**	**51.81**
Actuarial loss/(gain) recognised during the year	(36.22)	6.83
Amount recognised in total comprehensive income	**59.98**	**58.64**

(ii) Change in the present value of obligation:

(All amount in INR Lakh unless stated otherwise)

Description	As at 31 March 2018	As at 31 March 2017
Present value of defined benefit obligation as at the beginning of the year	**239.20**	**190.29**
Current service cost	40.20	14.15
Past sevice cost	39.81	-
Interest cost	18.54	39.20
Benefits paid	(13.86)	(11.67)
Actuarial loss/(gain)	(36.48)	7.23
Present value of defined benefit obligation as at the end of the year	**287.40**	**239.20**

(iii) Movement in the plan assets recognised in the balance sheet is as under:

(All amount in INR Lakh unless stated otherwise)

Description	As at 31 March 2018	As at 31 March 2017
Fair value of plan assets at the beginning of the period	**30.22**	**20.50**
Actual return on plan assets	2.34	1.54
Contributions	11.24	9.20
Benefits paid	(1.79)	(1.42)
Actuarial gain/ (loss)	(0.26)	0.41
Fair value of plan assets at the end of the period	**41.74**	**30.22**

(ii) Reconciliation of present value of defined benefit obligation and the fair value of assets:

(All amount in INR Lakh unless stated otherwise)

Description	As at 31 March 2018	As at 31 March 2017
Present value of funded obligation as at the end of the year	287.40	239.20
Fair value of plan assets as at the end of the period funded status	41.74	30.22
Unfunded/funded net liability recognized in balance sheet	**245.66**	**208.98**

(iv) Breakup of actuarial (gain)/loss:

(All amount in INR Lakh unless stated otherwise)

Description	As at 31 March 2018	As at 31 March 2017
Actuarial (gain)/loss from change in demographic assumption	-	-
Actuarial (gain)/loss from change in financial assumption	(50.17)	10.62
Actuarial (gain)/loss from experience adjustment	13.95	(3.79)
Total actuarial (gain)/loss	**(36.22)**	**6.83**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(v) Actuarial assumptions

(All amount in INR Lakh unless stated otherwise)

Description	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Discount rate	7.75%	7.50%	8.00%
Rate of increase in compensation levels	5.00%	5.00%	5.00%
Retirement age	60 years	60 years	60 years

Notes:

1) The discount rate is based on the prevailing market yield of Indian Government bonds as at the balance sheet date for the estimated terms of obligations.
2) The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.
3) Plan assets comprise funds managed by the insurer i.e. Life Insurance Corporation of India ('LIC').
4) The Company makes annual contributions to the LIC of an amount advised by them for Rajpura unit only.
5) The best estimated expense for the next year is INR 48.38 Lakh.

(vi) Sensitivity analysis for gratuity liability

(All amount in INR Lakh unless stated otherwise)

Description	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Impact of change in discount rate			
Present value of obligation at the end of the year	287.40	239.20	190.29
- Impact due to increase of 1 %	258.30	216.56	172.75
- Impact due to decrease of 1 %	322.10	266.07	210.80
Impact of change in salary increase			
Present value of obligation at the end of the year	287.40	239.20	190.29
- Impact due to increase of 1 %	322.73	265.40	210.21
- Impact due to decrease of 1 %	257.33	216.89	173.11

The above sensitivity analysis is based on a change an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defind benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to previous year

(vii) Maturity profile of defined benefit obligation

(All amount in INR Lakh unless stated otherwise)

Description	As at 31 March 2018	As at 31 March 2017
Within next 12 months	17.80	21.82
Between 1-5 years	73.44	65.38
Beyond 5 years	313.82	246.69

50 FAIR VALUE DISCLOSURES

i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are divided into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

ii) Financial assets measured at fair value - recurring fair value measurements

The following table shows the levels within the hierarchy of financial liabilities measured at fair value on a recurring basis.

Description	Level	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016	Valuation technique
Financial liabilities					
Forward payable	Level 2	-	3.80	-	Valued using forward pricing model

(iii) Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows:

Description	Level	As at 31 March 2018		As at 31 March 2017		As at 01 April 2016	
		Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
Financial assets							
Loans	Level 3	546.88	560.84	486.89	485.05	565.13	551.72
Other financial assets	Level 3	207.73	207.73	582.30	582.30	483.55	483.55
Total financial assets		**754.61**	**768.57**	**1,069.19**	**1,067.35**	**1,048.68**	**1,035.27**
Financial liabilities							
Trade payables - Non-current	Level 3	-	-	-	-	3,883.93	3,887.18
Borrowings	Level 3	969.58	969.58	21,953.98	21,953.98	15,978.69	15,978.69
Total financial liabilities		**969.58**	**969.58**	**21,953.98**	**21,953.98**	**19,862.62**	**19,865.87**

The management assessed that cash and cash equivalents, other bank balances, trade receivables, other current financial assets, trade payables, short term borrowings and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

(i) Long-term fixed-rate receivables are evaluated by the Company based on parameters such as interest rates, individual creditworthiness of the customer and other market risk factors.

(ii) The fair values of the Company's loans and receivables are determined by applying discounted cash flows ('DCF') method, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own nonperformance risk as at 31 March 2018 was assessed to be insignificant.

(iii) All the other long term borrowing facilities availed by the Company are variable rate facilities which are subject to changes in underlying interest rate indices. Further, the credit spread on these facilities are subject to change with changes in Company's creditworthiness. The management believes that the current rate of interest on these loans are in close approximation from market rates applicable to the Company. Therefore, the management estimates that the fair value of these borrowings are approximate to their respective carrying values.

51 FINANCIAL RISK MANAGEMENT

i) Financial instruments by category

Particulars	As at 31 March 2018			As at 31 March 2017			As at 01 April 2016		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets									
Investments*	571.49	-	-	-	-	-	-	-	-
Loans	-	-	1,824.32	-	-	1,418.96	-	-	1,227.91
Other financial assets	-	-	1,664.24	-	-	976.06	-	-	541.15
Trade receivables	-	-	33,582.96	-	-	29,286.52	-	-	23,292.06
Cash and cash equivalents	-	-	10,688.44	-	-	1,606.76	-	-	568.97

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

	As at 31 March 2018			As at 31 March 2017			As at 01 April 2016		
Particulars	**FVTPL**	**FVOCI**	**Amortised cost**	**FVTPL**	**FVOCI**	**Amortised cost**	**FVTPL**	**FVOCI**	**Amortised cost**
Other bank balances	-	-	1,361.76	-	-	1,736.82	-	-	1,098.07
Total	**571.49**	**-**	**49,121.72**	**-**	**-**	**35,025.12**	**-**	**-**	**26,728.16**
Financial liabilities									
Borrowings	-	-	5,030.52	-	-	37,710.52	-	-	42,028.10
Trade payables	-	-	47,847.15	-	-	41,095.24	-	-	31,190.04
Other financial liabilities	-	-	1,759.26	3.80	-	1,359.31	-	-	1,182.10
Total	**-**	**-**	**54,636.93**	**3.80**	**-**	**80,165.07**	**-**	**-**	**74,400.24**

*Investments in subsidiaries, associate and joint venture are carried at cost as per Ind AS 27 – Separate financial statements and therefore, not presented here.

ii) Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	**Exposure arising from**	**Measurement**	**Management**
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost	Aging analysis	Bank deposits, diversification of asset base, credit limits and collateral.
Liquidity risk	Borrowings and other liabilities	"Rolling cash flow forecasts"	Availability of committed credit lines and borrowing facilities
'Market risk - foreign exchange	Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Cash flow forecasting	Forward contract/hedging, if required
'Market risk - interest rate	Long-term and Short-term borrowings at variable rates	Sensitivity analysis	Negotiation of terms that reflect the market factors

The Company's risk management is carried out by a central treasury department (of the Company) under policies approved by the board of directors. The board of directors provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity.

A) Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the company. The company is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The company's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- cash and cash equivalents,
- trade receivables,
- loans and receivables carried at amortised cost, and
- deposits with banks

a) Credit risk management

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

A: Low

B: Medium

C: High

Assets under credit risk –

(All amount in INR Lakh unless stated otherwise)

Credit rating		Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
A:	Low	Loans	1,824.32	1,418.96	1,227.91
		Investments	11,194.31	5,030.32	5,030.32
		Other financial assets	1,664.24	976.06	541.15
		Cash and cash equivalents	10,688.44	1,606.76	568.97
		Other bank balances	1,361.76	1,736.82	1,098.07
B:	Medium	Trade receivables	33,582.96	29,286.52	23,292.06
C:	High	Trade receivables	30.95	30.95	30.95

Cash & cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

Trade receivables

The Company closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The Company assesses increase in credit risk on an ongoing basis for amounts receivable that become past due.

Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

b) Expected credit losses

Trade receivables

(i) The company recognises lifetime expected credit losses on trade receivables using a simplified approach and uses historical information to arrive at loss percentage relevant to each category of trade receivables.

(ii) Reconciliation of loss allowance provision from beginning to end of reporting period:

Reconciliation of loss allowance	Trade receivables
Loss allowance on 1 April 2016	30.95
Add (Less): Changes in loss allowances due to bad debts	-
Loss allowance on 31 March 2017	30.95
Add (Less): Changes in loss allowances due to bad debts	-
Loss allowance on 31 March 2018	30.95

Other financial assets measured at amortised cost

Company provides for expected credit losses on loans and advances by assessing individual financial instruments for expectation of any credit losses. Since this category includes loans and receivables of varied natures and purpose, there is no trend that the company can draws to apply consistently to entire population For such financial assets, the Company's policy is to provides for 12 month expected credit losses upon initial recognition and provides for lifetime expected credit losses upon significant increase in credit risk. The Company does not have any expected loss based impairment recognised on such assets considering their low credit risk nature, though incurred loss provisions are disclosed under each sub-category of such financial assets.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

a) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

(All amount in INR Lakh unless stated otherwise)

	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
- Expiring within one year (cash credit and other facilities)	35,823.87	30,258.88	16,651.14
- Expiring beyond one year (bank loans)	-	-	-
	35,823.87	**30,258.88**	**16,651.14**

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice.

b) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(All amount in INR Lakh unless stated otherwise)

31 March 2018	**Less than 1 year**	**1-3 year**	**3-5 year**	**More than 5 years**	**Total**
Borrowings including interest*	3,520.11	640.23	56.02	-	**4,216.36**
Trade payable	47,847.15	-	-	-	**47,847.15**
Other financial liabilities	1,759.26				**1,759.26**
Total	**53,126.52**	**640.23**	**56.02**	**-**	**53,822.77**

(All amount in INR Lakh unless stated otherwise)

31 March 2017	**Less than 1 year**	**1-3 year**	**3-5 year**	**More than 5 years**	**Total**
Borrowings including interest*	17,945.54	15,781.71	7,416.90	5,810.81	**46,954.96**
Trade payable	41,095.24	-	-	-	**41,095.24**
Other financial liabilities	1,363.11	-	-	-	**1,363.11**
Total	**60,403.89**	**15,781.71**	**7,416.90**	**5,810.81**	**89,413.31**

(All amount in INR Lakh unless stated otherwise)

01 April 2016	**Less than 1 year**	**1-3 year**	**3-5 year**	**More than 5 years**	**Total**
Borrowings including interest*	27,503.09	13,482.45	4,150.05	1,873.52	**47,009.11**
Trade payable	31,190.04	4,472.17	-	-	**35,662.21**
Other financial liabilities	1,182.10	-	-	-	**1,182.10**
Total	**59,875.23**	**17,954.62**	**4,150.05**	**1,873.52**	**83853.42**

* borrowings excludes finance lease obligations, refer note 48 for disclosure of maturity profile of finance lease obligations

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

C) Market risk

a) Foreign currency risk

(i) The Company uses foreign currency forward exchange contracts to hedge its risks associated with fluctuations in foreign currencies relating to foreign currency liabilities. The following are outstanding derivatives contracts:

(All amount in INR Lakh unless stated otherwise)

		As at 31 March 2018		As at 31 March 2017		As at 01 April 2016	
Nature of hedge instrument	**Description of hedge**	**Amount in foreign currency (USD)**	**Amount in Indian Rupees**	**Amount in foreign currency (USD)**	**Amount in Indian Rupees**	**Amount in foreign currency (USD)**	**Amount in Indian Rupees**
Contract : Forward contract							
Forward contract	To take protection against appreciation in Indian Rupees against USD payable in respect of imports against buyers credit	-	-	231,477.00	150.13	952,889.00	630.58
Forward contract	To take protection against appreciation in Indian Rupees against USD payable in respect of imports against letter of credit	-	-	544,721.00	353.30	217,623.00	144.01

(ii) Unhedged foreign currency risk exposure in INR:

The Companys exposure to foreign currency risk at the end of the reporting period expressed in INR are as follows

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Financial assets	99.45	68.13	76.77
Financial liabilities	12,611.84	10,707.16	6,264.02
Net exposure to foreign currency risk (liabilities)	**(12,512.39)**	**(10,639.03)**	**(6,187.25)**

Sensitivity

The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017
USD sensitivity		
INR/USD- increase by 100 bps (31 March 2017 100 bps)*	(125.12)	(106.39)
INR/USD- decrease by 100 bps (31 March 2017 100 bps)*	125.12	106.39

** Holding all other variables constant*

b) Interest rate risk

i) Liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2018, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Company's investments in fixed deposits all pay fixed interest rates.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Variable rate borrowing	3,065.88	25,265.43	29,415.41
Fixed rate borrowing	1,964.64	12445.09	12612.69
Total borrowings	**5,030.52**	**37710.52**	**42028.10**
Amount disclosed under other current financial liabilities	**995.06**	**2,513.52**	**2,943.54**
Amount disclosed under borrowings	**4,035.46**	**35197.00**	**39084.56**

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017
Interest sensitivity*		
Interest rates – increase by 100 bps (31 March 2017 100 bps)*	30.66	252.65
Interest rates – increase by 100 bps (31 March 2017 100 bps)*	(30.66)	(252.65)

** Holding all other variables constant*

ii) Assets

The Company's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

c) Price risk

The Company does not have any significant investments in equity instruments which create an exposure to price risk.

52 CAPITAL MANAGEMENT

The Company's capital management objectives are

- to ensure the Company's ability to continue as a going concern

- to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

(a) Debt equity ratio

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Long-term borrowings (including current maturities of long-term debt)	1,964.64	24467.50	18922.23
Total equity	88,297.39	35,329.64	25,122.37
Net debt to equity ratio	**0.02**	**0.69**	**0.75**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(b) Dividends

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017
(i) Equity shares		
Interim dividend for the year ended 31 March 2017 of INR 2.11 per share (excluding tax)	-	501.33
(ii) Dividends proposed		
In addition to the above dividends, the dividend, if any recommended by the Board of Directors post end of relevant reporting year shall be accrued and distributed in the year of approval in annual general meeting.		

53 FIRST TIME ADOPTION OF IND AS

These are the Company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 3 have been applied in preparing the financial statements for the year ended 31 March 2018, the comparative information presented in these financial statements for the year ended 31 March 2017 and in the preparation of an opening Ind AS balance sheet at 01 April 2016 (the Company's date of transition). An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.

A Ind AS optional exemptions

1 Deemed cost for property, plant and equipment, investment property and intangible assets

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets and investment property covered by Ind AS 40 Investment Property. Accordingly, the Group has elected to measure all of its property, plant and equipment, intangible assets and investment property at their previous GAAP carrying value.

2 Deemed cost for investments in subsidiaries and joint ventures

The Group has elected to continue with the carrying value of all of its investments in subsidiaries, joint ventures and associates recognised as of 1 April 2016 (transition date) measured as per the previous GAAP as its deemed cost as at the date of transition.

B Ind AS mandatory exceptions

1 Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for impairment of financial assets based on expected credit loss model in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

2 Classification and measurement of financial assets and liabilities

The classification and measurement of financial assets will be made considering whether the conditions as per Ind AS 109 are met based on facts and circumstances existing at the date of transition.

Financial assets can be measured using effective interest method by assessing its contractual cash flow characteristics only on the basis of facts and circumstances existing at the date of transition and if it is impracticable to assess the use of effective interest method, fair value of financial asset at the date of transition shall be the new carrying amount of that asset. The measurement exemption applies for financial liabilities as well.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

3 Impairment of financial assets

At the date of transition to Ind AS, determining whether there has been a significant increase in credit risk since the initial recognition of a financial instrument would require undue cost or effort, the Company has recognised a loss allowance at an amount equal to lifetime expected credit losses at each reporting date until that financial instrument is derecognised.

C Reconciliations between Previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from Previous GAAP to Ind AS.

(i) Reconciliation of total equity as at 31 March 2017 and 01 April 2016

(All amount in INR Lakh unless stated otherwise)

Particulars	Notes	As at 31 March 2017	As at 01 April 2016
Total equity (shareholder's funds) as per previous GAAP		**32,680.65**	**25,154.45**
Adjustments:			
Measurement of financial assets and liabilities initially at fair value and subsequently at amortised cost	Note – 1	(129.88)	199.70
Adjustment for Government grant recognised as deferred income and amortised on a systematic basis	Note – 2	(69.95)	(54.21)
Adjustment for leasehold land obligation accounted as finance lease and amortisated over period of lease	Note – 3	(90.27)	(70.68)
Adjustment of compulsory convertible debentures	Note – 10	2,580.84	-
Recognition of loss allowance for expected credit losses on financial assets measured at amortised cost	Note – 5	(30.95)	(30.95)
Prior period adjustments	Note – 4	(29.70)	(55.04)
Other adjustments	Note – 8	0.39	2.28
Tax effect of adjustments	Note – 9	418.51	(23.18)
Total adjustments		**2,648.99**	**(32.08)**
Total equity as per Ind AS		**35,329.64**	**25,122.37**

(ii) Reconciliation of total comprehensive income for the year ended 31 March 2017

(All amount in INR Lakh unless stated otherwise)

Particulars	Notes	As at 31 March 2017
Profit after tax as per Previous GAAP		**3,086.32**
Adjustments:		
Measurement of financial assets and liabilities initially at fair value and subsequently at amortised cost	Note – 1	(329.58)
Adjustment for Government grant recognised as deferred income and amortised on a systematic basis	Note – 2	27.55
Adjustment for leasehold land obligation accounted as finance lease and amortisated over period of lease	Note – 3	(19.59)
Adjustment of compulsory convertible debentures	Note – 10	30.29
Revenue and changes in inventories recognised on assets received from customers	Note – 6	784.26
Lease adjustment for assets received from customers	Note – 6	(784.26)
Reclassification of excise duty on sale of goods to revenue	Note – 7	7,043.07
Reclassification of excise duty on sale of goods to expenses	Note – 7	(7,043.07)
Prior period adjustments	Note – 4	25.34
Other adjustments	Note – 8	4.94
Tax effect of adjustments	Note – 9	(408.38)
Total adjustments		**(669.43)**
Profit for the year ended 31 March 2017		**2,416.89**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(All amount in INR Lakh unless stated otherwise)

Particulars	Notes	As at 31 March 2017
Other comprehensive income		
Remeasurement of defined benefit obligations (net of tax)		(4.47)
Total comprehensive income for the year ended 31 March 2017		**2,412.42**

(iii) Impact of Ind AS adoption on the Statement of cash flows for the year ended 31 March 2017

The transition from previous GAAP to Ind AS has not made a material impact on the statement of cash flows.

(iv) Reconciliation of the assets and liabilities presented in the balance sheet prepared as per Previous GAAP and as per Ind AS as at 01 April 2016 is as follows:

(All amount in INR Lakh unless stated otherwise)

Description	Notes	Previous GAAP as at 31 March 2017	Adjustments	Ind AS as at 31 March 2017	Previous GAAP as at 1 April 2016	Adjustments	Ind AS as at 1 April 2016
ASSETS							
Non-current assets							
Property, plant and equipment	3	43,275.08	(508.62)	42,766.46	39,764.68	(489.05)	39,275.63
Capital work-in-progress		490.08	-	490.08	786.23	-	786.23
Investment property		-	432.31	432.31	-	432.31	432.31
Goodwill		5.91	2.95	8.86	8.86	-	8.86
Other intangible assets		5,455.20	-	5,455.20	4,081.34	-	4,081.34
Intangible assets under development		1,199.28	-	1,199.28	1,983.44	-	1,983.44
Financial assets							
Investments		5,030.32	-	5,030.32	5,030.32	-	5,030.32
Loans	1	882.54	(395.65)	486.89	838.61	(273.48)	565.13
Other financial assets	1	336.30	246.00	582.30	194.28	289.27	483.55
Income tax assets (net)	9	67.10	(29.70)	37.40	67.10	(29.70)	37.40
Other non-current assets	1	1,097.84	(271.76)	826.08	812.12	(82.65)	729.47
Total non-current assets		**57,839.65**	**(524.47)**	**57,315.18**	**53,566.98**	**(153.30)**	**53,413.68**

(All amount in INR Lakh unless stated otherwise)

Description	Notes	Previous GAAP as at 31 March 2017	Adjustments	Ind AS as at 31 March 2017	Previous GAAP as at 1 April 2016	Adjustments	Ind AS as at 1 April 2016
Current assets							
Inventories	1,6	24,574.11	83.61	24,657.72	20,843.99	(175.68)	20,668.31
Financial assets							
Trade receivables	5	29,317.47	(30.95)	29,286.52	23,323.01	(30.95)	23,292.06
Cash and cash equivalents		1,581.22	25.54	1,606.76	552.23	16.74	568.97
Other bank balances		1,762.36	(25.54)	1,736.82	1,114.81	(16.74)	1,098.07
Loans	1	734.01	198.06	932.07	705.41	(42.63)	662.78
Other financial assets		393.76	-	393.76	57.60	-	57.60

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(All amount in INR Lakh unless stated otherwise)

Description	Notes	Previous GAAP as at 31 March 2017	Adjustments	Ind AS as at 31 March 2017	Previous GAAP as at 1 April 2016	Adjustments	Ind AS as at 1 April 2016
Other current assets	1	1,733.93	(179.79)	1,554.14	1,997.06	(178.53)	1,818.53
Total current assets		**60,096.86**	**70.93**	**60,167.79**	**48,594.11**	**(427.79)**	**48,166.32**
Total assets		**117,936.51**	**(453.54)**	**117,482.97**	**102,161.09**	**(581.09)**	**101,580.00**

(All amount in INR Lakh unless stated otherwise)

Description	Notes	Previous GAAP as at 31 March 2017	Adjustments	Ind AS as at 31 March 2017	Previous GAAP as at 1 April 2016	Adjustments	Ind AS as at 1 April 2016
EQUITY AND LIABILITIES							
Equity							
Equity share capital		2,380.98	-	2,380.98	2,170.28	-	2,170.28
Other equity		30,299.67	2,648.99	32,948.66	22,984.17	(32.08)	22,952.09
Total equity		**32,680.65**	**2,648.99**	**35,329.64**	**25,154.45**	**(32.08)**	**25,122.37**

(All amount in INR Lakh unless stated otherwise)

Description	Notes	Previous GAAP as at 31 March 2017	Adjustments	Ind AS as at 31 March 2017	Previous GAAP as at 1 April 2016	Adjustments	Ind AS as at 1 April 2016
Non-current liabilities							
Financial liabilities							
Borrowings	1, 10	24,911.52	(2,957.54)	21,953.98	16,142.10	(163.41)	15,978.69
Trade payables	1	-	-	-	4,472.17	(588.24)	3,883.93
Provisions		243.32	-	243.32	212.06	-	212.06
Deferred tax liabilities (net)	9	917.38	(418.51)	498.87	785.07	23.18	808.25
Other non-current liabilities	2	-	288.40	288.40	-	315.94	315.94
Total non-current liabilities		**26,072.22**	**(3,087.65)**	**22,984.57**	**21,611.40**	**(412.53)**	**21,198.87**

(All amount in INR Lakh unless stated otherwise)

Description	Notes	Previous GAAP as at 31 March 2017	Adjustments	Ind AS as at 31 March 2017	Previous GAAP as at 1 April 2016	Adjustments	Ind AS as at 1 April 2016
Current liabilities							
Financial liabilities							
Borrowings	1	13,367.96	(124.94)	13,243.02	23,343.27	(237.40)	23,105.87
Trade payables		41,100.47	(5.23)	41,095.24	27,306.11	-	27,306.11
Other financial liabilities	1	3,780.58	96.05	3,876.63	4,010.75	114.89	4,125.64
Other current liabilities	2	661.50	111.15	772.65	627.50	73.12	700.62
Provisions		144.46	(91.91)	52.55	107.61	(87.09)	20.52
Current tax liabilities (net)		128.67	-	128.67	-	-	-
Total current liabilities		**59,183.64**	**(14.88)**	**59,168.76**	**55,395.24**	**(136.48)**	**55,258.76**
Total liabilities		**85,255.86**	**(3,102.53)**	**82,153.33**	**77,006.64**	**(549.01)**	**76,457.63**
Total equity and liabilities		**117,936.51**	**(453.54)**	**117,482.97**	**102,161.09**	**(581.09)**	**101,580.00**

* The previous GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(v) Reconciliation of the income and expenses presented in the statement of profit and loss prepared as per Indian GAAP and as per Ind AS as at 31 March 2017 is as follows:

(All amount in INR Lakh unless stated otherwise)

Description	Notes	Previous GAAP as at 31 March 2017	Adjustments	Ind AS as at 31 March 2017
Revenue				
Revenue from operations	6	162,490.80	746.22	163,237.02
Other income	1,2	720.59	95.53	816.12
Total income		**163,211.39**	**841.75**	**164,053.14**

(All amount in INR Lakh unless stated otherwise)

Description	Notes	Previous GAAP as at 31 March 2017	Adjustments	Ind AS as at 31 March 2017
Expenses				
Cost of materials consumed	1	134,030.64	(221.26)	133,809.38
Changes in inventories of finished goods and work-in-progress	6	(2,868.55)	(38.03)	(2,906.58)
Excise duty		7,043.07	-	7,043.07
Employee benefits expense	8	3,806.45	(6.83)	3,799.62
Finance costs	1	5,388.16	526.35	5,914.51
Depreciation and amortisation expense	3,8	3,596.80	16.63	3,613.43
Other expenses	1,6,4	8,077.19	851.27	8,928.46
Prior period items	4	25.34	(25.34)	-
Total expenses		**159,099.10**	**1,102.79**	**160,201.89**
Profit before tax		4,112.29	(261.04)	3,851.25
Tax expense				
Current tax		893.66	-	893.66
Deferred tax	9	132.31	408.39	540.70
Net profit for the year		**3,086.32**	**(669.43)**	**2,416.89**

(All amount in INR Lakh unless stated otherwise)

Description	Notes	Previous GAAP as at 31 March 2017	Adjustments	Ind AS as at 31 March 2017
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Re-measurement gains (losses) on defined benefit plans	8	-	(6.83)	(6.83)
Income tax effect	9	-	2.36	2.36
Other comprehensive income/ (loss) for the year		**-**	**(4.47)**	**(4.47)**
Total comprehensive income for the year		**3,086.32**	**(673.90)**	**2,412.42**

* The previous GAAP figures have been reclassified to confirm to Ind AS presentation requirements for the purpose of this note.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

Note – 1

Measurement of financial assets and financial liabilities at amortised cost

Under previous GAAP, all financial assets and financial liabilities were carried at cost.

Under Ind AS, certain financial assets and financial liabilities are subsequently measured at amortised cost which involves the application of effective interest method. In applying the effective interest method, an entity identifies fees that are an integral part of the effective interest rate of a financial instrument. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability to the gross carrying amount of the financial asset or financial liability. For certain financial liabilities, the fair value of the financial liability at the date of transition to Ind AS has been considered as the new amortised cost of that financial liability at the date of transition to Ind AS.

Note – 2

Adjustment for Government grant recognised as deferred income and amortised on a systematic basis

Under previous GAAP, capital grant relating to assets were recognised directly in equity. Under Ind AS Government grants shall be presented in the balance sheet by setting up the grant as deferred income and deferred income is recognised in profit or loss on a systematic basis over the useful life of the asset.

Note – 3

Adjustment for leasehold land obligation accounted as finance lease and amortisated over period of lease

Under previous GAAP, the leasehold land is recorded and classified as fixed assets. Under Ind AS, leasehold land is recognised as operating lease or finance lease as per definition and classification criteria. The Company has classified its leasehold land as finance lease as per the terms of agreement and amortised it over the period of lease.

Note – 4

Prior period items

Under previous GAAP, prior period items are included in determination of net profit or loss of the period in which the error pertaining to a prior period is discovered and are separately disclosed in the statement of profit and loss. Under Ind AS, material prior period errors are corrected retrospectively.

Note – 5

Recognition of loss allowance for expected credit losses on financial assets measured at amortised cost

Under previous GAAP, provision for doubtful debts was recognised based on the estimates of the outcome and of the financial effect of contingencies determined by the judgement of the management of the Company. This judgement was based on consideration of information available up to the date on which the financial statements were approved and included a review of events occurring after the balance sheet date.

Under Ind AS, a loss allowance for expected credit losses is recognised on financial assets carried at amortised cost. Expected loss on individually significant receivables is assessed when they are past due and based on company's historical counterparty default rates and forecast of macro-economic factors. Other receivables have been segmented by reference to the industry of the counterparty and other shared credit risk characteristics to evaluate the expected credit loss. The expected credit loss estimate is then based on recent historical counterparty default rates for each identified segment.

Note – 6

Revenue and changes in inventories recognised and lease adjustment on assets received from customers

Under previous GAAP, there was no guidance for accounting of assets received from customers.

Under Ind AS, assets received from customer have been cosidered as operating leases and lease rent has been charged in the profit and loss on the basis of usage of assets. Correspondingly, revenue has been grossed up with amount of lease rent for sold units and lease rent of unsold units have been charged to inventories.

Note – 7

Excise duty

Under previous GAAP, revenue from sale of goods was presented net of excise duty whereas under Ind AS the revenue from sale of goods is presented inclusive of excise duty. The excise duty is presented on the face of the Statement of profit and loss as part of expenses.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

Note – 8

Other adjustments

Other comprehensive income

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes re-measurements of defined benefit plans The concept of other comprehensive income did not exist under previous GAAP.

Adjustment for derivative contracts

The fair value of forward foreign exchange derivative contracts is recognised under Ind AS, and was not recognised under Indian GAAP.

Adjustment for reversal of amortisation of goodwill recognised in business combination prior to transition date

Under Indian GAAP, goodwill arised on business combination is amortised over a period not exceeding five years. Under Ind AS, goodwill is not amortised but required to be tested for impairment.

Note – 9

Tax effect of adjustments

Under previous GAAP, deferred tax was accounted using the income statement approach, on the timing differences between the taxable profit and accounting profits for the period. Under Ind AS, deferred tax is recognized following balance sheet approach on the temporary differences between the carrying amount of asset or liability in the balance sheet and its tax base. In addition, various transitional adjustments has also led to recognition of deferred taxes on new temporary differences.

Note – 10

Adjustment for compulsory convertible debentures

Under Indian GAAP, the compulsory convertible debentures were classified as liability and interest payable thereon was treated as finance cost. Under Ind AS, compulsory convertible debentures are separated into liability and equity components based on the terms of the contract. Interest on liability component is recognised using the effective interest method.

54 The Company was required to spent INR 68.63 Lakh (31 March 2017 INR 58.41 Lakh) on Corporate social responsibility (CSR) activities during the year ended 31 March 2018 in accordance with Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time. The Board approved the CSR budget of INR 118 Lakh (31 March 2017 INR 59 Lakh) on recommendation of CSR Committee to be spent in the Financial Year 2017-18.

The details of amount actually spent by the Company during the year are

For the year ended 31 March 2018:

S. No.	Particulars	Amount paid in Cash	Amount yet to be paid in Cash	Total
(i)	Promoting Education – Vocational Skill Development	35.33	-	35.33
(ii)	Promoting Gender Equality and Women Empowerment	5.00	-	5.00
(iii)	Preventing and Promoting Health Care, Sanitation And Making Available Safe Drinking Water	58.49	-	58.49
(iv)	Construction of Sports Stadium and Training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports	20.00	-	20.00

For the year ended 31 March 2017:

S. No.	Particulars	Amount paid in Cash	Amount yet to be paid in Cash	Total
(i)	Expenditure on vocational training	10.23	-	10.23

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

55 Particulars of loans given/investments made/guarantees given, as required by clause (4) of Section 186 of the Companies Act, 2013:

(All amount in INR Lakh unless stated otherwise)

Name	Nature	Amount of loan outstanding as at 31 March 2018	Rate of interest	Purpose for which the loan/security/ guarantee is utilized
PICL (India) Private Limited	Guarantee	986.88	9.45% to 11.75%	Purchase of machinery
PICL (India) Private Limited	Guarantee	2,757.89	2.3% to 13.25%	Working Capital Requirement
PICL (India) Private Limited	Guarantee	843.35	2.3% to 13.25%	Letter of Credits

Investment made has been disclosed in Note 9.

56 SEGMENT INFORMATION

The Company is engaged in manufacture of air conditioners. Basis the nature of Company's business and operations, the Company has one operating segment i.e. "manufacture of of air conditioners" for which information is reviewed by the Chief Operating Decision Maker (CODM) to allocate resources and assess performance. Hence, the Company has only one reportable segment as per the requirements of Ind AS 108 – 'Operating Segments'. Majority of the revenue of INR 118,904.49 Lakh (31 March 2017: INR 95,943.42 Lakh) is derived from four external customers and the Company operates in one geography.

57 UTILISATION OF MONEY RAISED THROUGH PUBLIC ISSUE:

During the year ended 31 March 2018, the Company has raised INR 59,960.19 Lakh through public issue, specically to meet the following objects of the Offer. The utilisation of IPO proceeds during the year ended 31 March 2018:

(All amount in INR Lakh unless stated otherwise)

Particulars	Fund allocated as per Prospectus	Utilisation/ payment upto 31 March 2018	Unutilised Money upto 31 March 2018
Repayment/prepayment of all or a portion of certain borrowings availed by Company	40,000.00	40,000.00	-
General corporate purpose	4,914.10	4,914.10	-
Offer related expenses to be borne by the Company	2554.23	984.64	1569.59
Selling shareholders portion	12,491.66	12079.86	411.80
Total	**59959.99**	**57978.60**	**1981.39**

* out of above, INR 11795.76 was paid to selling shareholders. The remaining amount was utilised for payment of expenses related to IPO attributable to selling shareholders. The unutilised amount will also be used for such payments.

Notes:

(i) The Company has maintained the balance of unutilised IPO proceeds in the public issue and monitoring accounts of the Company.

(ii) The above amounts under utilisation/payment have been disclosed on cash/payment basis

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

58 As per the transfer pricing legislation under sections 92-92F of the Income Tax Act, 1961, the Company is required to use certain specific methods in computing arm's length prices of transactions with associated enterprises and maintain adequate documentation in this respect. Since law requires existence of such information and documentation to be contemporaneous in nature, the Company has appointed independent consultants for conducting a Transfer Pricing Study (the 'Study') to confirm that the transactions with associate enterprises undertaken during the financial year are on an "arms length basis" and such study is in progress. Management is of the opinion that the Company's transactions are at arm's length and that the results of the proposed study will not have any impact on the financial statements and that they do not expect any transfer pricing adjustments.

For **Walker Chandiok & Co LLP**
Chartered Accountants

per **Sumit Mahajan**
Partner

Place: Gurugram
Date: 25 May 2018

For and on behalf of Board of Directors of
Amber Enterprises India Limited

Jasbir Singh
(Chairman and CEO)
(DIN: 00259632)

Daljit Singh
(Managing Director)
(DIN: 02023964)

Konica Yadav
(Company Secretary and Compliance Officer)
(Membership No. A30322)

Sudhir Goyal
Chief Financial Officer

Place: Gurugram
Date: 25 May 2018

Place: Gurugram
Date: 25 May 2018

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF AMBER ENTERPRISES INDIA LIMITED

Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Amber Enterprises India Limited ('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 Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ('the Act') that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit or loss (consolidated financial performance including other comprehensive income), consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act. The respective Board of Directors/management 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; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

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

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

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

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

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

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India , of the state of affairs (consolidated financial position) of the Group as at 31 March 2018, and its profit (consolidated financial performance including other comprehensive income), their Consolidated cash flows and the Consolidated changes in equity for the year ended on that date.

Other Matter

9. The Company had prepared separate sets of statutory financial statements for the year ended 31 March 2017 and 31 March 2016 in accordance with Accounting Standards prescribed under Section

INDEPENDENT AUDITOR'S REPORT (Contd.)

133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) on which we issued auditor's reports to the shareholders of the Company dated 10 July 2017 and 9 August 2016 respectively. These financial statements have been adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS, which have also been audited by us. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

10. As required by Section 143(3) of the Act, based on our audit on separate financial statements and other financial information of the subsidiaries, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statement have been kept so far as it appears from our examination of those books;

c) The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

d) In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under Section 133 of the Act;

e) On the basis of the written representations received from the directors of the Holding Company, taken on record by the Board of Directors of the Holding Company and Subsidiary Companies, none of the director of the Group companies are 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 over financial reporting of the Holding Company, and its subsidiary companies covered under the Act and the operating effectiveness of such controls, refer to our separate report in 'Annexure I';

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

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in Note 42 to the consolidated financial statements;

ii. The Group, did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies covered under the Act during the year ended 31 March 2018;

iv. The disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016 which are not relevant to these consolidated financial statements. Hence, reporting under this clause is not applicable.

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

per **Sumit Mahajan**
Partner
Membership No. 504822

Place: Gurugram
Date: 25 May 2018

ANNEXURE I

INDEPENDENT AUDITOR'S REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ('THE ACT').

1. In conjunction with our audit of the consolidated financial statements of Amber Enterprises India Limited (the Holding Company) and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group') as at and for the year ended 31 March 2018, we have audited the internal financial controls over financial reporting ('IFCoFR') of the Holding Company and its subsidiary companies, which are companies covered under the Act, as at that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITOR'S RESPONSIBILITY

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

ANNEXURE I (Contd.)

Opinion

8. In our opinion, the Holding and its subsidiary companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls over financial reporting and such controls were operating effectively as at 31 March 2018, based on the internal control over Financial Reporting criteria established by the Holding Company considering the essential components of internal control stated in Guidance Note issued by the ICAI.

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

per **Sumit Mahajan**
Partner
Membership No. 504822

Place: Gurugram
Date: 25 May 2018

CONSOLIDATED BALANCE SHEET
AS AT 31 MARCH 2018

(All amount in INR Lakh unless stated otherwise)

Particulars	Note	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
ASSETS				
Non-current assets				
Property, plant and equipment	4	56,287.54	46,288.37	42,299.76
Capital work-in-progress	5	947.21	934.44	1,581.77
Goodwill	6	6,537.47	3,414.72	3,414.72
Other intangible assets	6	8,176.60	5,974.00	4,405.15
Intangible assets under development	7	2,027.55	1,199.28	1,983.44
Financial assets				
Investments	8	571.49	-	-
Loans	9	655.82	493.45	570.43
Other financial assets	10	208.58	582.30	483.55
Non-current tax assets (net)	11	358.68	73.18	37.40
Deferred tax assets (net)	26	-	22.66	-
Other non-current assets	12	683.75	975.67	938.70
Total non-current assets		**76,454.69**	**59,958.07**	**55,714.92**
Current assets				
Inventories	13	39,564.50	26,850.27	22,401.62
Financial assets				
Trade receivables	14	37,857.23	31,009.06	24,763.65
Cash and cash equivalents	15	11,941.38	1,659.36	582.30
Other bank balances	16	1,439.62	1,864.48	1,316.29
Loans	17	1,312.34	1,003.58	702.15
Other financial assets	18	1,521.16	393.76	90.32
Other current assets	19	2,762.24	2,334.72	3,064.40
Total current assets		**96,398.47**	**65,115.23**	**52,920.73**
Total assets		**1,72,853.16**	**1,25,073.30**	**1,08,635.65**
EQUITY AND LIABILITIES				
EQUITY				
Equity share capital	20	3,144.65	2,380.98	2,170.28
Other equity	21	86,131.46	33,885.14	24,094.50
Total equity		**89,276.11**	**36,266.12**	**26,264.78**
LIABILITIES				
Non-current liabilities				
Financial liabilities				
Borrowings	22	4,330.45	22,190.16	15,978.69
Trade payables	23	-	-	3,883.93
Other financial liabilities	**24**	**2,254.02**	**-**	**-**
Provisions	25	411.00	332.39	309.77
Deferred tax liabilities (net)	26	3,517.36	670.47	1,026.89
Other non-current liabilities	27	261.02	288.40	315.94
Total non-current liabilities		**10,773.85**	**23,481.42**	**21,515.22**
Current liabilities				
Financial liabilities				
Borrowings	28	6,220.38	15,224.27	26,808.64
Trade payables	29	57,204.95	44,574.39	28,371.18
Other financial liabilities	30	4,735.79	4,405.80	4,674.32
Other current liabilities	31	3,900.03	812.03	737.21
Provisions	32	91.10	58.74	26.08
Current tax liabilities (net)	33	650.95	250.53	238.22
Total current liabilities		**72,803.20**	**65,325.76**	**60,855.65**
Total liabilities		**83,577.05**	**88,807.18**	**82,370.87**
Total equity and liabilities		**1,72,853.16**	**1,25,073.30**	**1,08,635.65**

The accompanying notes form an integral part of the financial statements.

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

For **Walker Chandiok & Co LLP**
Chartered Accountants

per **Sumit Mahajan**
Partner

Place: Gurugram
Date: 25 May 2018

For and on behalf of Board of Directors of
Amber Enterprises India Limited

Jasbir Singh
(Chairman and CEO)
(DIN: 00259632)

Daljit Singh
(Managing Director)
(DIN: 02023964)

Konica Yadav
(Company Secretary and Compliance Officer)
(Membership No. A30322)

Sudhir Goyal
Chief Financial Officer

Place: Gurugram
Date: 25 May 2018

Place: Gurugram
Date: 25 May 2018

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

(All amount in INR Lakh unless stated otherwise)

Particulars	Notes	For the year ended 31 March 2018	For the year ended 31 March 2017
INCOME			
Revenue from operations	34	2,17,150.82	1,73,581.45
Other income	35	871.63	881.27
Total income		**2,18,022.45**	**1,74,462.72**
EXPENSES			
Cost of materials consumed	36	1,75,205.85	1,39,871.44
Changes in inventories of finished goods and work-in-progress	37	1,678.11	(2,751.05)
Excise duty		4,342.44	8,395.42
Employee benefits expense	38	4,976.78	4,366.35
Finance costs	39	5,383.24	6,351.90
Depreciation and amortisation expense	40	4,902.12	4,011.32
Other expenses	41	12,593.47	10,646.70
Total expenses		**2,09,082.01**	**1,70,892.08**
Profit before tax		**8,940.44**	**3,570.64**
Tax expense			
Current tax		1,926.30	883.95
Deferred tax		783.56	472.31
Net profit for the year		**6,230.58**	**2,214.38**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Re-measurement gains/ (losses) on defined benefit obligations		51.79	(11.56)
Income tax relating to these items		(17.81)	3.68
Other comprehensive income/ (loss) for the year		**33.98**	**(7.88)**
Total comprehensive income for the year		**6,264.56**	**2,206.50**
Earning per equity share (Nominal value of equity share INR 10 each)	47		
Basic		23.16	9.80
Diluted		23.16	9.80

The accompanying notes form an integral part of the financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants

per **Sumit Mahajan**
Partner

Place: Gurugram
Date: 25 May 2018

For and on behalf of Board of Directors of
Amber Enterprises India Limited

Jasbir Singh
(Chairman and CEO)
(DIN: 00259632)

Daljit Singh
(Managing Director)
(DIN: 02023964)

Konica Yadav
(Company Secretary and Compliance Officer)
(Membership No. A30322)

Sudhir Goyal
Chief Financial Officer

Place: Gurugram
Date: 25 May 2018

Place: Gurugram
Date: 25 May 2018

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 MARCH 2018

(All amount in INR Lakh unless stated otherwise)

Particulars		For the year ended 31 March 2018	For the year ended 31 March 2017
A. CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		8,940.44	3,570.64
Adjustment for:			
Depreciation and amortisation		4,902.12	4,011.32
Advances and other balance written off		193.49	24.32
Trade receivables written off		78.19	52.50
Government grant income		(27.55)	(27.55)
Interest income		(205.30)	(223.00)
Gain on sale of property, plant and equipment		(34.17)	(33.52)
Impairment loss on capital work-in-progress		-	**60.29**
MTM loss on forward contracts		-	2.58
Unrealised foreign exchange (gain)/losss		(3.15)	(565.29)
Finance costs		5,383.24	6,351.90
Operating profit before working capital changes		**19,227.31**	**13,224.19**
Movements in working capital:			
Trade receivables		(3,381.51)	(6,296.02)
Inventories		(9,691.20)	(4,448.65)
Financial and other assets		(389.00)	2.17
Trade payables		7,769.64	12,338.82
Provisions		67.92	43.72
Financial and other liabilities		783.87	215.85
Cash generated from operations		**14,387.03**	**15,080.09**
Income tax paid (net)		(1,684.14)	(907.43)
Net cash generated from operating activities	**A**	**12,702.89**	**14,172.66**
B. CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment, capital work-in-progress, intangibles and intangible assets under development including capital advances and creditor for capital goods		(10,241.77)	(8,135.22)
Proceeds from sale of property, plant and equipment		163.82	78.32
Payment for acquisition of subsidiary, net of cash acquired		**(5,437.41)**	-
Investments purchased		**(571.49)**	-
Movement in bank deposits		734.67	(690.60)
Movement in security deposits		(30.29)	145.10
Interest received on bank deposits		183.47	155.27
Bank deposits			
Net cash used in from investing activities	**B**	**(15,199.00)**	**(8,447.13)**
C CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from issuance of equity share capital (including securities premium)		47,468.33	-
Proceeds from issuance of preference share capital (including securities premium)		-	4,999.99
Repayment of short term borrowings (net)		(10,855.93)	(11,736.11)
Proceeds from long term borrowings		7,429.00	4,767.11
Repayment of long term borrowings		(24,674.04)	(1,312.72)
Proceeds from compulsory convertible debentures		-	5,000.00
Finance costs paid		(5,604.59)	(5,763.35)
Interim dividend and tax on interim dividend		-	(603.39)
Share issue and IPO related expenses		(984.64)	-
Net cash generated from/(used in) financing activities	**C**	**12,778.13**	**(4,648.47)**

CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 MARCH 2018 (Contd.)

(All amount in INR Lakh unless stated otherwise)

Particulars		For the year ended 31 March 2018	For the year ended 31 March 2017
D	**NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENT (A+B+C)**	**10,282.02**	**1,077.06**
E	**CASH AND CASH EQUIVALENT AT THE BEGINNING OF THE YEAR**	1,659.36	582.30
	Cash and cash equivalent at the end of the year (D+E)^	**11,941.38**	**1,659.36**

^Cash and cash equivalents include:

(All amount in INR Lakh unless stated otherwise)

	For the year ended 31 March 2018	For the year ended 31 March 2017
Balances with banks:		
- in current and cash credit accounts	9,339.73	893.73
- deposits with original maturity less than three months*	2,536.60	657.20
Cheques in hand	47.08	93.59
Cash in hand	17.97	14.84
	11,941.38	**1,659.36**
*includes deposits under restriction	910.09	657.20

Notes to cash flow statement

a. The above cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard 7 (Ind AS-7) on "Statements of Cash Flows".

b. Negative figures have been shown in brackets.

c. Additions to property, plant and equipment and intangible assets include movements of capital work-in-progress and intangible assets under development respectively during the year.

The accompanying notes form an integral part of the financial statements.

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

For **Walker Chandiok & Co LLP**
Chartered Accountants

per **Sumit Mahajan**
Partner

Place: Gurugram
Date: 25 May 2018

For and on behalf of Board of Directors of
Amber Enterprises India Limited

Jasbir Singh
(Chairman and CEO)
(DIN: 00259632)

Daljit Singh
(Managing Director)
(DIN: 02023964)

Konica Yadav
(Company Secretary and Compliance Officer)
(Membership No. A30322)

Sudhir Goyal
Chief Financial Officer

Place: Gurugram
Date: 25 May 2018

Place: Gurugram
Date: 25 May 2018

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

A EQUITY SHARE CAPITAL

(All amount in INR Lakh unless stated otherwise)

	Amount
Balance as at 01 April 2016	**2,170.28**
Convertible preference share converted into equity shares	210.70
Balance as at 31 March 2017	**2,380.98**
Convertible debentures converted into equity shares	210.70
Changes in equity share capital during the year	552.97
Balance as at 31 March 2018	**3,144.65**

B PREFERENCE SHARE CAPITAL

(All amount in INR Lakh unless stated otherwise)

	Amount
Balance as at 01 April 2016	-
Issue of Convertible preference shares	210.70
Conversion of Convertible preference shares	(210.70)
Balance as at 31 March 2017	**-**

C OTHER EQUITY

(All amount in INR Lakh unless stated otherwise)

	Securities premium reserve	General reserve	Equity component of compound financial instruments	Retained earnings	Total
Balance as at 01 April 2016	**9,262.15**	**391.80**	**-**	**14,440.55**	**24,094.50**
Profit for the year	-	-	-	2,214.38	2,214.38
Remeasurement of defined benefit obligations (net of tax)	-	-	-	(7.88)	(7.88)
Compulsory convertible debentures issued during the year	-	-	3,398.25	-	3,398.25
Transaction with owners in their capacity as owners:					
Additions made during the year on allotment of equity shares	4,789.28	-	-	-	4,789.28
Interim dividend and tax on interim dividend	-	-	-	(603.39)	(603.39)
Balance as at 31 March 2017	**14,051.43**	**391.80**	**3,398.25**	**16,043.66**	**33,885.14**
Profit for the year	-	-	-	6,230.58	6,230.58
Remeasurement of defined benefit obligations (net of tax)	-	-	-	33.98	33.98
Compulsory convertible debentures converted to equity shares during the year	-	-	(3,398.25)	-	(3,398.25)
Transaction with owners in their capacity as owners:					
Additions made during the year on allotment of equity shares	49,380.01	-	-	-	49,380.01
Balance as at 31 March 2018	**63,431.44**	**391.80**	**-**	**22,308.22**	**86,131.46**

The accompanying notes form an integral part of the financial statements.

This is the Statement of Changes in Equity referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants

per **Sumit Mahajan**
Partner

Place: Gurugram
Date: 25 May 2018

For and on behalf of Board of Directors of
Amber Enterprises India Limited

Jasbir Singh
(Chairman and CEO)
(DIN: 00259632)

Daljit Singh
(Managing Director)
(DIN: 02023964)

Konica Yadav
(Company Secretary and Compliance Officer)
(Membership No. A30322)

Sudhir Goyal
Chief Financial Officer

Place: Gurugram
Date: 25 May 2018

Place: Gurugram
Date: 25 May 2018

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018

1. CORPORATE INFORMATION AND STATEMENT OF COMPLIANCE WITH INDIAN ACCOUNTING STANDARDS (IND AS)

Amber Enterprises India Limited (the "Company" or "the Holding Company"), together with its subsidiaries (collectively referred to as the "the Group") a public limited company domiciled in India and having its registered office situated at C-1, Phase II, Focal Point, Rajpura Town, Punjab - 140401, India was incorporated in 1990, under the Companies Act 1956, is engaged in the business of manufacturing a versatile range of products i.e. Air conditioners, microwave ovens, washing machines, refrigerators, heat exchangers, sheet metal components etc. Currently, the Group has eleven manufacturing facilities in India out of which three manufacturing facilities are operating in tax exemption zone.

The financial statements of the Group have been prepared to comply in all material respects with accounting principles generally accepted in India, including Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 under Section 133 of the Companies Act, 2013 (the "Act") and other relevant provisions of the Act. The consolidated financial statements up to year ended 31 March 2017 were prepared in accordance with the accounting standards prescribed under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 (as amended) ("Previous GAAP") and other relevant provisions of the Act.

These financial statements for the year ended 31 March 2018 are the first financial statements which the Group has prepared under Ind AS. For purpose of comparatives, financial statements for year ended 31 March 2017 and opening Balance Sheet as at 1 April 2016 are also prepared under Ind AS. Refer note 52 for an explanation of how the transition from previous GAAP to Ind AS has affected the Group's financial position, financial performance and cash flows.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

a. Basis of preparation

The financial statements have been prepared on accrual and going concern basis under historical cost convention except for certain financial instruments and plan assets, which are measured at fair values. The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1 April 2016 being the date of transition to Ind AS, except where the Group has applied certain exemptions upon transition to Ind AS.

The significant accounting policies and measurement bases have been summarised below.

Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and as per terms of agreements wherever applicable. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities, as the case may be.

Basis of consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Profit/(loss) and OCI ('OCI') of subsidiaries acquired or disposed of during the period are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable. All the consolidated subsidiaries have a consistent reporting date of 31 March 2018.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's statement of profit and loss and net assets that is not held by the Group. Profit/(loss) and each component of OCI are attributed to the equity holders of the parent company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. The Group attributes total comprehensive income or loss of the subsidiaries between the

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

owners of the parent and the non-controlling interests based on their respective ownership interests.

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. Such a change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

b. Revenue recognition

Revenue is recognised to the extent it is probable that future economic benefits will flow to the Group and the revenue can be measured reliably. Revenue is measured at the fair value of the consideration received or receivable net of related rebates. The following specific recognition criteria must also be met before revenue is recognised:

Revenue from operations

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Revenue in respect of tool development and job charges is recognised as per the terms of the contract with the customers.

Interest income

Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable. For all financial assets measured at amortised cost, interest income is recorded using the effective interest rate (EIR) i.e. the rate that discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial assets. The future cash flows include all other transaction costs paid or received, premiums or discounts if any, etc.

Dividend

Dividend are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

Insurance claims

Insurance claims are accounted for on the basis of claims admitted/expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

c. Inventories

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost is determined on first in, first out basis.
- Stores and spares, consumables and packing materials cost includes direct expenses and is determined on the basis of first in first out method.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

d. Income taxes

Tax expense recognised in the statement of profit and loss comprises the sum of deferred tax and current tax not recognised in Other Comprehensive Income (OCI) or directly in equity.

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Current tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (i.e. in OCI or equity depending upon the treatment of underlying item).

Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilised against future taxable

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

income. This is assessed based on the Group's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside statement of profit and loss (in OCI or equity depending upon the treatment of underlying item).

e. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

f. Foreign currency transactions

The financial statements are presented in Indian Rupee ('INR' or '₹') which is also the functional currency of the Company.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other income/ expenses, as the case maybe.

g. Financial instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities is described below:

Non-derivative financial assets

Subsequent measurement

i. Financial assets carried at amortised cost – a financial asset is measured at the amortised cost, if both the following conditions are met:

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

ii. **Investments in equity instruments** – The Group subsequently measures all equity investments at fair value. Dividends from such investments are recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. ECL is the weighted-average of difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Group is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables: In respect of trade receivables, the Group applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets: In respect of its other financial assets, the Group assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Group compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

De-recognition of financial assets

A financial asset is primarily de-recognised when the contractual rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset.

Non-derivative financial liabilities

Subsequent measurement

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities

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

Derivative financial instruments

Initial and subsequent measurement

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

h. Fair value of financial instruments

In determining the fair value of its financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

i. Property, plant and equipment ('PPE')

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and definition of asset is met. All other repair and maintenance costs are recognised in the statement of profit or loss as incurred.

In case an item of property, plant and equipment is acquired on deferred payment basis, interest expenses included in deferred payment is recognised as interest expense and not included

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

in cost of asset.

Subsequent measurement (depreciation and useful lives)

Depreciation on fixed assets is provided on straight line method based on life prescribed as per Schedule II of the Companies Act, 2013.

Block of asset	Useful life as per Companies Act, 2013 (in years)
Building	30-60
Plant and machinery	15
Computer	3
Furniture and fixture	10
Office equipment	5
Vehicles	8 – 10
Leashold lands	Lease term

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

j. Intangible assets

Recognition, initial measurement and subsequent measurement

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

Research and development costs

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

Amortisation methods and periods

The Group amortises intangible assets with a finite useful life using the straight-line method over the following periods:

	Useful life (in years)
Computer softwares	6
Development costs	7
Technical know-how	10
Customer relationships	6
Trade name	9
Patents and trademarks	6

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

k. Capital work-in progress

Cost of material consumed and erection charges thereon along with other direct cost incurred by the Group for the projects are shown as capital work-in-progress until capitalisation.

l. Impairment of non-financial assets

At each reporting date, the Group assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. The recoverable amount is higher of an asset's fair value less costs of disposal and value in use. For this purpose, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash generating units). If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost and the same is accordingly reversed in the statement of profit and loss.

m. Leases

As a lessee

Leases of property, plant and equipment where the Group, as lessee, has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease, unless the increase in rent is to compensate the lessor for the effects of inflation.

n. Borrowing costs

Borrowing costs directly attributable to the acquisitions, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed due to, other than temporary, interruption.

o. Provisions, contingent liabilities and contingent assets

Provisions are recognised when present obligations as a result of a past event will probably lead to an outflow of economic resources and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises when there is a presence of a legal or constructive commitment that has resulted from past events, for example, legal disputes or onerous contracts. Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Provisions are discounted to their present values, where the time value of money is material.

Any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

In those cases where the outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognised.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Group or

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised. However, when inflow of economic benefits is probable, related asset is disclosed.

p. Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

q. Employee benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with Indian Accounting Standard 19- Employee Benefits.

Defined benefit plans

Gratuity

The Group operates one defined benefit plan for its employees, viz. gratuity. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year-end using the projected unit credit method. Actuarial gain and loss for the defined benefit plan is recognized in full in the period in which they occur in other comprehensive income.

Other long term benefits

Accumulated leave expected to be carried forward beyond twelve months, is treated as long term employee benefit. Such long term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short term employee benefit.

Liability under continuity linked key resource and deferred salary schemes is provided for on actuarial valuation basis, which is done as per the projected unit credit method at the end of each financial period.

Defined contribution plans

Provident fund

The Group makes contribution to statutory provident fund in accordance with Employees Provident Fund and Miscellaneous Provisions Act, 1952. The plan is a defined contribution plan and contribution paid or payable is recognised as an expense in the period in which services are rendered by the employee.

Short-term employee benefits

Expense in respect of other short term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

r. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

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.

s. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting done to the chief operating decision maker. The Group operates in a single operating segment and geographical segment

3. RECENT ACCOUNTING PRONOUNCEMENT

In March 2018, the Ministry of Corporate Affairs (MCA) issued the Companies (Indian Accounting Standards) Amendment Rules, 2018, notifying Ind AS 115, Revnue from contract with customers, Appendix B to Ind-AS 21, Foreign currecny transactions and advance consideration and amendments to certain other standards. These amendments are applicable to the Group from 1st April, 2018. The Group will be adopting the amendments from their effective date.

Ind AS 115: Revenue from Contracts with Customers

Ind AS 115 supersedes Ind AS 11, Construction contracts and Ind AS 18, Revenue. Ind AS 115 requires an entity to report information regarding nature, amount, timing and uncertainty of revenue and cash flows arising from contract with customers.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

The principle of Ind AS 115 is that an entity should recognize revenue that demonstrates the transfer of promised goods and services to customers at an amount that reflect the consideration to which the entity expects to be entitled in exchange for those goods and services. The standards can be applied either retrospectively to each prior reporting period presented or can be applied retrospectively with recognition of cumulative effect of contracts that are not completed contracts at the date of initial application of the standard.

Based on the preliminary assessment performed by the Group, the impact of application of standard is not expected to be material.

Appendix B to Ind AS 21, Foreign currency transaction and advance consideration

The appendix clarifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the asset, expense or income (or part of it) is the date on which an entity initially recognizes the non-monetary asset or non-monetary liability arising from the payment of receipt of advance consideration towards such asset , expenses or income . If there are multiple payments or receipt in advance , then an entity must determine an transaction date for each payments or receipts of advance consideration.

Based on the preliminary assessment performed by the Group, the impact of application of appendix is not expected to be material.

Significant accounting judgements, estimates and assumptions

When preparing the financial statements management undertakes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses.

The actual results are likely to differ from the judgments, estimates and assumptions made by management, and will seldom equal the estimated results.

Information about significant judgments, estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below:

Significant judgements:

(i) Evaluation of indicators for impairment of non-financial assets

The evaluation of applicability of indicators of impairment of non-financial assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

(ii) Recognition of deferred tax assets

The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised. The recognition of deferred tax assets and reversal thereof is also dependent upon management decision relating to timing of availment of tax holiday benefits available under the Income Tax Act, 1961 which in turn is based on estimates of future taxable profits.

(iii) Contingent liabilities

The Group is the subject of certain legal proceedings which are pending in various jurisdictions. Due to the uncertainty inherent in such matters, it is difficult to predict the final outcome of such matters. The cases and claims against the Group often raise difficult and complex factual and legal issues, which are subject to many uncertainties, including but not limited to the facts and circumstances of each particular case and claim, the jurisdiction and the differences in applicable law. In the normal course of business, management consults with legal counsel and certain other experts on matters related to litigation and taxes. The Group accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated.

Sources of estimation uncertainty:

(i) Provisions

At each balance sheet date, basis the management judgment, changes in facts and legal aspects, the Group assesses the requirement of provisions against the outstanding warranties and guarantees. However, the actual future outcome may be different from management's estimates.

(ii) Fair valuation of financial instruments

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

(iii) Recoverability of advances/receivables

At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

4. PROPERTY, PLANT AND EQUIPMENT

(All amount in INR Lakh unless stated otherwise)

Description	Freehold land	Leasehold land	Buildings	Leasehold improvements	Plant and equipment- Owned	Plant and equipment - Leasehold	Furniture and fixtures	Vehicles	Office equipments	Computers	Total
Gross carrying value											
As at 01 April 2016*	2,206.80	1,781.56	7,516.80	56.52	38,243.76	2,707.04	404.59	461.29	305.28	341.20	54,024.84
Additions	-	18.36	889.60	-	6,003.25	-	42.10	74.29	58.54	44.56	7,130.70
Disposals	(3.96)	-	-	-	(47.18)	-	-	(27.47)	-	(2.21)	(80.82)
As at 31 March 2017	**2,202.84**	**1,799.92**	**8,406.40**	**56.52**	**44,199.83**	**2,707.04**	**446.69**	**508.11**	**363.82**	**383.55**	**61,074.72**
Additions pursuance to business combination (refer note 53)	-	1,324.58	2,291.50	-	2,044.74	-	275.77	89.98	34.35	14.32	6,075.24
Additions	**17.81**	**113.09**	**1,039.28**	**54.69**	**6,055.14**	**-**	**74.03**	**124.60**	**107.22**	**69.92**	**7,655.78**
Disposals	-	-	-	-	(175.59)	-	(0.84)	(6.83)	-	-	(183.26)
As at 31 March 2018	**2,220.65**	**3,237.59**	**11,737.18**	**111.21**	**52,124.12**	**2,707.04**	**795.65**	**715.86**	**505.39**	**467.79**	**74,622.48**
Accumulated depreciation											
As at 01 April 2016*	-	72.40	864.94	16.40	9,786.72	173.96	171.78	164.76	178.83	295.29	11,725.08
Charge for the year	-	19.58	241.55	6.78	2,476.63	171.60	36.52	43.87	48.36	27.71	3,072.60
Adjustment for disposals	**-**	**-**	**-**	**-**	**(25.36)**	**-**	**-**	**(8.76)**	**-**	**(1.90)**	**(36.02)**
Impairment loss	-	-	-	-	22.85	-	1.84	-	-	-	24.69
As at 31 March 2017	**-**	**91.98**	**1,106.49**	**23.18**	**12,260.84**	**345.56**	**210.14**	**199.87**	**227.19**	**321.10**	**14,786.35**
Charge for the year	-	23.58	293.55	8.43	2,909.50	171.60	46.80	55.24	54.23	39.27	3,602.20
Adjustment for disposals	-	-	-	-	(50.69)	-	(0.34)	(2.58)	-	-	(53.61)
As at 31 March 2018	**-**	**115.56**	**1,400.04**	**31.61**	**15,119.65**	**517.16**	**256.60**	**252.53**	**281.42**	**360.37**	**18,334.94**
Net block as at 01 April 2016*	**2,206.80**	**1,709.16**	**6,651.86**	**40.12**	**28,457.04**	**2,533.08**	**232.81**	**296.53**	**126.45**	**45.91**	**42,299.76**
Net block as at 31 March 2017	**2,202.84**	**1,707.94**	**7,299.91**	**33.34**	**31,938.99**	**2,361.48**	**236.55**	**308.24**	**136.63**	**62.45**	**46,288.37**
Net block as at 31 March 2018	**2,220.65**	**3,122.03**	**10,337.14**	**79.60**	**37,004.47**	**2,189.88**	**539.05**	**463.33**	**223.97**	**107.42**	**56,287.54**

* Represents deemed cost on the date of transition to Ind AS. Gross block and accumulated depreciation from the previous GAAP have been disclosed for the purpose of better understanding of the original cost of assets

Notes:

(i) Contractual obligations
Refer note 42 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(ii) Capitalised borrowing cost

The borrowing cost capitalised during the year ended 31 March 2018 was INR 167.36 Lakh (31 March 2017 INR 176.52 Lakh). The Company capitalised interest amouting to INR 96.30 Lakh (31 March 2017 INR 119.17 Lakh) under product development, amounting to INR 14.45 Lakh (31 March 2017 INR nil) under intangibles under development, amounting to INR 37.75 Lakh (31 March 2017 INR 57.35 Lakh) under machinery, amounting to INR 18.86 Lakh (31 March 2017 INR nil) under capital work in progress.

(iii) Property, plant and equipment have been pledged as security for liabilities, for details refer note 45.

(iv) Finance leases
Refer note 48 for information on property, plant and equipment taken on finance lease.

(v) During current year, expenses amounting INR 2330.97 Lakh (31 March 2017 INR 1,568.11 Lakh), net off scrap income of INR 204.63 Lakh (31 March 2017 INR 130.19 Lakh) comprising of raw material consumption, personnel costs, power and fuel charges and other related expenses have been capitalised under plant and machinery INR 88.64 Lakh (31 March 2017 INR 147.17 Lakh), product development INR 333.05 Lakh (31 March 2017 INR 167.68 Lakh), intangible assets under development INR 962.26 Lakh (31 March 2017 INR 67.28), capital work in progress INR 947.21 Lakh (31 March 2017 INR 1055.79 Lakh), being expenses eligible for capitalization.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

5. CAPITAL WORK-IN-PROGRESS

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Capital work-in-progress	947.21	934.44	1,581.77
	947.21	**934.44**	**1,581.77**

Notes:

(i) Refer note 4(ii) for capitalised borrowing cost and 4(v) for expenses eligible for capitalisation under capital work-in-progress.

(ii) Movement in capital work in progress:

(All amount in INR Lakh unless stated otherwise)

Particulars	**Amount**
Capital work-in-progress as at 01 April 2016	**1,581.77**
Add: additions during the year	728.41
Less: capitalisation during the year	**(1,315.45)**
Add: impairment loss on CWIP	(60.29)
Capital work-in-progress as at 31 March 2017	**934.44**
Add: acquisition of subsidiary (refer note 52)	52.00
Add: additions during the year	**1,024.96**
Less: capitalisation during the year	(1,064.19)
Capital work-in-progress as at 31 March 2018	**947.21**

(iii) The Subsidiary Company (PICL) has assessed the recoverable amount of assets located at Baddi and Parwanoo units, whereby, such assets have been valued at their net estimated recoverable amount. The difference between the written down values of such assets and net estimated recoverable amount has been considered as impairment loss.

6. INTANGIBLE ASSETS

(All amount in INR Lakh unless stated otherwise)

Description	Goodwill	Softwares	Product development	Technical knowhow	Customer relationships	Tradename	Patent and trademark	Total other intangible assets
Gross carrying value								
At 01 April 2016*	3,435.45	320.99	5,682.60	-	-	-	30.00	6,033.59
Additions	-	54.46	2,428.42	-	-	-	-	2,482.88
Disposals	-	-	(28.65)	-	-	-	-	(28.65)
Balance as at 31 March 2017	**3,435.45**	**375.45**	**8,082.37**	**-**	**-**	**-**	**30.00**	**8,487.82**
Addition pursuance to business combination (refer note 53)	3,131.62	4.47	-	911.00	247.00	452.00	-	1,614.47
Additions	-	356.66	1,521.52	-	-	-	1.00	1,879.18
Disposals	-	-	-	-	-	-	-	-
Balance as at 31 March 2018	**6,567.07**	**736.58**	**9,603.89**	**911.00**	**247.00**	**452.00**	**31.00**	**11,981.47**
Accumulated amortisation								
At 01 April 2016*	20.73	182.96	1,415.90	-	-	-	29.58	1,628.44
Amortisation charge for the year	-	37.80	875.95	-	-	-	0.28	914.03
Disposals	-	-	(28.65)	-	-	-	-	(28.65)
Balance as at 31 March 2017	**20.73**	**220.76**	**2,263.20**	**-**	**-**	**-**	**29.86**	**2,513.82**
Amortisation charge for the year	8.87	66.50	1,172.68	26.07	12.72	12.93	0.15	1,291.05
Balance as at 31 March 2018	**29.60**	**287.26**	**3,435.88**	**26.07**	**12.72**	**12.93**	**30.01**	**3,804.87**
Net book value as at 01 April 2016*	**3,414.72**	**138.03**	**4,266.70**	**-**	**-**	**-**	**0.42**	**4,405.15**
Net book value as at 31 March 2017	**3,414.72**	**154.69**	**5,819.17**	**-**	**-**	**-**	**0.14**	**5,974.00**
Net book value as at 31 March 2018	**6,537.47**	**449.32**	**6,168.01**	**884.93**	**234.28**	**439.07**	**0.99**	**8,176.60**

* Represents deemed cost on the date of transition to Ind AS. Gross block and accumulated depreciation from the previous GAAP have been disclosed for the purpose of better understanding of the original cost of assets.

Notes:

(i) Refer note 4(ii) for capitalised borrowing cost and 4(v) for expenses eligible for capitalisation under intangible assets.
(ii) Amortisation for the year has been included in line item 'Depreciation and amortisation expense' in statement of profit and loss.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

7. INTANGIBLE ASSETS UNDER DEVELOPMENT

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Intangible assets under development	2,027.55	1,199.28	1,983.44
	2,027.55	**1,199.28**	**1,983.44**

Notes:

(i) Refer note 4(ii) for capitalised borrowing cost and 4(v) for expenses eligible for capitalisation under intangible assets under development.

(ii) Movement in intangible assets under development:

(All amount in INR Lakh unless stated otherwise)

Particulars	Amount
Intangible assets under development as at 01 April 2016	**1,983.44**
Add: additions during the year	1,382.94
Less: capitalisation during the year	(2,167.10)
Intangible assets under development as at 31 March 2017	**1,199.28**
Add: additions during the year	2,684.27
Less: capitalisation during the year	(1,856.00)
Intangible assets under development as at 31 March 2018	**2,027.55**

8. INVESTMENTS

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Investment in equity instruments (unquoted, at fair value)*			
1,040,149 equity shares (31 March 2017: Nil; 01 April 2016: Nil) of Ever Electronics Private Limited (refer note below)	571.49	-	-
	571.49	-	-
Aggregate amount of quoted investments and market value thereof	-	-	-
Aggregate amount of unquoted investments	571.49	-	-
Aggregate amount of impairment in the value of investments	-	-	-

*Investments are stated at fair value through profit or loss as per Ind AS 109 'Financial Instruments'.

Notes:

The Company has made an investment of INR 571.49 Lakh for acquisition of 1,040,149 equity shares of Ever Electronics Private Limited ("Ever") on 30 March 2018 which represents 19% of the total share capital of Ever. Ever is engaged in the business of manufacturing, assembling and dealing in electronic assembled printed circuit boards for home appliances and automobile products.

9. LOANS

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Non-current			
Unsecured, considered good			
Security deposits (refer note 44)	655.82	493.45	570.43
	655.82	**493.45**	**570.43**

Refer note 50 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 51 - Financial risk management for assessment of expected credit losses

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

10. OTHER FINANCIAL ASSETS

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Non-current			
Bank deposits with more than twelve months maturity	0.86	336.30	194.28
Government grant receivable	207.72	246.00	289.27
	208.58	**582.30**	**483.55**

Notes:

(i) Refer note 16(i) and 16(ii) for bank deposits with more than 12 months maturity which are under restriction.

(ii) Refer note 50 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 51 - Financial risk management for assessment of expected credit losses

11. NON CURRENT TAX ASSETS (NET)

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Non-current tax assets [net of provision INR 566.45 Lakh (31 March 2017 : INR 566.45 Lakh; 01 April 2016 : INR 566.45 Lakh)]	358.68	73.18	37.40
	358.68	**73.18**	**37.40**

12. OTHER NON-CURRENT ASSETS

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Capital advances	574.66	713.19	717.11
Balance with statutory and government authorities*	21.25	124.62	123.45
Prepaid expenses	87.84	137.86	98.14
	683.75	**975.67**	**938.70**

* includes deposit paid under protest with statutory authorities (refer note 43)

13. INVENTORIES

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
(Valued at lower of cost and net realisable value, unless otherwise stated)			
Raw materials			
- in hand	28,220.76	19,417.91	18,155.45
- in transit	5,584.98	527.28	154.63
Work-in-progress	1,313.43	1,697.94	953.11
Finished goods	3,511.52	4,554.13	2,481.85
Stores, spares and other consumables	109.27	178.52	211.92
Packing materials	757.86	259.17	248.61
Scrap (valued at net realisable value)	66.68	215.32	196.05
	39,564.50	**26,850.27**	**22,401.62**

Notes:

(i) Inventories have been pledged as security for liabilities, for details refer note 45.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

14. TRADE RECEIVABLES

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
- Unsecured, considered good	37,857.23	31,009.06	24,763.65
- Unsecured, considered doubtful	30.95	39.79	30.95
	37,888.18	**31,048.85**	**24,794.60**
Less: allowance for doubtful debts	30.95	39.79	30.95
	37,857.23	**31,009.06**	**24,763.65**

Notes:

(i) Includes debtors discounted from banks INR nil (31 March 2017 : INR 5,672.77 Lakh; 01 April 2016 : INR 9,849.23 Lakh).

(ii) Trade receivables have been pledged as security for liabilities, for details refer note 45.

(iii) The carrying values of trade receivables are considered to be a reasonable approximation of fair values.

(iv) Refer note 50 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 51 - Financial risk management for assessment of expected credit losses.

15. CASH AND CASH EQUIVALENTS

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Balances with banks:			
- in current and cash credit accounts*	9,339.73	893.73	223.02
- deposits with original maturity less than three months	2,536.60	657.20	342.39
Cheques in hand	47.08	93.59	4.53
Cash in hand	17.97	14.84	12.36
	11,941.38	**1,659.36**	**582.30**

* Includes debit balance of INR 3,329.45 Lakh (31 March 2017 : INR 571.30 Lakh; 01 April 2016 : INR nil) in cash credit accounts

Notes:

(i) Other than as disclosed, there are no repatriation restrictions with respect to cash and cash equivalents as at the end of the reporting year and comparative years.

(ii) Refer note 16(i) and 16(ii) for cash and cash equivalents which are under restriction.

16. OTHER BANK BALANCES

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Deposits with original maturity more than three months but less than twelve months	1,439.62	1,864.48	1,316.29
	1,439.62	**1,864.48**	**1,316.29**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

Notes:

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
(i) Bank deposits which are under restriction:			
Fixed deposits with banks held as margin money for letter of credits, bank guarantees, working capital facilities and buyers credit	1,609.83	1,509.14	1,088.53
Fixed deposits with banks held as margin money for term loan	-	395.97	322.37
Fixed deposits lodged with banks for issue of guarantees in favour of sale tax authorities	4.80	4.42	4.13
Fixed deposits with banks held as margin money for assets taken on lease from Connect Residuary Private Limited	85.91	85.91	82.97
Fixed deposits with banks held till security perfection	-	-	59.08
Interest accrual on fixed deposits	64.13	76.57	49.50
	1,764.67	**2,072.00**	**1,606.58**
(ii) Bank deposits which are under restriction:			
- deposits with original maturity less than three months	910.09	657.20	342.39
- deposits with original maturity more than three months but less than twelve months	854.23	1,078.50	1,069.91
- deposits with original maturity more than twelve months	0.35	336.30	194.28
	1,764.67	**2,072.00**	**1,606.58**

(iii) The carrying values are a reasonable approximate of their fair values.

17. LOANS

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Current			
Unsecured, considered good			
Security deposits			
-to related parties*	-	367.65	334.30
-to others	1,230.95	533.16	314.77
Loans to employees (refer note (ii) below)	81.39	102.77	53.08
	1,312.34	1,003.58	702.15

(i) *includes security deposit to Acme Fabrications Private Limited (refer note 44)

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
(ii) Includes amount paid to related party :			
Sudhir Goyal	2.15	-	-
Konica Yadav	0.13	-	-
Sanjay Arora	1.68	-	-
Sachin Gupta	3.73	-	-

(iii) The carrying values are considered to be a reasonable approximation of fair values.

18. OTHER FINANCIAL ASSETS

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Current			
Recoverable on account of budgetary support	1,050.39	-	-
Margin money against commodities hedging	-	-	32.72
Unbilled revenue	1.94	-	-
Other recoverables	468.83	393.76	57.60
	1,521.16	**393.76**	**90.32**

The carrying values are considered to be a reasonable approximation of fair values.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

19. OTHER CURRENT ASSETS

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Advances to related parties*	-	-	13.10
Advances to suppliers	610.42	129.39	559.38
Balances with statutory authorities	**1,935.61**	**2,070.92**	**2,416.36**
Staff advances	56.66	-	-
Prepaid expenses	159.55	134.41	75.56
	2,762.24	**2,334.72**	**3,064.40**

* includes amount receivable from Acme Fabrications Private Limited (refer note 44)

20. EQUITY SHARE CAPITAL

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Authorised capital			
45,000,000 (31 March 2017 : 26,500,000 ; 01 April 2016 : 25,000,000) Equity shares of INR 10 each	4,500.00	2,650.00	2,500.00
Nil (31 March 2017 : 4,500,000 ; 01 April 2016 : Nil) Preference shares of INR 10 each	-	450.00	-
	4,500.00	**3,100.00**	**2,500.00**
Issued, subscribed capital and fully paid up			
31,446,540 (31 March 2017 : 23,809,825 ; 01 April 2016 : 21,702,788) Equity shares of INR 10 each	3,144.65	2,380.98	2,170.28
	3,144.65	**2,380.98**	**2,170.28**

(i) Terms/rights attached to equity shares

The Group has only one class of equity shares having a par value of INR 10 each. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Group, holders of equity shares will be entitled to receive any of the remaining assets of the Group, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(ii) Reconciliation of equity shares outstanding at the beginning and at the end of the year

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018		As at 31 March 2017	
	No. of shares	**(INR in Lakh)**	No. of shares	(INR in Lakh)
Equity share capital of INR 10 each fully paid up				
Balance at the beginning of the year	2,38,09,825	2,380.98	2,17,02,788	2,170.28
Add: Convertible preference shares converted into equity shares (refer (a) below)	-	-	21,07,037	210.70
Add: Convertible debentures converted into equity shares (refer (b) below)	21,07,030	210.70	-	-
Add: Shares issued during the year	55,29,685	552.97	-	-
Balance at the end of the year	**3,14,46,540**	**3,144.65**	**2,38,09,825**	**2,380.98**
Preference share capital of INR 10 each fully paid up				
Balance at the beginning of the year	-	-	-	-
Add: Convertible preference shares issued during the year	-	-	21,07,037	211
Less: Convertible preference shares converted into equity shares (refer (a) below)	-	-	(21,07,037)	(210.70)
Balance at the end of the year	**-**	**-**	**-**	**-**

(a) On 12 January 2017, the Company had issued 2,107,037 Compulsorily Convertible Preference Shares ("CCPS") of INR 10 each at premium of INR 227.30 per CCPS, aggregating to INR 5,000 Lakh. The holder of the CCPS shall be entitled to receive, fixed dividend in respect of the par value of the CCPS at the rate of 0.01% per annum. During the year ended 31 March 2017, CCPS were converted into equivalent number of equity shares of INR 10 each in the ratio of 1:1.

(b) The Company issued 10 Compulsorily Convertible Debentures ("CCD") of INR 500 Lakh each aggregating to INR 5,000 Lakh. The holder of the CCD shall be entitled to receive interest in respect of the par value of the CCD at the rate of 8.65% per annum. Each CCD shall be converted into 2,107,030 Equity Shares of INR 10 each at a premium of INR 227.30 per equity share. The CCDs shall be compulsorily converted into equity shares: (a) on the date i.e. 10 years from the date of issue or (b) on the day that is the 15th business day from the date of issuance of a CCD conversion notice by the Investor, in respect of the CCD held by the Investor. During the year, the investor has exercised the option for conversion of these debentures.

(iii) Shareholders holding more than 5% of shares of the Group as at balance sheet date

(All amount in INR Lakh unless stated otherwise)

	As at 31 March 2018		As at 31 March 2017		As at 01 April 2016	
Particulars	**No. of shares**	**% holding**	No. of shares	% holding	No. of shares	% holding
Mr. Jasbir Singh	70,55,760	22.44%	66,85,840	28.08%	66,85,840	30.81%
Mr. Daljit Singh	60,70,800	19.31%	57,00,880	23.94%	57,00,880	26.27%
Mr. Kartar Singh	7,08,667	2.25%	10,46,264	4.39%	14,80,320	6.82%
Ascent Investment Holdings Pte. Ltd.	65,77,639	20.92%	99,20,041	41.66%	-	-
Reliance Alternate Investment Fund	-	-	-	-	73,78,948	34.00%

(iv) Details of shares allotted as fully paid up by way of bonus issues during current year and last 5 years:

(All amount in INR Lakh unless stated otherwise)

Year ended	**Face value (in INR)**	**Number of shares**
31 March 2018	10.00	-
31 March 2017	10.00	-
31 March 2016	10.00	-
31 March 2015	10.00	-
31 March 2014	10.00	-
31 March 2013	10.00	-
31 March 2012	10.00	1,25,33,360

21. OTHER EQUITY

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017
General reserve		
Balance at the beginning and end of the year	**391.80**	**391.80**
Securities premium reserve		
Balance at the beginning and end of the year	14,051.43	9,262.15
Add: Additions made during the year on allotment of equity shares*	51,623.15	4,789.28
Less: Share issue expenses adjusted	(2,243.14)	
Balance at the end of the year	**63,431.44**	**14,051.43**
Equity component of compound financial instruments		
Balance at the beginning of the year	3,398.25	-
Add: Movement during the year	(3,398.25)	3,398.25
Balance at the end of the year	**-**	**3,398.25**
Surplus in the statement of profit and loss		
Balance at the beginning of the year	16,043.66	14,440.55
Add : Net profit for the year	6,230.58	2,214.38
Less : Other comprehensive income		
Remeasurement of defined benefit obligations (net of tax)	33.98	(7.88)
Less: Interim dividend	-	501.33
Less: Tax on interim dividend	-	102.06
Balance at the end of the year	**22,308.22**	**16,043.66**
	86,131.46	**33,885.14**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

"*During the year ended 31 March 2018, the Company has completed Intial Public Offer (IPO) of 6,984,865 equity shares of INR 10 each at an offer price of INR 859 per equity share aggregating to INR 59,960 Lakh (net of employee discount) through fresh issue of 5,529,685 equity shares and an offer for sale by promoter selling shareholder: (i) Mr. Jasbir Singh of 727,590 equity shares and (ii) Mr Daljit Singh of 727,590 equity shares. Thereby, the total issue proceeds comprised of INR 47,468.33 Lakh including INR 46,915.36 Lakh as securities premium on account of fresh issue. Out of the securities premium, INR 2,243.14 Lakh has been utilised against share issue expenses on accrual basis.

During the year ended 31 March 2018, the investor has exercised the option for conversion of 10 CCDs of 2,107,030 equity shares of INR 10 each at the conversion price of INR 237.30 per share (including security premium of INR 227.30 each). Thereby, the total issue proceeds comprised of INR 210.70 Lakh as capital and INR 4,707.79 Lakh as securities premium (net of loss on conversion of CCDs).

During the year ended 31 March 2017, the Company has made a private placement of 2,107,037 preference shares of INR 10 each at the rate of INR 237.30 per share (including security premium of INR 227.30 each). Thereby, the total issue proceeds comprised of INR 210.70 Lakh as capital and INR 4,789.30 Lakh as securities premium. These shares have been further converted into equity shares of INR 10 each during the year in the ratio of 1:1.

Nature and purpose of other reserves

Securities premium reserve

Securities premium reserve represents premium received on issue of shares. The reserve is bieng utilised in accordance with the provisions of the Companies Act.

General reserve

General reserve is created from time to time by way of transfer profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another.

Equity component of compound financial instruments

This reserve represents equity component of compulsory convertible debenture.

22. LONG-TERM BORROWINGS

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Secured			
Term loans			
from banks	3,077.89	8,391.84	3,749.13
from others	618.20	10,580.19	10,944.49
Vehicle loan			
-from banks	65.40	14.25	-
-from others	25.95	36.61	19.99
Liability component of compound financial instruments			
8.65% Compulsory convertible debentures of INR 500 Lakh each	-	2,419.16	-
Long term maturities of finance lease obligations	543.01	748.11	1,265.08
	4,330.45	**22,190.16**	**15,978.69**

Notes:

(i) For repayment terms of the outstanding long-term borrowings (including current maturities) refer the table below:

(All amount in INR Lakh unless stated otherwise)

S. No.	Nature of loan	Name of Company	Lender	As at 31 March 2018		As at 31 March 2017		As at 31 March 2016		Nature of securities	Interest rate	Tenure of repayment
				Non-Current	**Current**	Non-Current	Current	Non-Current	Current			
1	Term loan from bank (in Rupees)	**Holding Company**	HDFC Bank Limited	-	-	-	-	1,226.98	545.32	First pari passu charge on all the present and future current assets, first pari passu charge on moveable fixed assets of the company exclusive of those specifically hypothecated to other banks, first pari passu charge on plot no. C-1, phase- II, focal point, Rajpura belonging to the company and, plot no. C-2, phase-II, focal point, Rajpura belonging to Acme Fabrications Private Limited and negative lien on plot no. C-12 urban estate focal point, Rajpura belonging to Acama Appliances Private Limited, exclusive charge on the machinery purchased out of the proceeds of this term loan , exclusive charge on the Jhajjar factory building- khewat no. 29 min, khata no 29 min, rect no 92, kila no 13 (8-0), 14/1 (1-15), 17 (7-7), 18(8-0), khewat no. 110 min, khata no 125 min, rect no 92, kila no 6/2 (4-0), 7/1 (4-0), khewat no. 916 min, khata no 1031 min, rect no 92, kila no 8/2 (3-18), 15/1 (4-0), 16/2 (5-17), khewat no. 143 min, khata no 167 min, rect no 92, kila no 23/2/1 (2-4), situated in village dadr toe, tehsil-Jhajjar, district-Jhajjar valued at 120 million. The term loans are also secured by corporate guarantees of Acme Fabrications Private Limited and Acama Appliances Private Limited and personal guarantee of Mr. Kartar singh (Chairman Emeritus), Mr. Jasbir singh (Chairman & CEO), Mr. Daljit singh (Managing Director) and Mr. Kirpal singh (Director).	Base Rate + 2.15% p.a.	22 equal quaterly installments of INR 136.3 Lakh.
2	"Term loan from bank (in Rupees)"	**Holding Company**	Axis Bank Limited	-	-	-	-	166.67	222.22	Exclusive charge by way of hypothecation on fixed assets funded out of the term loan, first pari passu charge by way of equitable mortgage of 3 immovable properties including land and building located at plot no. C-1, phase- II, focal point, Rajpura punjab owned by the company and plot no. C-2, phase- II, focal point, Rajpura punjab owned by Acme Fabrications Private Limited and plot no. D-36-37-38 , selaqui Dehradun, Uttaranchal pardesh owned by the company, negative lien on plot no. C-12, urban estate, focal point, Rajpura punjab in the name of Acama appliances private. Limited. The term loans are also secured by corporate guarantees of Acme Fabrications Private Limited and Acama Appliances Private Limited and personal guarantees of Mr. Jasbir singh (Chairman & CEO) and Mr. Kartar singh (Chairman Emeritus).	Base Rate + 2.5% p.a.	18 equal quaterly installments of INR 55.5 Lakh each.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(All amount in INR Lakh unless stated otherwise)

S. No.	Nature of loan	Name of Lender Company	As at 31 March 2018 Non-Current	As at 31 March 2018 Current	As at 31 March 2017 Non-Current	As at 31 March 2017 Current	As at 31 March 2016 Non-Current	As at 31 March 2016 Current	Nature of securities	Interest rate	Tenure of repayment
3	Term loan from bank (in Rupees)	Holding Company Axis Bank Limited	-	-	-	-	213.22	160.00	First pari passu charge by way of equitable mortgage of commercial property situated at plot no. 99, sector 6, faridabad (admeasuring 2,566.68 sq. Yards), extension of first pari passu charge on commercial property , situated at plot no. 92, sector 6, faridabad (admeasuring 2,566.68 sq. Yards) presently in the name of PICL(India) private limited, (a subsidiary company) subservient charge on the current assets of the company, both present and future. The terms loans are also secured by personal guarantees of Mr. Kartar singh (Chairman Emeritus) and Mr. Jasbir singh (Chairman & CEO) and corporate guarantee of PICL (India) private limited.	Base Rate + 2.5% p.a.	60 monthly installments of INR 13 Lakh starting from August 2013.
4	Term loan from bank (in Rupees)	Holding Company SBER Bank	-	-	-	-	-	370.55	First pari passu charge on all the present and future current assets of the company, first pari passu charge on moveable fixed assets of the company exclusive of those specifically hypothecated to other banks, first pari passu charge on plot no. C-1, phase- II, focal point, Rajpura and plot no. D-36-37-38, selaqui Dehradun, uttaranchal in the name of the company and first pari passu charge on plot no. C-2, phase- II, focal point, Rajpura in the name of Acme Fabrications Private Limited and negative lien on plot no. C-12, phase- II, focal point, Rajpura in the name of Acama Appliances Private Limited. The corporate loan is also secured by corporate guarantees of Acme Fabrications Private Limited and Acama Appliances Private Limited and personal guarantees of Mr. Jasbir singh (Chairman & CEO) and Mr. Daljit singh (Managing Director).	13.15% p.a.	7 monthly ballooning installments starting from March 2016 as per the repayment schedule.
5	Term loan from bank (in Rupees)	Holding Company IDFC Bank Ltd.	-	-	1,960.00	800.00	2,157.00	240.00	Exclusive charge on plant and machinery of INR 1500 Lakh and exclusive charge on land and building of the plant situated at H-23, industrial area, selaqui, Dehradun. Interim mortgage on A-1/1A, industrial area, selaqui, Dehradun. The term loan is also secured by personal guarantees of Mr. Jasbir singh (Chairman & CEO) and Mr. Daljit singh (Managing Director).	1 Year MCLR+1.6%	44 monthly structured installments starting from Jan 2017 as per the repayment schedule.
6	Term loan from bank (in Rupees)	Holding Company IndusInd Bank Limited	-	-	6,492.72	-	-	-	Exclusive charge on hypothecation on moveable fixed asets at 1.) D-36,37,38 upsidc selaqui, Dehradun, 2.) D-93, midc, ranjangaon, pune, 3.) C-1, phase- II, focal point, Rajpura, 4.) C-3, upsidc industrial area,kasna,up and exclusive charge by way of mortgage of property at d-93, midc, ranjangaon, pune and second pari passu charge on curent assets of the company. The term loan is also secured by personal guarantees of Mr. Jasbir singh (Chairman & CEO) and Mr. Daljit singh (Managing Director).	MCLR + 1.30% p.a.	28 quarterly structured installments starting from June 2018 as per the repayment schedule.

(All amount in INR Lakh unless stated otherwise)

S. No.	Nature of loan	Name of Company	Lender	As at 31 March 2018		As at 31 March 2017		As at 31 March 2016		Nature of securities	Interest rate	Tenure of repayment
				Non-Current	Current	Non-Current	Current	Non-Current	Current			
7	Term loan from bank (in Rupees)	**Subsidiary company**	Ratnakar bank limited	354.38	157.50	227.50	70.00	-	-	Secured by first pari passu charge on all the present and future current assets of the company, first pari passu charge on moveable fixed assets of the Company exclusive of those specifically hypothecated to other banks, first pari passu charge on Plot No. 92, Sector-6, Faridabad in the name of the Company and first pari passu charge on Plot No. 99, Sector-6, Faridabad in the name Amber Enterprises India Limited (formerly Amber Enterprises (India) Private Limited). The term loan is also secured by Corporate guarantees of Amber Enterprises India Limited (formerly Amber Enterprises (India) Private Limited) and personal guarantees of Mr. Jasbir Singh (Director) and Mr. Daljit Singh (Managing Director) of the Company.	10.75% p.a	Repayable in 13 quarterly installments with last instalment payable on 30 June 2021.
8	Term loan from bank (in Rupees)	**Subsidiary company**	HDFC Bank Ltd.	-	-	-	-	-	199.61	Secured by first pari passu charge on all the present and future current assets of the company, first pari passu charge on moveable fixed assets of the Company exclusive of those specifically hypothecated to other banks, first pari passu charge on Plot No. 92, Sector-6, Faridabad in the name of the Company and first pari passu charge on Plot No. 99, Sector-6, Faridabad in the name Amber Enterprises India Limited (formerly Amber Enterprises (India) Private Limited). The term loan is also secured by Corporate guarantees of Amber Enterprises India Limited (formerly Amber Enterprises (India) Private Limited) and personal guarantees of Mr. Jasbir Singh (Director) and Mr. Daljit Singh (Managing Director) of the Company.	12.15% p.a	Repayable in 2 installments
9	Term loan from bank (in Rupees)	**Subsidiary company**	Yes bank	375.00	100.00	-	-	-	-	Secured by first pari passu charge on all the present and future current assets of the company, first pari passu charge on moveable fixed assets of the Company exclusive of those specifically hypothecated to other banks, first pari passu charge on Plot No. 92, Sector-6, Faridabad in the name of the Company and first pari passu charge on Plot No. 99, Sector-6, Faridabad in the name Amber Enterprises India Limited (formerly Amber Enterprises (India) Private Limited). The term loan is also secured by Corporate guarantees of Amber Enterprises India Limited (formerly Amber Enterprises (India) Private Limited) and personal guarantees of Mr. Jasbir Singh (Director) and Mr. Daljit Singh (Managing Director) of the Company.	9.45% p.a	Repayable in 19 quarterly installments with last instalment payable on 11 December 2022.
10	Vehicle loans from Banks	**Subsidiary company**	HDFC bank Ltd.	-	3.08	-	-	-	-	-The term loan from bank is secured by way of hypothecation of car.	10.50% p.a	Repayable in 7 monthly installments with last instalment payable on 05 October, 2018.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(All amount in INR Lakh unless stated otherwise)

S. No.	Nature of loan	Name of Company	Lender	As at 31 March 2018 Non-Current	As at 31 March 2018 Current	As at 31 March 2017 Non-Current	As at 31 March 2017 Current	As at 31 March 2016 Non-Current	As at 31 March 2016 Current	Nature of securities	Interest rate	Tenure of repayment
11	Vehicle loans from Banks	Subsidiary company	HDFC bank Ltd.	11.55	16.04	-	-	-	-	The term loan from bank is secured by way of hypothecation of car.	9.25% p.a	Repayable in 20 monthly installments with last instalment payable on 05 November, 2019
12	Term loan from bank (in Rupees)	Subsidiary company	IDFC bank Ltd.	2,352.94	147.06	-	-	-	-	-Term loan from IDFC bank is secured by way of exclusive charge on all current and fixed assets of the Company (including land and building of plant situated at 27 & 28, Ecotech, Greater Noida). The term loans is also secured by corporate guarantee of Amber Enterprises India Limited (Holding Company).	9.50% p.a	Repayable in 51 monthly installments with last instalment payable on 31 March 2023.
13	Vehicle loans from Banks	Subsidiary company	HDFC bank Ltd.	12.37	4.59	-	-	-	-	-The term loan from bank is secured by way of hypothecation of car.	8.35% p.a	Repayable in 37 monthly installments with last instalment payable on 05 May, 2021
14	Vehicle loans from Banks	Subsidiary company	HDFC bank Ltd.	12.37	4.59	-	-	-	-	- The term loan from bank is secured by way of hypothecation of car.	8.35% p.a	Repayable in 37 monthly installments with last instalment payable on 05 May, 2021
15	Vehicle loans from Banks	Subsidiary company	HDFC bank Ltd.	18.19	6.75	-	-	-	-	- The term loan from bank is secured by way of hypothecation of car.	8.35% p.a	Repayable in 37 monthly installments with last instalment payable on 05 May, 2021
16	Term loan from Others	Holding Company	Tata capital financial services limited	-	-	719.20	359.66	783.25	261.11	Subservient charge by way of hypothecation on all the current assets (both present and future) of the company and first and exclusive charge by way of hypothecation on equipment funded by Tata Capital Financial Services Limited and unconditional and irrevocable personal guarantee of Mr. Jasbir singh (Chairman & CEO), Mr. Kartar singh (Chairman Emeritus) and Mr. Daljit singh (Managing Director).	LTLR - 5.50% p.a.	"54 equal monthly installments of INR 27 Lakh starting from October 2015"
17	Term loan from Others	Holding Company	Bajaj Finance Limited	-	-	-	-	1,822.98	423.32	Exclusive charge on moveable fixed assets amounting to INR 3000 Lakh and exclusive charge by way of equitable mortgage on property situated at C-11, focal point, Rajpura, punjab in the name M/s Acme Engineering and Fabrications. The corporate loan is also secured by corporate guarantees of acme engineering and fabrications and personal guarantees of Mr. Jasbir singh (Chairman & CEO) and Mr. Daljit singh (Managing Director).	12.05% p.a.	60 monthly structured installments starting from Aug 2015 as per the repayment schedule.

(All amount in INR Lakh unless stated otherwise)

S. No.	Nature of loan	Name of Company	Lender	As at 31 March 2018		As at 31 March 2017		As at 31 March 2016		Nature of securities	Interest rate	Tenure of repayment
				Non-Current	Current	Non-Current	Current	Non-Current	Current			
18	Term loan from Others	Holding Company	Seimens Financial Services Limited	597.49	342.05	939.53	320.95	975.55	247.26	Exclusive charge by way of hypothecation on equipment funded by term loan and non interest bearing refundable security deposit amounting to INR 160.56 Lakh. It is also secured by personal guarantees of Mr. Jasbir singh (Chairman & CEO) and Mr. Daljit singh (Managing Director).	10.75% to 11% p.a.	Tranche 1 of INR 1,222.8 Lakh is repayable in 55 monthly installments and Tranche 2 of INR 284.9 Lakh is repayable in 54 equal monthly instalments.
19	Term loan from Others	Holding Company	Hero Fin Corp Limited	-	-	7,125.00	375.00	7,500.00	-	Exclusive charge by way of equitable mortgage on the immovable properties being land and building at plot no.a-1/1 at selaqui industrial area, Dehradun. And exclusive charge by of equitable mortgage on the property situated at C-11, focal point, Rajpura in the name of M/s Acme Engineering & Fabrications. Also secured by first & exclusive charge on plant and machinery upto ₹ 981.7 million located at H-23, industrial area, selaqui, Dehradun and plot no.a-1/1& 1a at selaqui industrial area, Dehradun. The corporate loan is also secured by interim mortgage on H-23 , industrial area , selaqui, Dehradun (already mortgaged with Herofin corp). The corporate loan is also secured by personal guarantees of Mr. Jasbir singh (Chairman & CEO), Mr. Daljit singh (Managing Director) and Mr. Kartar singh (Chairman Emeritus) up to an extent of INR 600 Lakh.	12.10% p.a.	Repayable in 4 quarterly installments of INR 125 Lakh and 20 quaterly instalments of INR 350 Lakh starting from July 2017.
20	Term loan from Others	Holding Company	Tata capital financial services limited	-	-	1,900.00	100.00	-	-	Subservient charge by way of hypothecation on all the current assets (both present and future) of the company and first and exclusive charge by way of hypothecation on equipment funded by Tata Capital Financial Services Limited and unconditional and irrevocable personal guarantee of Mr. Jasbir singh (Chairman & CEO) and Mr. Daljit singh (Managing Director).	LTLR - 7.00% p.a.	Repayable in 20 quarterly installments of 5 tranches as per the repayment schedule.
21	Term loan from Others	Subsidiary company	Intec capital limited	42.58	33.99	-	-	-	-	"The loan from Intec Capital Limited is secured by first charge, by way of exclusive hypothecation lien mark on the performa invoices in favour of Intec Capital Ltd. covering the entire value of the assets funded and personal guarantee of directors. Also, collateral money of 23% of ₹129.87 Lakh (31 March 2017: 23% of ₹ 129.87 Lakh; 1 April 2016: 30% of ₹ 281.53 Lakh, 15% of ₹ 75 Lakh and 23% of ₹ 129.87 Lakh) is given as security deposit."	14.00% p.a	Repayable in 25 monthly installments with last instalment payable on 05 April, 2020.
22	Vehicle loans from Banks	Holding Company	Various banks	10.92	3.33	14.25	3.04	-	-	Hypothecation of specific vehicles purchased out of the proceeds of those loans	9% to 10% p.a.	The loan is to be repaid as per the repayment schedule in equivated annual instalments.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(All amount in INR Lakh unless stated otherwise)

S. No.	Nature of loan	Name of Company	Lender	As at 31 March 2018 Non-Current	As at 31 March 2018 Current	As at 31 March 2017 Non-Current	As at 31 March 2017 Current	As at 31 March 2016 Non-Current	As at 31 March 2016 Current	Nature of securities	Interest rate	Tenure of repayment
23	Vehicle loans from Others	Holding Company	Financial Institutions	21.36	20.31	25.11	12.58	19.99	5.85	Hypothecation of specific vehicles purchased out of the proceeds of those loans	9% to 10%	As per the Repayment schedule in equivated annual instalments
24	Vehicle loans from Others	Subsidiary company	Toyota financial private limited	4.58	6.73	11.50	6.14	-	-	Above loans are secured against hypothecation of specific vehicles purchased out of the proceeds of these loans.	9.25%	Repayable in 20 monthly instalments with last instalment payable on 10 November 2019.
25	Compulsory convertible debentures	Holding Company	Ascent Investment Holdings Pte. Limited	-	-	2,419.16	-	-	-	Not applicable	8.65% p.a.	The CCDs shall be compulsorily converted into 210,703 equity shares at a premium of ₹ 227.30 per equity share: (a) on the date i.e. 10 years from the date of issue or (b) on the day that is the 15th business day from the date of issuance of a CCD conversion notice by the Investor, in respect of the CCD held by the Investor. The Same has been converted on 2nd December 2017.
26	Finance lease obligations	Holding Company	Connect Residuary Private Limited	9.10	341.59	132.66	266.00	374.90	248.01	Pledge of fixed deposits of ₹ 6.89 million and refundable security deposit amounting ₹ 18.11 million.	8.68% p.a. to 9.37% p.a.	INR 60.85 for every INR 1000 value of machinery in 20 quaterly installmeents.
27	Finance lease obligations	Holding Company	GE Capital India Limted	336.13	286.22	603.04	274.74	877.79	218.34	Secured by way of ownership of leased equipment and personal guarantee of Mr. Jasbir singh (Chairman & CEO) and Mr. Daljit singh (Managing Director).	14% to 15% p.a.	60 monthly installment from the date of respective drawdown as per repayment schedule.
28	Finance lease obligations	Holding Company	Lessor of leasehold lands	12.41	1.56	12.41	1.56	12.39	1.56	Secured by the hypothecation of assets financed		Refer note 48
29	Vehicle loans from Others	Subsidiary company	Diamler Financial Institutions	-	-	-	-	-	3.32	Above loans are secured against hypothecation of specific vehicles purchased out of the proceeds of these loans.	9.56%	Repayable in 35 monthly instalments with last instalment payable on 11 May 2016
30	Finance lease obligations	Subsidiary company		185.37	7.98	-	-	-	-	Finance lease obligations are secured by the hypothecation of assets financed.		Refer note 44
Less : Unamortised processing fees				(26.29)	-	(391.92)	-	(152.03)	-			
Total				**4,330.45**	**1,483.37**	**22,190.16**	**2,589.66**	**15,978.69**	**3,146.47**			

(ii) Refer note 50 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 51 - Financial risk management for assessment of expected credit losses.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

23. TRADE PAYABLES NON-CURRENT

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Dues to micro and small enterprises [refer note 29]	-	-	-
Dues to creditors other than micro enterprises and small enterprises	-	-	3,883.93
	-	**-**	**3,883.93**

Refer note 50 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 51 - Financial risk management for assessment of expected credit losses

24. OTHER FINANCIAL LIABILITIES

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Non-current			
Security deposits	28.22	-	-
Put liability for acquisition of minority interest (refer note 53)	2,225.80	-	-
	2,254.02	**-**	**-**

Refer note 50 - Fair value disclosures for disclosure of fair value in respect of financial assets measured at amortised cost and note 51 - Financial risk management for assessment of expected credit losses

25. PROVISIONS

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Provision for employee benefits			
Gratuity	317.32	234.04	201.46
Compensated absences	93.68	98.35	108.31
	411.00	**332.39**	**309.77**

For disclosures related to provision for employee benefits, refer note 49- Employee benefit obligations.

26. DEFERRED TAX LIABILITIES (NET)

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Tax effect of items constituting deferred tax assets:			
Provision for employee benefits	190.02	133.89	102.64
Financial assets and financial liabilities at amortised cost	62.30	0.89	-
Expenses deductible on payment basis	37.60	31.81	26.60
State and central taxes, etc.	66.99	-	-
Provision for doubtful debts	10.82	13.63	9.56
Adjustment for compulsory-convertible debentures	-	837.22	-
Unabsorbed depreciation	338.82	136.84	-
Unrealised stock reserve	3.95	22.66	18.73
Others	8.76	-	-
Tax credit (minimum alternative tax)	3,276.85	3,283.99	2,307.77
Total deferred tax assets	**3,996.11**	**4,460.93**	**2,465.30**
Set-off of deferred tax liabilities pursuant to set-off provisions	**(3,996.11)**	**(4,438.27)**	**(2,465.30)**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Net deferred tax assets	**-**	**22.66**	**-**
Tax effect of items constituting deferred tax liabilities			
Timing difference on depreciation and amortisation of fixed assets	6,380.62	5,156.93	3,433.14
Financial assets and financial liabilities at amortised cost	1.41	(73.96)	40.00
Fair valuation of net assets on businesss combination	1,129.37	-	-
Others	2.07	25.77	19.05
Total deferred tax liabilities	**7,513.47**	**5,108.74**	**3,492.19**
Set-off of deferred tax liabilities pursuant to set-off provisions	(3,996.11)	(4,438.27)	(2,465.30)
Net deferred tax liabilities	**3,517.36**	**670.47**	**1,026.89**

Notes:

(i) Movement in deferred tax assets/(liabilities) for year ended 31 March 2018:

(All amount in INR Lakh unless stated otherwise)

Particulars	31 March 2017	Acquisition of subsidiary (refer note 53)	Recognised in equity	Recognised in other comprehensive income/ equity	Recognised statement of profit and loss	31 March 2018
Tax effect of items constituting deferred tax assets:						
Provision for employee benefits	(133.89)	-	-	17.81	(73.94)	(190.02)
Financial assets and financial liabilities at amortised cost	(0.89)	(48.15)	-	-	(13.26)	(62.30)
Fair valuation of derivative contracts	-	-	-	-	-	-
Expenses deductible on payment basis	(31.81)	-	-	-	(5.79)	(37.60)
State and central taxes, etc.	-	(140.63)	-	-	73.64	(66.99)
Provision for doubtful debts	(13.63)	-	-	-	2.81	(10.82)
Adjustment for compulsory-convertible debentures	(837.22)	-	804.58	-	32.64	-
Unabsorbed depreciation	(136.84)	-	-	-	(201.98)	(338.82)
Unrealised stock reserve	**(22.66)**	**-**	**-**	**-**	**18.71**	**(3.95)**
Others	-	-	-	-	(8.76)	(8.76)
Tax credit (minimum alternative tax)	(3,283.99)	-	-	-	7.14	(3,276.85)
Total deferred tax assets	**(4,460.93)**	**(188.78)**	**804.58**	**17.81**	**(168.79)**	**(3,996.11)**
Tax effect of items constituting deferred tax liabilities						
Timing difference on depreciation and amortisation of fixed assets	5,156.93	283.47	-	-	940.23	6,380.62
Financial assets and financial liabilities at amortised cost	(73.96)	-	-	-	75.37	1.41
Fair valuation of net assets on businesss combination	-	1,168.92	-	-	(39.55)	1,129.37
Others	25.77	-	-	-	(23.70)	2.07
Total deferred tax liabilities	**5,108.74**	**1,452.39**	**-**	**-**	**952.35**	**7,513.47**
Deferred tax liabilities (net)	**647.81**	**1,263.61**	**804.58**	**17.81**	**783.56**	**3,517.36**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(ii) Movement in deferred tax assets/(liabilities) for year ended 31 March 2017:

(All amount in INR Lakh unless stated otherwise)

Particulars	01 April 2016	Recognised in equity	Recognised in other comprehensive income	Recognised statement of profit and loss	31 March 2017
Tax effect of items constituting deferred tax assets:					
Provision for employee benefits	(102.64)	-	(3.68)	(27.57)	(133.89)
Others	-	-	-	(0.89)	(0.89)
Expenses deductible on payment basis	(26.60)	-	-	(5.21)	(31.81)
Trade receivables	(9.56)	-	-	(4.07)	(13.63)
Adjustment for compulsory-convertible debentures	-	(847.71)	-	10.49	(837.22)
Unabsorbed depreciation	-	-	-	(136.84)	(136.84)
Unrealised stock reserve	(18.73)	-	-	(3.93)	(22.66)
Tax credit (minimum alternative tax)	(2,307.77)	-	-	(976.22)	(3,283.99)
Total deferred tax assets	**(2,465.30)**	**(847.71)**	**(3.68)**	**(1,144.24)**	**(4,460.93)**
Tax effect of items constituting deferred tax liabilities					
Timing difference on depreciation and amortisation of fixed assets	3,433.14	-	-	1,723.79	5,156.93
Financial assets and financial liabilities at amortised cost	40.00	-	-	(113.96)	(73.96)
Others	19.05	-	-	6.72	25.77
Total deferred tax liabilities	**3,492.19**	**-**	**-**	**1,616.55**	**5,108.74**
Deferred tax liabilities (net)	**1,026.89**	**(847.71)**	**(3.68)**	**472.31**	**647.81**

(iii) Refer note 46 for income tax related disclosures.

27. OTHER NON-CURRENT LIABILITIES

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Deferred revenue	261.02	288.40	315.94
	261.02	**288.40**	**315.94**

28. SHORT-TERM BORROWINGS

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Secured			
Working capital demand loans	2,299.03	2,672.36	4,869.50
Cash credits	2,131.92	2,473.32	7,285.66
Overdraft facilities	-	-	106.99
Buyers credit	**1,093.64**	**3,167.73**	**1,884.73**
Dues for bill discounted	**254.25**	**2,794.35**	**4,398.10**
Packing credit	384.53	315.36	1,957.54
Foreign currency loan	-	568.52	-
	6,163.37	**11,991.64**	**20,502.53**
Unsecured			
Dues for bill discounted	-	3,232.63	6,306.12
From director	57.01	-	-
	6,220.38	**15,224.27**	**26,808.64**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

Notes:

a. Details of security of short term borrowings for the year ended 31 March 2018

Working capital demand loans, cash credits, packing credit, foreign currency loan, bill discounting and buyers' credit facilities (except IDFC Bank) are secured by first pari passu charge on all the present and future current assets of the Company, first pari passu charge on all the present and future unencumbered moveable fixed assets of the Company, first pari passu charge by way of mortgage of industrial properties including land and building located at Plot No. C-1, Phase-II, Focal Point, Rajpura, Punjab in the name of the Holding Company and Plot No. C-2, Phase-II, Focal Point, Rajpura, Punjab in the name of Acme Fabrications Private Limited and Plot No. D-36-37-38, Selaqui, Dehradun, Uttaranchal in the name of the Holding Company and negative lien on Plot No. C-12 Urban Estate Focal Point, Rajpura, Punjab in the name of Acama Appliances Private Limited, first pari passu charge on Plot No. 92, Sector-6, Faridabad in the name of the Subsidiary Company and first pari passu charge on Plot No. 99, Sector-6, Faridabad in the name of Holding Company. The loans are also secured by personal guarantee of Mr. Jasbir Singh (Chairman and CEO) and Mr. Daljit Singh (Managing Director).In the holding company the loans are also secured by corporate guarantees of Acme Fabrications Private Limited and Acama Appliances Private Limited and in the subsidiary company the loans are secured by corporate guarantees of holding Company and are repayable on demand. In the case of Holding company short term Borrowings sanctioned from IDFC Bank i.e. INR 4750 lacs is secured by subservient charge on on all the present and future current assets of the Company and also secured by personal guarantee of Mr. Jasbir Singh (Chairman and CEO) and Mr. Daljit Singh (Managing Director).Out of this INR 4750 lacs, INR 1750 lacs is also secured by exclusive charge on Plant & Machinery situated at jhajjar and INR 3000 lacs is also secured by exclusive charge on immovable property situated at A-1/1A, Selaqui, Dehradun. In the case of one of the subsidiary company, short term Borrowings sanctioned from IDFC Bank i.e. INR 2000 lacs is secured by exclusive charge on all current assets and fixed assets including land building of one of the subsidiary situated at plot no. 27 & 28, ecotech, greated noida and corporate guarantee of holding company.

b. Terms of repayment and interest rate for the year ended 31 March 2018

- Working capital demand loans from banks amounting to INR 2,299.03 Lakh carrying interest rate varying from 8.70% to 9.50% is repayable on demand.

- Cash credit from banks amounting to INR 2,131.92 Lakh, carrying interest rate varying from 9.20% p.a. to 12.00% p.a. is repayable on demand.

- Buyers' credit from banks amounting to INR 1,093.64 Lakh carrying interest rate varying from LIBOR+ 0.25% p.a. to 0.75% p.a. is repayable on demand.

- Packing credit from banks amounting to INR 384.53 Lakh carrying interest carrying interest varying from LIBOR+ 1.50% to 3.50% is repayable on demand.

- Unsecured loan from Directors amounting to INR 57.01 lacs carrying nil interest rate is repayable on demand.

-Discounting facilities include secured purchase bills discounting of INR 254.25 Lakh, carrying interest rate at 8.6% p.a. is repayable on demand.

c. Details of security of short term borrowings for the year ended 31 March 2017

- Working capital demand loans, cash credits, packing credit, foreign currency loan, bill discounting and buyers' credit facilities (except IDFC Bank and Tata capital financial services limited) are secured by first pari passu charge on all the present and future current assets of the Company, first pari passu charge on all the present and future unencumbered moveable fixed assets of the Company, first pari passu charge by way of mortgage of industrial properties including land and building located at Plot No. C-1, Phase-II, Focal Point, Rajpura, Punjab in the name of the Holding Company and Plot No. C-2, Phase-II, Focal Point, Rajpura, Punjab in the name of Acme Fabrications Private Limited and Plot No. D-36-37-38, Selaqui, Dehradun, Uttaranchal in the name of the Holding Company and negative lien on Plot No. C-12 Urban Estate Focal Point, Rajpura, Punjab in the name of Acama Appliances Private Limited, first pari passu charge on Plot No. 92, Sector-6, Faridabad in the name of the Subsidiary Company and first pari passu charge on Plot No. 99, Sector-6, Faridabad in the name of Holding Company. The loans are also secured by personal guarantee of Mr. Kartar Singh (Chairman Emeritus), Mr. Jasbir Singh (Chairman & CEO), Mr. Kirpal Singh (Director) and and Mr. Daljit Singh (Managing Director) and corporate guarantees of Acme Fabrications Private Limited and Acama Appliances Private Limited and of the Holding Company and are repayable on demand. Short Term Borrowings sanctioned from IDFC Bank i.e. ₹ 3000 Lacs is secured by exclusive charge on immovable property situated at A-1/1A, Selaqui, Dehradun and ₹ 1750 Lacs is secured by exclusive charge on Plant & Machinery (written down value ₹ 600 Lacs) of the company property situated at Rajpura and land & building of the Plant situated at H-23, Integrated Industrial Estate,Selaqui , Dehardun.The loans

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

are also secured by personal guarantee of Mr. Jasbir Singh (Chairman & CEO) and Mr. Daljit Singh (Managing Director). Short Term Borrowings sanctioned from Tata Capital Financial Services ltd. of INR 5000 lacs is secured by subservient charge on all the present and future current assets of the Company and also secured by personal guarantee of Mr. Jasbir Singh (Chairman & CEO) and Mr. Daljit Singh (Managing Director).

d. Terms of repayment and interest rate for the year ended 31 March 2017

- Working capital demand loans from banks amounting to INR 2,672.36 Lakh carrying interest rate varying from 9.50% p.a. to 11.35% p.a. is repayable on demand.

- Cash credit from banks amounting to INR 2,473.32 Lakh, carrying interest rate varying from 10.25% p.a. to 12.25% p.a. is repayable on demand.

- Buyers' credit from banks amounting to INR 3,167.73 Lakh carrying interest rate varying from LIBOR+ 0.30% p.a. to 0.75% p.a. is repayable on demand.

- Packing credit from banks amounting to INR 315.36 Lakh carrying interest carrying interest varying from LIBOR+ 1.50% to 3.50% is repayable on demand.

- Foreign currency loan from banks amounting to INR 568.52 Lakh carrying interest rate varying from LIBOR+ 1.29% to 1.41% is repayable on demand.

- Discounting facilities secured of INR 2794.35 Lakh & unsecured of INR 3232.63 Lakh.

e. Details of security of short term borrowings for the year ended 01 April 2016

Working Capital Demand Loans, Cash Credits, Bill Discounting, Overdraft and Buyers' Credit facilities (except IDFC Bank and Tata capital financial services limited) are secured by first pari passu charge on all the present and future current assets of the Company, first pari passu charge on all the present and future unencumbered moveable fixed assets of the Company, first pari passu charge by way of mortgage of industrial properties including land and building located at Plot No. C-1, Phase-II, Focal Point, Rajpura, Punjab in the name of the Holding Company and Plot No. C-2, Phase-II, Focal Point, Rajpura, Punjab in the name of Acme Fabrications Private Limited and Plot No. D-36-37-38, Selaqui, Dehradun, Uttaranchal in the name of the Holding Company and negative lien on Plot No. C-12 Urban Estate Focal Point, Rajpura, Punjab in the name of Acama Appliances Private Limited, Plot No. 92, Sector-6, Faridabad in the name of the Subsidiary Company and Plot No. 99, Sector-6, Faridabad in the name of the Holding company. The loans are also secured by personal guarantee of Mr. Kartar Singh (Chairman Emeritus), Mr. Jasbir Singh (Chairman & CEO), Mr. Kirpal Singh (Director) and and Mr. Daljit Singh (Managing Director) and corporate guarantees of Acme Fabrications Private Limited and Acama Appliances Private Limited. Short Term Borrowings sanctioned from IDFC Bank i.e. INR 2000 Lakh is secured by subservient charge on all the present and future current assets of the Company and Exclusive charge on Land and Buliding situated at 686/58 & 691/59 , Trilok Road, Kheri, Kalaamb, Himachal Pradesh and exclusive charge on Plant and Machinery of WDV of INR 600 Lacs. It is also secured by personal guarantee of Mr. Jasbir Singh (Chairman & CEO) and Mr. Daljit Singh (Managing Director). Short Term Borrowings sanctioned from Tata Capital Financial Services ltd. of INR 4000 Lakh is secured by subservient charge on all the present and future current assets of the Company and also secured by personal guarantee of Mr. Jasbir Singh (Chairman & CEO) and Mr. Daljit Singh (Managing Director).

f. Terms of repayment and interest rate for the year ended 01 April 2016

- Working capital demnad loans from banks amounting to INR 4,869.50 Lakh carrying interest rate varying from 10.10% to 12.00% is repayable on demand.

- Cash credit from banks amounting to INR 7,285.66 Lakh carrying interest rate varying from 11.15% to 12.75% is repayable on demand.

- Buyers' credit from banks amounting to INR 1,884.73 Lakh carrying interest rate varying from LIBOR+ 0.45% to 1.35% is repayable on demand.

- Packing credit from banks amounting to INR 1,957.54 Lakh carrying interest carrying interest varying from LIBOR+ 1.50% to 3.50% is repayable on demand.

- Overdraft facilities from banks amounting to INR 106.99 Lakh carrying interest rate varying from 12% to 12.25% is repayable on demand.

- Discounting facilities secured of INR 4398.10 Lakh & unsecured of INR 6306.12 Lakh.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

g. Reconciliation of liabilities arising from financing activities

(All amount in INR Lakh unless stated otherwise)

Description	Long-term borrowings	Short-term borrowings	Total
As at 01 April 2017	**24,779.82**	**15,224.27**	**40,004.09**
Cash flows:			
Proceeds from borrowings	7,429.00	-	**7,429.00**
Repayment of borrowings	(24,674.04)	(10,855.93)	**(35,529.97)**
Non-cash:			
Debentures converted into equity shares	(2,419.16)	-	**(2,419.16)**
Foreign currency fluctuation impact	-	(10.76)	**(10.76)**
Impact of amortised cost adjustment for borrowings and finance lease obligations	385.33	97.08	**482.41**
Acquisition of subsidiary	312.87	1,765.72	**2,078.59**
As at 31 March 2018	**5,813.82**	**6,220.38**	**12,034.20**

29. TRADE PAYABLES

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Due to micro and small enterprises [refer note (i) below]	5,269.74	2,549.61	1,645.36
Dues to related party [refer note (ii) below]	**4.00**	**7.94**	-
Dues to others	51,931.21	42,016.84	26,725.82
	57,204.95	**44,574.39**	**28,371.18**

Note :

(i) Dues to micro and small enterprises pursuant to section 22 of the Micro,Small and Medium Enterprises Development Act MSMED),2006

On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act ,2006 (MSMED Act, 2006) and based on the information available with the company,the following are the details:

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Principal amount remaining unpaid	5,260.64	2497.07	1623.42
Interest accrued and due thereon remaining unpaid	50.51	30.60	15.68
Interest paid by the company in terms of service 16 of MSMED Act 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	(93.95)	-	-
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year), but without adding the interest specified under MSMED Act ,2006.	-	-	-
Interest accrued and remaining unpaid as at the end of the year	9.10	52.54	21.94
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.	-	-	-

(ii) Includes payable to related party (refer note 44)

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017	As at 01 April 2016
Amrit Aircon System Private Limited	4.00	7.94	-

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(iii) The carrying values are considered to be reasonable approximation of their fair values.

30. OTHER FINANCIAL LIABILITIES (CURRENT)

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Current maturities of long-term debts:			
Term loan (also refer note 22)			
-from banks	404.55	870.00	1,737.71
-from others	376.04	1,155.61	931.69
Vehicle loan (also refer note 22)			
-from banks	38.38	3.04	-
-from others	27.04	18.72	9.17
Finance lease obligation	637.36	542.29	467.90
Creditors for capital expenditure	463.33	519.65	416.41
Interest accrued	47.70	193.98	152.54
Expenses payable [refer note (i) below]*	2,167.51	576.72	480.45
Employee related payables [refer note (ii) below]	542.10	521.99	478.45
Forward payable [net of forward receivable INR nil (31 March 2017 : INR 150.31 Lakh ; 01 April 2016 : INR 630.58 Lakh)]	-	3.80	-
Contingent liabilities recognised at fair value pursuant to business combination [refer note 53]	31.78	-	-
	4,735.79	**4,405.80**	**4,674.32**

*includes payables for offer related expenses

Note :

(i) Expenses payable includes amount payable to related party:

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Mr. Jasbir Singh	1.99	-	-
Mr. Daljit Singh	12.12	-	-
Mr. Kartar Singh	1.05	-	-

(ii) Include payable to directors (refer note 44)

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Mr. Kirpal Singh	-	0.25	1.19
Mr. Kartar Singh	-	0.80	3.60
Ms. Sukhmani Lakhat	-	-	4.40
Mr. Daljit Singh	11.19	6.97	18.94
Mr. Jasbir Singh	**1.69**	**6.51**	**6.37**
Hyun Chul Sim	6.17	-	-
Udaveer Singh	2.29	-	-
Sudhir Goyal	0.89	-	-
Konica Yadav	0.46	-	-
Sanjay Arora	3.37	-	-
Sachin Gupta	1.86	-	-

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(iii) The carrying values are considered to be reasonable approximation of their fair values.

31. OTHER CURRENT LIABILITIES

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Advance from customers	64.79	33.00	3.64
Payable to statutory authorities	3,708.77	667.87	660.45
Deferred revenue	126.47	111.16	73.12
	3,900.03	**812.03**	**737.21**

32. PROVISIONS

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Provision for employee benefits			
Gratuity	20.17	20.84	20.68
Compensated absences	70.93	37.90	5.40
	91.10	**58.74**	**26.08**

For disclosures related to provision for employee benefits, refer note 49- Employee benefit obligations

33. CURRENT TAX LIABILITIES (NET)

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
Provision for income tax [net of advance tax and taxes deducted at source INR 1481.12 Lakh (31 March 2017 : INR 781.02 Lakh ; 01 April 2016 : INR 106.72 Lakh]	650.95	250.53	238. 22
	650.95	250.53	**238.22**

34. REVENUE FROM OPERATIONS

(All amount in INR Lakh unless stated otherwise)

Particulars	**For the year ended 31 March 2018**	For the year ended 31 March 2017
Operating revenue		
Sale of products (including excise duty)	2,13,764.33	1,72,046.75
Sale of services	8.25	-
Other operating revenues		
Scrap sales	2,103.05	1,431.22
Budgetory support under GST Regime	1,050.39	-
Job work charges	98.30	35.20
Income from repair of printed circuit board	6.64	-
Export incentive	119.86	68.28
	2,17,150.82	**1,73,581.45**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

35. OTHER INCOME

(All amount in INR Lakh unless stated otherwise)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Interest from		
Bank deposits	159.90	152.74
Other financial assets carried at amortised cost	45.40	70.26
Other income		
Lease rent (refer note 48)	9.67	-
Insurance claims	10.73	3.14
Profit on disposal of fixed assets (net)	34.17	33.52
Government grant income	27.55	27.55
Business support income	3.36	-
Liabilities no longer required written back	7.06	5.59
Foreign exchange fluctuation (net)	529.11	546.67
Sales tax refund earlier years	-	1.62
Provision for doubtful debts written back	8.83	-
Freight subsidy against export	20.00	-
Bad debts recovered	-	21.80
Miscellaneous income	15.85	18.38
	871.63	**881.27**

36. COST OF MATERIALS CONSUMED

(All amount in INR Lakh unless stated otherwise)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Opening stock		
Raw material	19,417.91	18,155.45
Stores, spares and other consumables	178.52	211.92
Packing material	259.17	248.61
Less: Credits under Goods and Service Tax Act, 2017 (refer note (i) below)	327.55	-
Add: Purchases made during the year	1,82,118.86	1,41,111.06
Add: acquisition of subsidiary (refer note 53)	2,646.83	-
	2,04,293.74	**1,59,727.04**
Less: Closing stock		
Raw material	28,220.76	19,417.91
Stores, spares and other consumables	109.27	178.52
Packing material	757.86	259.17
	1,75,205.85	**1,39,871.44**

Notes:

(i) As per transitional provisions for GST, the Company has availed benefits of input tax credits available under GST for units which were tax exempted under earlier laws on stocks lying with the Company as on 30 June 2017. Required adjustments aggregating to INR 327.55 Lakh have been made in the cost of raw material consumed for the period against purchases made during the last year which were lying with the Company in stocks as on 30 June 2017 too.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

37. CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

(All amount in INR Lakh unless stated otherwise)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Opening stock		
Work-in-progress	1,697.94	953.11
Finished goods	4,554.13	2,481.85
Scrap	215.32	196.05
Add: acquisition of subsidiary (refer note 53)		
Work-in-progress	62.87	-
Finished goods	313.33	-
Closing stock		
Work-in-progress	1,313.43	1,697.94
Finished goods	3,511.52	4,554.13
Scrap	66.68	215.32
Impact of excise duty on opening/closing stock	273.85	(85.33)
	1,678.11	**(2,751.05)**

38. EMPLOYEE BENEFITS EXPENSE

(All amount in INR Lakh unless stated otherwise)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Salary, wages and bonus	4,579.11	4,012.64
Contribution to provident and other funds	304.47	211.66
Staff welfare expenses	93.20	142.05
	4,976.78	**4,366.35**

For disclosures related to provision for employee benefits, refer note 49 - Employee benefit obligations

39. FINANCE COSTS

(All amount in INR Lakh unless stated otherwise)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Interest on		
- Term loans	1,894.11	2,112.61
- Others	2,987.56	4,136.45
Other borrowing costs	668.93	279.36
	5,550.60	**6,528.42**
Less: borrowing costs capitalised [refer note 4(ii)]	167.36	176.52
	5,383.24	**6,351.90**

Note:

On 2 December 2017, 10 nos. compulsory convertible debentures (the "CCD's") with face value of INR 500 Lakh each were converted into equity shares of the Company prior to filing of the red herring prospectus with the Registrar of Companies as per Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has paid interest on such conversion as if conversion took place on the second anniversary of allotment of CCDs, as agreed vide letter dated 26 September 2017 entered with Ascent Investment Holdings Pte Limited. This has resulted in additional finance cost amounting to INR 481.08 Lakh due to early conversion of CCDs. Further, during the year ended 31 March 2018, the Company has charged off unamortised borrowing cost of INR 288.81 Lakh respectively in the statement of profit and loss due to replacement of loans carrying higher interest with loans carrying comparatively lower interest and prepayment of long term loans from Initial Public Offering proceeds.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

40. DEPRECIATION AND AMORTISATION EXPENSE

(All amount in INR Lakh unless stated otherwise)

Particulars	**For the year ended 31 March 2018**	For the year ended 31 March 2017
Depreciation of property, plant and equipment [refer note 4]	3,602.20	3,072.60
Amortisation of intangible assets [refer note 6]	1,299.92	914.03
Impairment [refer note 4]	-	24.69
	4,902.12	**4,011.32**

41. OTHER EXPENSES

(All amount in INR Lakh unless stated otherwise)

Particulars	**For the year ended 31 March 2018**	For the year ended 31 March 2017
Power, fuel and water charges	2,164.27	2,042.02
Contractual labour charges	2,319.38	1,787.61
Loading and unloading charges	1,398.44	1,189.78
Freight charges	1,778.47	1,502.10
Impairment loss on capital work in progress	-	60.29
Legal and professional fees	409.26	701.92
Workshop expenses	78.34	67.33
Travelling and conveyance	493.11	372.97
Repairs and maintenance		
-plant and machinery	416.61	245.27
-buildings	134.85	35.53
-others	147.97	98.94
Insurance	58.80	58.49
Rent		
-plant and machinery	897.76	859.21
-buildings	475.84	413.07
-others	4.02	-
Rates and taxes	43.20	48.11
Bank charges	33.70	34.41
Directors' sitting fees	17.20	-
Job work charges	510.38	446.22
Communication expenses	71.67	90.29
Donation	6.28	5.84
Vehicle running expenses	**55.49**	**48.63**
Corporate social responsibility expenditure [refer note 56]	**131.59**	**21.03**
Printing and stationary	**35.65**	**45.44**
Business promotion expenses	40.30	25.38
Advances & other balance written off	193.49	24.32
Loss by fire	37.51	-
Festival expenses	11.79	29.62
Security charges	27.46	17.98
Clearing and forwarding expense	-	25.27
MTM loss on forward contracts	-	2.58
Provision for doubtful debts	-	8.83
Bad debts	78.19	52.50
Miscellaneous expenses	522.45	285.72
	12,593.47	**10,646.70**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

i) Payment to the statutory auditor

(All amount in INR Lakh unless stated otherwise)

Particulars	**For the year ended 31 March 2018**	For the year ended 31 March 2017
For Statutory audit*	34.95	31.00
Reimbursement of expenses	2.85	2.62
Total*	**37.80**	**33.62**

*Other than this, expenses aggregating INR 75.43 Lakh, amongst other share issue expenses, have been adjusted against securities premium [refer note 21]

42 ESTIMATED AMOUNT OF CONTRACTS REMAINING TO BE EXECUTED ON CAPITAL ACCOUNT AND NOT PROVIDED FOR (NET OF ADVANCES)

(All amount in INR Lakh unless stated otherwise)

Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
capital account and not provided for (net of advances)	404.01	255.84	1,476.52

43 CONTINGENT LIABILITY NOT PROVIDED FOR EXISTS IN RESPECT OF:

(All amount in INR Lakh unless stated otherwise)

	Particulars	**As at 31 March 2018**	As at 31 March 2017	As at 01 April 2016
a)	Service tax*	13.29	12.83	12.83
b)	Sales tax**	197.87	152.79	152.90
c)	Income-tax demand***	31.36	28.54	82.97
d)	Octroi tax	15.58	15.58	15.58
e)	Central Excise and Custom duty****	61.72	57.52	58.33
f)	Claims against the Company not acknowledged as debts			
	On account of claims by vendors	12.39	12.39	12.39
	On account of claims by employees	1.58	1.58	1.58
g)	Bonus*****	11.38	11.38	11.38
h)	Employee provident fund******	17.56	-	-
i)	Minimum wages	22.29	-	-

* The Holding Company has received show cause notice from Deputy Commissioner of Central Excise against which a reply date 24 April 2017 has been filed.

** Includes amount paid under protest INR 15.29 Lakh (31 March 2017 : INR 2 Lakh ; 01 April 2016 INR 2 Lakh). Also, the amount appearing above is after netting off INR 14.57 Lakh already provided for in the books of accounts.

*** Includes amount paid under protest INR 37.81 Lakh (31 March 2017 : INR 37.81 Lakh ; 01 April 2016 : INR 37.81 Lakh). Also, the amount appearing above is after netting off INR 9.32 Lakh already provided for in the books of accounts. The Subsidiary Company has been intimated of demand aggregating INR 0.05 Lakh (previous year INR 1.19 Lakh) for various assessment years (as above) on account of non/late filing of TDS returns, and incorrect submissions of data with income tax authorities. The Subsidiary Company believes that on rectification of submissions with tax authorities, such demand shall be dismissed. Further, it has received a demand of INR 44.11 Lakh for assessment year 2009-10 vide order dated 28 December 2011 from income tax department. The Subsidiary Company filed an appeal with CIT (Appeal) and vide order dated 3 January 2014 from CIT(Appeal), the demand against the company was lowered to INR 16.27 Lakh. The Subsidiary Company had recognised this amount as a provision, however, revenue department has preferred an appeal with ITAT against the subsidiary Company. Accordingly, INR 27.85 Lakh had been disclosed as a contigent liability in previous year. In current year, ITAT vide order dated 17 April 2017 held that cross objection filed by the subsidiary company and appeal by CIT(A) stand dismissed and raised demand of INR 18.92 Lakh which has been provided in the books. As on date there is no intimation as to whether the department has preferred an appeal against ITAT order.

**** Includes amount paid under protest INR 29.07 lacs (31 March 2017 : INR 29.07 lacs ; 01 April 2016 : INR nil). Also, the amount appearing above is after netting off INR 12.41 lacs (31 March 2017 : INR Nil lacs ; 01 April 2016 : INR Nil lacs) already provided for in the books of accounts.

***** The Payment of Bonus (Amendment) Act, 2015 dated 31 December 2015 (which was made effective from April 01, 2014) revised the thresholds for coverage of employee eligible for Bonus and also enhanced the ceiling limits for computation of bonus. However, taking cognizance of the stay granted by various High Courts and based on legal opinion obtained by the management, the Company has not recognised any differential amount of bonus for the period 01 April 2014 to 31 March 2015 (INR 11.38 lacs) and accordingly has recognised the expense as per the amended provisions w.e.f. 01 April 2015 and onwards.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

****** The Subsidiary Compnay has been served with orders in FY 2014-15 under Minimum Wages Law claiming INR 22.29 lacs for payment of wager below minimum wages. Also, the amount appearing above is after netting off INR 19.36 lacs (31 March 2017 : INR Nil lacs ; 01 April 2016 : INR Nil lacs) already provided for in the books of accounts.

44 RELATED PARTY DISCLOSURES

A. Relationship with related parties

I. Entities over which significant influence is exercised by the company /key management personnel (either individually or with others)

Amrit Aircon System Private Limited

Amber Organic Farming Private Limited (till 25 August 2017)

Amber Aviation (India) Private Limited (till 7 October 2016)

Acme Fabrications Private Limited (till 25 Aug 2017)

Acme Engineering and Fabrications

II. Key management personnel (KMP)

a. Mr. Kartar Singh
(Chairman Emeritus)
(Director till 25 August 2017)

b. Mr. Jasbir Singh
(Chairman and CEO)

c. Mr. Daljit Singh
(Managing Director)

d. Mrs. Amandeep Kaur
(Director)

e. Hyun Chul Sim
(Director)

f. Mr. Kirpal Singh
(Director till 12 January 2017)

g. Sukhmani Lakhat
(Director till 12 January 2017)

h. Sang Lyeol Cha
(Director) (ceased w.e.f. 22 December 2017)

i. Mr. Girish Kumar Ahuja
(Indepedent DIrector w.e.f. 26 September 2017)

j. Ms. Sudha Pillai
(Indepedent Director w.e.f. 26 September 2017)

k. Mr. Satwinder Singh
(Indepedent Director w.e.f. 26 September 2017)

l. Manoj Kumar Sehrawat
(Non-Executive Director)

m. Mr. Sanjay Arora
(Director Operations)

n. Mr. Udaiveer Singh
(President-RAC)

o. Sachin Gupta
(Vice President-RAC)

p. Mr. Sudhir Goyal
(Chief Financial Officer)

q. Ms. Konica Yadav
(Company Secretary and Compliance Officer)

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

r. Ms. Mania Sarkar
(Company Secretary)

* With respect to the key management personnel, disclosure has been given for those relatives with whom the Group has made transactions during the year.

The following transactions were carried out with related parties in the ordinary course of business for the year ended 31 March 2018

(All amount in INR Lakh unless stated otherwise)

S No.	Particulars	Entities over which significant influence is exercised	Key management personnel
(A)	**Transactions made during the year:**		
1	Rent paid		
	Acme Fabrications Private Limited	11.40	-
	Mr. Jasbir Singh	-	45.60
	Mr. Daljit Singh	-	17.10
2	Remuneration Paid		
	Mr. Kartar Singh	-	2.75
	Ms. Sukhmani Lakhat	-	2.00
	Mr. Kirpal Singh	-	0.50
	Mr. Sang Lyeol Cha	-	39.29
3	Remuneration Paid to KMP's		
	Director sitting fees	-	17.20
	Post-employment benefits*	-	94.42
	Salary Paid*	-	404.59
	*Name of KMP		
	Mr. Jasbir Singh	-	159.60
	Mr. Daljit Singh	-	149.70
	Mr. Hyun Chul Sim	-	16.26
	Ms. Konica Yadav	-	6.28
	Mr. Sachin Gupta	-	30.27
	Mr. Udaveer Singh	-	40.34
	Ms. Mania Sarkar	-	2.14
4	Reciept of IPO proceeds on behalf of selling shareholders		
	Mr. Jasbir Singh	-	6,245.83
	Mr. Daljit Singh	-	6,245.83
5	Payment made to selling shareholders for their portion of IPO proceeds		
	Mr. Jasbir Singh	-	5,897.88
	Mr. Daljit Singh	-	5,897.88
6	Expenses incurred on behalf of the selling shareholders**		
	Mr. Jasbir Singh	-	142.05
	Mr. Daljit Singh	-	142.05
7	Personal guarantees taken		
	Mr. Jasbir Singh	-	17,200.00
	Mr. Daljit Singh	-	17,200.00
8	Personal guarantees surrendered		
	Mr. Jasbir Singh	-	38,200.00
	Mr. Daljit Singh	-	38,200.00
9	Unsecured loan from shareholder/director/associate	-	21.00

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(All amount in INR Lakh unless stated otherwise)

S No.	Particulars	Entities over which significant influence is exercised	Key management personnel
10	Repayment of unsecured loan to shareholder/director/associate	-	14.40
(B)	**Balances at year end**		
1	Trade payables		
	Amrit Aircon System Private Limited	4.00	-
2	Expenses payable		
	Mr. Jasbir Singh	-	1.99
	Mr. Daljit Singh	-	1.29
	Mr. Kartar Singh	-	1.05
3	Rent payable		
	Mr. Daljit Singh	-	10.83
4	Security deposits		
	Mr. Jasbir Singh	-	79.80
	Mr. Daljit Singh	-	79.80
5	Payable to KMP's		
	Mr. Daljit Singh	-	9.26
	Mr. Hyun Chul Sim	-	3.41
	Mr. Udaveer Singh	-	2.29
	Mr. Sudhir Goyal	-	0.89
	Ms. Konica Yadav	-	0.46
	Mr. Sanjay Arora	-	3.37
	Mr. Sachin Gupta	-	1.86
	Ms. Mania Sarkar	-	0.23
6	Loans to KMP's		
	Sudhir Goyal	-	2.15
	Konica Yadav	-	0.13
	Sanjay Arora	-	1.68
	Sachin Gupta	-	3.73
7	Expenses to be incurred on behalf of the selling shareholders**		
	Mr. Jasbir Singh		205.90
	Mr. Daljit Singh		205.90
8	Personal guarantees taken*		
	Mr. Jasbir Singh	-	67,596.30
	Mr. Daljit Singh	-	67,596.30
9	Unsecured loan from shareholder/director	-	57.01

* The above disclosed balances of personal guarantees taken include original sanctioned limits of working capital borrowings and term loans by the continuing banks. However, at 31 March 2018, the outstanding balance of working capital borrowings and the term loans in respect of which personal guarantees have been taken stands at INR 28,229.74 lacs of Mr. Jasbir Singh and INR 28,229.74 lacs of Mr. Daljit Singh

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

The following transactions were carried out with related parties in the ordinary course of business for the year ended 31 March 2017

(All amount in INR Lakh unless stated otherwise)

S No.	Particulars	Entities over which significant influence is exercised	Key management personnel
(A)	**Transactions made during the year:**		
1	Rent paid		
	Acme Fabrications Private Limited	27.27	-
	Mr. Jasbir Singh	-	45.60
	Mr. Daljit Singh	-	17.10
2	Purchase of raw material		
	Amrit Aircon System Private Limited	7.94	-
3	Remuneration paid		
	Mr. Kartar Singh	-	12.00
	Mr. Jasbir Singh	-	159.60
	Mr. Daljit Singh	-	155.40
	Ms. Sukhmani Lakhat	-	9.39
	Mr. Kirpal Singh	-	2.35
4	Personal guarantees taken		
	Mr. Jasbir Singh	-	27,434.93
	Mr. Daljit Singh	-	27,434.93
5	Personal guarantees surrendered		
	Mr. Jasbir Singh		2,050.00
	Mr. Daljit Singh		2,050.00
6	Corporate guarantee taken		
	Acme Fabrications Private Limited	11,500.00	-

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(All amount in INR Lakh unless stated otherwise)

S No.	Particulars	Entities over which significant influence is exercised	Key management personnel
(B)	**Balances at year end**		
1	Corporate guarantee taken***		
	Acme Fabrications Private Limited	27,800.00	-
2	Trade payables		
	Amrit Aircon System Private Limited	7.94	-
3	Expenses payable		
	Acme Fabrications Private Limited	7.51	-
4	Security deposits (disclosed under loans)		
	Acme Fabrications Private Limited	385.00	-
5	Security deposits		
	Mr. Jasbir Singh	-	79.80
	Mr. Daljit Singh	-	79.80
6	Remuneration payable		
	Mr. Kirpal Singh	-	0.25
	Mr. Kartar Singh	-	0.80
	Mr. Daljit Singh	-	6.97
	Mr. Jasbir Singh	-	6.51
7	Personal guarantees taken***		
	Mr. Kartar Singh	-	3,750.00
	Mr. Jasbir Singh	-	88,596.30
	Mr. Daljit Singh	-	88,596.30
	Mr. Kirpal Singh	-	1,650.00

**These are inclusive of applicable taxes.

*** The above disclosed balances of corporate guarantees and personal guarantees taken include original sanctioned limits of working capital borrowings and term loans by the continuing banks. However, at 31 March 2017, the outstanding balance of working capital borrowings and the term loans in respect of which corporate guarantees and personal guarantees have been taken stands at INR 15,246 lacs of Acme Fabrications Private Limited, INR 1,695.09 lacs of Mr. Kartar Singh, INR 49,418.23 lacs of Mr. Jasbir Singh, INR 49,418.23 lacs of Mr. Daljit Singh and INR 16.23 lacs of Mr. Kirpal Singh.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

The following transactions were carried out with related parties in the ordinary course of business for the year ended 01 April 2016

(All amount in INR Lakh unless stated otherwise)

S No.	Particulars	Entities over which significant influence is exercised	Key management personnel
(A)	**Balances at year end**		
1	Corporate guarantees taken *		
	Acme Fabrications Private Limited	26,360.00	-
	Acme Engineering and Fabrications	2,500.00	-
2	Advances to related parties		
	Acme Fabrications Private Limited	13.10	-
3	Security deposits		
	Acme Fabrications Private Limited	385.00	-
4	Security deposits		
	Mr. Jasbir Singh	-	79.80
	Mr. Daljit Singh	-	79.80
5	Remuneration payable		
	Mr. Kirpal Singh	-	1.19
	Mr. Daljit Singh	-	18.94
	Mr. Kartar Singh	-	3.60
	Ms. Sukhmani Lakhat	-	4.40
	Mr. Jasbir Singh	-	6.37
6	Personal guarantees taken *		
	Mr. Kartar Singh	-	24,850.00
	Mr. Jasbir Singh	-	77,980.22
	Mr. Daljit Singh	-	76,180.22
	Mr. Kirpal Singh	-	6,650.00

* The above disclosed balances of corporate guarantees and personal guarantees taken include original sanctioned limits of working capital borrowings and term loans by the continuing banks. However, at 01 April 2016, the outstanding balance of working capital borrowings and the term loans in respect of which corporate guarantees and personal guarantees have been taken stands at INR 16,997.69 Lakh of Acme Fabrications Private Limited, INR 2,246.30 Lakh of Acme Engineering and Fabrications, INR 16,081.48 Lakh of Mr. Kartar Singh, INR 47,903.83 Lakh of Mr. Jasbir Singh, INR 47,141.72 Lakh of Mr. Daljit Singh and INR 3,726.57 Lakh of Mr. Kirpal Singh.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

45 ASSETS PLEDGED AS SECURITY

(All amount in INR Lakh unless stated otherwise)

Particulars	31 March 2018	31 March 2017	01 April 2016
Current			
Inventories	39,554.36	26,850.27	22,401.62
Trade receivables	37,852.67	31,009.06	24,763.65
Cash and cash equivalents and other bank balances	13,287.41	3,523.84	1,898.59
Loans, other financial assets and other current assets	5,575.06	3,732.06	3,856.87
Total current assets pledged as security	**96,269.50**	**65,115.23**	**52,920.73**
Non-current			
Property, plant and equipment	53,812.67	46,003.98	41,224.22
Total assets pledged as security	**1,50,082.17**	**1,11,119.21**	**94,144.95**

46 TAX EXPENSE

(All amount in INR Lakh unless stated otherwise)

Particulars	31 March 2018	31 March 2017
Income tax expense recognised in statement of profit and loss		
Current tax (including taxes earlier years)	1,926.30	883.95
Deferred tax	783.56	472.31
	2,709.86	**1,356.26**

The major components of income tax expense and the reconciliation of expense based on the domestic effective tax rate of at 34.61% and the reported tax expense in profit or loss are as follows:

(All amount in INR Lakh unless stated otherwise)

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Profit before tax	8,940.44	3,570.64
Income tax using the Group's domestic tax rate *	34.61%	34.61%
Expected tax expense [A]	**3,094.11**	**1,235.73**
Tax effect of adjustment to reconcile expected income tax expense to reported income tax expense		
Non-deductible expenses/non-taxable income	96.44	25.88
Tax expense related to earlier years	-	2.31
Income not taxable in pursuant to tax holiday	(436.08)	(188.19)
Change is tax rates during the year	1.81	371.70
Subsidiary companies taxed at different tax rates #	2.51	4.26
Tax credit of earlier years	7.14	(94.57)
Deferred tax recognised on temporary differences of earlier years	-	-
Current unabsorbed depreciation and losses for which no deferred tax asset is recognised	13.47	-
Others	(69.54)	(0.86)
Total adjustments [B]	**(384.25)**	**120.53**
Actual tax expense [C=A+B]	**2,709.86**	**1,356.26**
* Domestic tax rate applicable to the Group has been computed as follows		
Base tax rate	30%	30%
Surcharge (% of tax)	12%	12%
Cess (% of tax)	3%	3%
Applicable rate	34.61%	34.61%

Group includes companies with different tax rates. For the purpose of effective tax reconciliation, holding company's tax rate has been used.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

47 EARNINGS PER SHARE

(All amount in INR Lakh unless stated otherwise)

Particulars	As at 31 March 2018	As at 31 March 2017
Net profit attributable to equity shareholders	6,230.58	2,214.38
Number of weighted average equity shares (Nominal value of INR 10 each)		
-Basic	2,69,01,593	2,26,03,328
-Diluted	2,69,01,593	2,26,03,328
Earnings per share-after exceptional items and tax		
-Basic	23.16	9.80
-Diluted	23.16	9.80

48 LEASES

Operating leases

The Group has leased some of its premises to a third party under a lease agreement that qualifies as an operating lease. Rental income for operating leases for the years ended 31 March 2018 and 31 March 2017 aggregate to INR 9.67 Lakh and INR nil respectively.

The Company is a lessee under various cancellable operating leases. Rental expense for operating leases for the years ended 31 March 2018 and 31 March 2017 was INR 1,377.62 Lakh and INR 1,272.28 Lakh respectively.

Finance leases

a) The Group has taken certain assets on finance lease basis. The legal title to such assets vests with the lessors. The total minimum lease payments, elements of unearned interest included in such payments and present value of lease payments are as follows:

(All amount in INR Lakh unless stated otherwise)

Particulars	31 March 2018	31 March 2017	01 April 2016
Total minimum lease payments	7,805.87	1,685.29	2,346.89
Less: Future interest included in above	6,625.51	394.87	613.90
Present value of minimum lease payments	**1,180.36**	**1,290.42**	**1,732.99**

b) The maturity profile of the finance lease obligation is as follows:

(All amount in INR Lakh unless stated otherwise)

Particulars	31 March 2018		31 March 2017		01 April 2016	
Year ending after balance sheet date:	**Minimum lease payment**	**Present value**	**Minimum lease payment**	**Present value**	**Minimum lease payment**	**Present value**
Upto one year	745.14	637.36	660.31	542.29	661.60	467.90
One to five years	429.88	382.55	877.03	740.38	1,535.58	1,257.36
More than five years	6,630.85	160.45	147.95	7.75	149.71	7.73

49 EMPLOYEE BENEFIT OBLIGATIONS

(All amount in INR Lakh unless stated otherwise)

Particulars	31 March 2018		31 March 2017		01 April 2016	
	Current	**Non-current**	**Current**	**Non-current**	**Current**	**Non-current**
Gratuity	20.17	317.32	20.84	234.04	20.68	201.46
Compensated absences	70.93	93.68	37.90	98.35	5.40	108.31
Total	**91.10**	**411.00**	**58.74**	**332.39**	**26.08**	**309.77**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

A Disclosure of gratuity

(i) Amount recognised in the statement of profit and loss is as under:

(All amount in INR Lakh unless stated otherwise)

Description	31 March 2018	31 March 2017
Current service cost	42.89	23.58
Past sevice cost	39.81	-
Interest cost	23.35	41.59
Net impact on profit (before tax)	**106.04**	**65.16**
Actuarial loss/(gain) recognised during the year	(51.79)	11.56
Amount recognised in total comprehensive income	**54.24**	**76.72**

(ii) Change in the present value of obligation:

(All amount in INR Lakh unless stated otherwise)

Description	31 March 2018	31 March 2017
Present value of defined benefit obligation as at the beginning of the year	**285.10**	**242.64**
Current service cost	42.89	23.58
Acquired through business combination (refer note 53)	60.89	
Interest cost	25.69	43.12
Past service cost	39.81	-
Benefits paid	(23.34)	(36.21)
Actuarial loss/(gain)	(52.05)	11.97
Present value of defined benefit obligation as at the end of the year	**378.98**	**285.10**

(iii) Movement in the plan assets recognised in the balance sheet is as under:

(All amount in INR Lakh unless stated otherwise)

Description	31 March 2018	31 March 2017
Fair value of plan assets at the beginning of the period	**30.22**	**20.50**
Actual return on plan assets	2.34	1.54
Prior period income	-	-
Contributions	10.98	9.20
Benefits paid	(1.79)	(1.42)
Actuarial gain/(loss)	(0.26)	0.41
Fair value of plan assets at the end of the period	**41.48**	**30.22**

(ii) Reconciliation of present value of defined benefit obligation and the fair value of assets:

(All amount in INR Lakh unless stated otherwise)

Description	31 March 2018	31 March 2017
Present value of funded obligation as at the end of the year	378.98	285.10
Fair value of plan assets as at the end of the period funded status	41.48	30.22
Unfunded/funded net liability recognized in balance sheet	**337.49**	**254.88**

(iv) Breakup of actuarial (gain)/loss:

(All amount in INR Lakh unless stated otherwise)

Description	31 March 2018	31 March 2017
Actuarial (gain)/loss from change in demographic assumption	-	-
Actuarial (gain)/loss from change in financial assumption	(54.38)	13.01
Actuarial (gain)/loss from experience adjustment	2.59	(1.45)
Total actuarial (gain)/loss	**(51.79)**	**11.56**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(v) Actuarial assumptions

(All amount in INR Lakh unless stated otherwise)

Description	31 March 2018	31 March 2017	01 April 2016
Discount rate	7.50% - 7.75%	7.50% - 7.75%	7.50% - 8.00%
Rate of increase in compensation levels	5.00% - 6.00%	5.00% - 6.00%	5.00% - 6.00%
Expected rate of return on plan assets			
Retirement age	58 - 60 years	58 - 60 years	58 - 60 years

Notes:

1) The discount rate is based on the prevailing market yield of Indian Government bonds as at the balance sheet date for the estimated terms of obligations.
2) The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.
3) Plan assets comprise funds managed by the insurer i.e. Life Insurance Corporation of India ('LIC').
4) The Company makes annual contributions to the LIC of an amount advised by them for Rajpura unit only.
5) The best estimated expense for the next year is INR 70.62 Lakh.

(vi) Sensitivity analysis for gratuity liability

(All amount in INR Lakh unless stated otherwise)

Description	31 March 2018	31 March 2017
Impact of change in discount rate		
Present value of obligation at the end of the year	378.98	285.10
- Impact due to increase of 0.50 - 1.00 %	295.11	257.22
- Impact due to decrease of 0.50 - 1.00 %	368.24	318.22
Impact of change in salary increase		
Present value of obligation at the end of the year	378.98	285.10
- Impact due to increase of 0.50 - 1.00 %	368.98	265.40
- Impact due to decrease of 0.50 - 1.00 %	294.15	216.89

The above sensitivity analysis is based on a change an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defind benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to previous year

(vii) Maturity profile of defined benefit obligation

(All amount in INR Lakh unless stated otherwise)

Description	31 March 2018	31 March 2017
Within next 12 months	20.39	25.62
Between 1-5 years	84.98	71.93
Beyond 5 years	401.84	292.87

50 FAIR VALUE DISCLOSURES

i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are divided into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for financial instruments.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

ii) Financial assets measured at fair value - recurring fair value measurements

The following table shows the levels within the hierarchy of financial liabilities measured at fair value on a recurring basis.

Description	Level	31 March 2018	31 March 2017	01 April 2016	Valuation technique
Financial liabilities					
Investment in unquoted equity instruments	Level 3	571.49	-	-	Consideration paid*
Financial liabilities					
Put liability for acquisition of minority interest (refer note 53)	Level 3	2,225.80	-	-	Future value pricing formulae
Forward payable	Level 2	-	3.80	-	Valued using forward pricing model

* The Group has made an investment of INR 571.49 Lakh for acquisition of 1,040,149 equity shares of Ever Electronics Private Limited ("Ever") on 30 March 2018, the amount paid has been considered as fair value as on 31 March 2018.

Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 items for the periods ended 31 March 2018 and 31 March 2017:

	Unquoted equity intruments	Put liability
As at 1 April 2016	-	-
Changes during the year	-	-
As at 31 March 2017	**-**	**-**
Acquisitions	571.49	(2,225.80)
As at 31 March 2018	**571.49**	**(2,225.80)**

(iii) Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows:

Description	Level	As at 31 March 2018		As at 31 March 2017		As at 01 April 2016	
		Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
Financial assets							
Loans	Level 3	655.82	672.43	493.45	491.61	570.43	557.03
Other financial assets	Level 3	208.58	208.58	582.30	582.30	483.55	483.55
Total financial assets		**864.40**	**881.01**	**1,075.75**	**1,073.91**	**1,053.98**	**1,040.58**
Financial liabilities							
Trade payables - Non-current	Level 3	-	-	-	-	3,883.93	3,887.18
Borrowings	Level 3	5,813.82	5,816.32	24,779.82	24,779.82	19,125.16	19,125.16
Other financial liabilities	Level 3	2,254.02	2,254.14	-	-	-	-
Total financial liabilities		**8,067.84**	**8,070.46**	**24,779.82**	**24,779.82**	**23,009.10**	**23,012.34**

The management assessed that cash and cash equivalents, other bank balances, trade receivables, other current financial assets, trade payables, short term borrowings and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

(i) Long-term fixed-rate receivables are evaluated by the Group based on parameters such as interest rates, individual creditworthiness of the customer and other market risk factors.

(ii) The fair values of the Group's loans and receivables are determined by applying discounted cash flows ('DCF') method, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own nonperformance risk as at 31 March 2018 was assessed to be insignificant.

(iii) The Group has major of its borrowings at variable rate which are subject to changes in underlying interest rate indices. Further, the credit spread on these facilities are subject to change with changes in Group's creditworthiness. The management believes that the current rate of interest on these loans are in close approximation from market rates applicable to the Group. Therefore, the management estimates that the fair value of these borrowings are approximate

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

to their respective carrying values.

51 FINANCIAL RISK MANAGEMENT

i) Financial instruments by category

	31 March 2018			31 March 2017			01 April 2016		
Particulars	**FVTPL**	**FVOCI**	**Amortised cost**	**FVTPL**	**FVOCI**	**Amortised cost**	**FVTPL**	**FVOCI**	**Amortised cost**
Financial assets									
Investments*	571.49	-	-	-	-	-	-	-	-
Loans	-	-	1,968.16	-	-	1,497.03	-	-	1,272.58
Other financial assets	-	-	1,729.74	-	-	976.06	-	-	573.87
Trade receivables	-	-	37,857.23	-	-	31,009.06	-	-	24,763.65
Cash and cash equivalents	-	-	11,941.38	-	-	1,659.36	-	-	582.30
Other bank balances	-	-	1,439.62	-	-	1,864.48	-	-	1,316.29
Total	**571.49**	**-**	**54,936.13**	**-**	**-**	**37,005.99**	**-**	**-**	**28,508.69**
Financial liabilities									
Borrowings	-	-	12,034.20	-	-	40,004.09	-	-	45,933.80
Trade payables	-	-	57,204.95	-	-	44,574.39	-	-	32,255.11
Other financial liabilities	2,225.80	-	3,280.64	3.80	-	1,812.34	-	-	1,527.85
Total	**2,225.80**	**-**	**72,519.79**	**3.80**	**-**	**86,390.82**	**-**	**-**	**79,716.77**

ii) Risk Management

The Group's activities expose it to market risk, liquidity risk and credit risk. The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	**Exposure arising from**	**Measurement**	**Management**
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost	Aging analysis	Bank deposits, diversification of asset base, credit limits and collateral.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - foreign exchange	Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Cash flow forecasting	Forward contract/hedging, if required
Market risk - interest rate	Long-term and Short-term borrowings at variable rates	Sensitivity analysis	Negotiation of terms that reflect the market factors

The Group's risk management is carried out by a central treasury department (of the Group) under policies approved by the board of directors. The board of directors provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity.

A) Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group is exposed to this risk for various financial instruments, for example by granting loans and receivables to customers, placing deposits, etc. The Group's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- cash and cash equivalents,
- trade receivables,
- loans and receivables carried at amortised cost, and
- deposits with banks

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

a) Credit risk management

The Group assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the Group, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Group assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: Low

B: Medium

C: High

Assets under credit risk –

(All amount in INR Lakh unless stated otherwise)

Credit rating		Particulars	31 March 2018	31 March 2017	01 April 2016
A:	Low	Loans	1,968.16	1,497.03	1,272.58
		Investments	571.49	-	-
		Other financial assets	1,729.74	976.06	573.87
		Cash and cash equivalents	11,941.38	1,659.36	582.30
		Other bank balances	1,439.62	1,864.48	1,316.29
B:	Medium	Trade receivables	37,857.23	31,009.06	24,763.65
C:	High	Trade receivables	30.95	39.79	30.95

Cash & cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

Trade receivables

The Group closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The Group assesses increase in credit risk on an ongoing basis for amounts receivable that become past due.

Other financial assets measured at amortised cost

Other financial assets measured at amortized cost includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

b) Expected credit losses

Trade receivables

(i) The Group recognizes lifetime expected credit losses on trade receivables using a simplified approach and uses historical information to arrive at loss percentage relevant to each category of trade receivables

(ii) Reconciliation of loss allowance provision from beginning to end of reporting period:

Reconciliation of loss allowance	Trade receivables
Loss allowance on 01 April 2016	30.95
Add: Change in loss allowance during the year	8.84
Loss allowance on 31 March 2017	39.79
Add: Changes in loss allowances due to write-back	(8.84)
Loss allowance on 31 March 2018	30.95

Other financial assets measured at amortised cost

The Group provides for expected credit losses on loans and advances by assessing individual financial instruments for expectation of any credit losses. Since this category includes loans and receivables of varied natures and purpose, there is no trend that the Group can draws to apply consistently to entire population For such financial assets, the Group's policy is to provides for 12 month expected credit losses upon initial recognition and provides for lifetime expected credit losses upon significant increase in credit risk. The Group does not have any expected loss based impairment recognised on such assets considering their low credit risk nature, though incurred loss provisions are disclosed under each sub-category of such financial assets.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Group maintains flexibility in funding by maintaining availability under committed facilities. Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

a) Financing arrangements

The Group had access to the following undrawn borrowing facilities at the end of the reporting period:

(All amount in INR Lakh unless stated otherwise)

	31 March 2018	31 March 2017	01 April 2016
- Expiring within one year (cash credit and other facilities)	38,279.87	30,608.88	16,651.14
- Expiring beyond one year (bank loans)	-	-	-
	38,279.87	**30,608.88**	**16,651.14**

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice.

b) Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(All amount in INR Lakh unless stated otherwise)

31 March 2018	**Less than 1 year**	**1-3 year**	**3-5 year**	**More than 5 years**	**Total**
Borrowings including interest*	7,497.01	3,712.22	753.42	-	**11,962.65**
Trade payable	57,204.95	-	-	-	**57,204.95**
Other financial liabilities	3,252.42	2,254.02	-	-	**5,506.44**
Total	**67,954.38**	**5,966.24**	**753.42**	**-**	**74,674.04**

(All amount in INR Lakh unless stated otherwise)

31 March 2017	**Less than 1 year**	**1-3 year**	**3-5 year**	**More than 5 years**	**Total**
Borrowings including interest*	20,037.20	16,050.46	7,434.91	5,810.81	**49,333.38**
Trade payable	44,574.39	-	-	-	**44,574.39**
Other financial liabilities	1,816.14	-	-	-	**1,816.14**
Total	**66,427.73**	**16,050.46**	**7,434.91**	**5,810.81**	**95,723.91**

(All amount in INR Lakh unless stated otherwise)

01 April 2016	**Less than 1 year**	**1-3 year**	**3-5 year**	**More than 5 years**	**Total**
Borrowings including interest*	31,425.78	13,482.45	4,150.05	1,873.52	**50,931.80**
Trade payable	30,350.79	4,472.17	-	-	**34,822.96**
Other financial liabilities	1,527.85	-	-	-	**1,527.85**
Total	**63,304.42**	**17,954.62**	**4,150.05**	**1,873.52**	**87,282.61**

* borrowings excludes finance lease obligations, refer note 47 for disclosure of maturity profile of finance lease obligations

C) Market risk

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

a) Foreign currency risk

(i) The Group uses foreign currency forward exchange contracts to hedge its risks associated with fluctuations in foreign currencies relating to foreign currency liabilities. The following are outstanding derivatives contracts:

(All amount in INR Lakh unless stated otherwise)

		31 March 2018		31 March 2017		01 April 2016	
Nature of hedge instrument	**Description of hedge**	**Amount in foreign currency (USD)**	**Amount in Indian Rupees (₹ in Lakh)**	**Amount in foreign currency (USD)**	**Amount in Indian Rupees (₹ in Lakh)**	**Amount in foreign currency (USD)**	**Amount in Indian Rupees (₹ in Lakh)**
Contract : Forward contract							
Forward contract	To take protection against depreciation in Indian Rupees against USD receivable in respect of export sales	-	-	-	-	2,650,000*	1,795.37*
Forward contract	To take protection against appreciation in Indian Rupees against USD payable in respect of imports against buyers credit	-	-	2,31,477	150.13	9,52,889	630.58
Forward contract	To take protection against appreciation in Indian Rupees against USD payable in respect of imports against letter of credit	-	-	5,44,721	353.30	2,17,623	144.01

(ii) Unhedged foreign currency risk exposure in INR:

The Group exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows

(All amount in INR Lakh unless stated otherwise)

Particulars	**31 March 2018**	31 March 2017	01 April 2016
Financial assets	644.11	498.78	748.43
Financial liabilities	15,429.52	11,720.05	8,868.40
Net exposure to foreign currency risk (liabilities)	**(14,785.41)**	**(11,221.28)**	**(8,119.97)**

Sensitivity

The sensitivity of profit or loss and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

(All amount in INR Lakh unless stated otherwise)

Particulars	**31 March 2018**	31 March 2017
USD sensitivity		
INR/USD- increase by 100 bps (31 March 2017 100 bps)*	(147.85)	(112.21)
INR/USD- decrease by 100 bps (31 March 2017 100 bps)*	147.85	112.21

** Holding all other variables constant*

b) Interest rate risk

i) Liabilities

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2018, the Group is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Group's investments in fixed deposits all pay fixed interest rates.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

Interest rate risk exposure

Below is the overall exposure of the Group to interest rate risk:

(All amount in INR Lakh unless stated otherwise)

Particulars	31 March 2018	31 March 2017	01 April 2016
Variable rate borrowing	9,763.27	27,541.37	33,318.17
Fixed rate borrowing	2,270.93	12,462.72	12,615.63
Total borrowings	**12,034.20**	**40,004.09**	**45,933.80**
Amount disclosed under other current financial liabilites	**1,483.36**	**2,589.66**	**3,146.47**
Amount dislosed under borrowings	**10,550.84**	**37,414.43**	**42,787.33**

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

(All amount in INR Lakh unless stated otherwise)

Particulars	31 March 2018	31 March 2017
Interest sensitivity*		
Interest rates – increase by 100 bps (31 March 2017 100 bps)	97.63	275.41
Interest rates – increase by 100 bps (31 March 2017 100 bps)	(97.63)	(275.41)

** Holding all other variables constant*

ii) Assets

The Group's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

c) Price risk

The Group's exposure to equity securities price risk arises from investments held by the Group and classified in balace sheet at fair value through profit or loss. The Group has investment in unquoted equity shares of Ever Electronics Private Limited

Sensitivity

Below is the sensitivity of profit or loss and equity by changes in price of equity shares:

(All amount in INR Lakh unless stated otherwise)

Particulars	31 March 2018	31 March 2017
Price sensitivity*		
Price increase by 10%	57.15	-
Price decrease by 10%	(57.15)	-

** Holding all other variables constant*

52 CAPITAL MANAGEMENT

The Group' s capital management objectives are

- to ensure the Group's ability to continue as a going concern

- to provide an adequate return to shareholders

The Group monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Group's various classes of debt. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(a) Debt equity ratio

(All amount in INR Lakh unless stated otherwise)

Particulars	31 March 2018	31 March 2017	01 April 2016
Total Long term debt (including current maturities of long-term debt)	5,813.82	24,779.82	19,125.16
Total equity	89,276.11	36,266.12	26,264.78
Net debt to equity ratio*	**0.07**	**0.68**	**0.73**

(b) Dividends

(All amount in INR Lakh unless stated otherwise)

Particulars	31 March 2018	31 March 2017
(i) Equity shares Interim dividend for the year ended 31 March 2017 of INR 2.11 per share (excluding tax)	-	501.33
(ii) Dividends not recognised at the end of the reporting period In addition to the above dividends, the dividend, if any recommended by the Board of Directors post end of relevant reporting year shall be accrued and distributed in the year of approval in annual general meeting.		

53 BUSINESS COMBINATIONS

a. Summary of acquisition

The Holding company has made an investment of INR 5442.50 Lakh for acquisition of 70% of the share capital consisiting of 1,320,613 equity shares of IL JIN Electronics (India) Private Limited ("IL JIN") on 28 December 2017, for remaining 30% of the share capital, the Group has written a put option as well as have a call option to buy the remaining stake, therefore the Group has recorded ₹ 2.225.80 as put liability. This acquisition will enable the Group to enter into the business of manufacturing, assembling and dealing in electronic assembled printed circuit boards for home appliances and automobile products.

Details of the purchase consideration, the net assets acquired and goodwill are as follows:

(All amount in INR Lakh unless stated otherwise)

Purchase consideration (A)	**5,442.50**
The assets and liabilities recognised as a result of the acquisition are as follows:	
Property, plant and equipment	6,075.24
Capital work-in-progress	52.00
Intangible assets - Software	4.47
Intangible assets - Technical Knowhow	911.00
Intangible assets - Customer Relationships	247.00
Intangible assets - Tradename	452.00
Income tax assets (net)	181.15
Inventories	3,023.03
Trade receivables	3,556.51
Cash and cash equivalents	5.09
Other financial assets	285.33
Other non-current assets	0.12
Other current assets	807.88
Borrowings	(2,057.78)
Other financial liabilities	(149.52)
Provision for gratuity	(60.89)
Provision for compensated absences	(33.95)
Other non-current liabilities	(0.26)
Deferred tax liabilities (net)	(1,263.61)
Trade payables	(4,860.30)
Current tax liabilities (net)	(53.91)
Other current liabilities	(2,552.15)
Contingent liability	(31.78)
Put liability (refer note (i))	(2,225.80)
Net assets identifiable acquired (B)	**2,310.87**
Goodwill (A-B) (refer note (ii))	**3,131.63**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(i) The Company has written a put option as well as have a call option to buy the remaining stake upon exercise, with an intention to buy the remaining stake. Accordingly, no minority interest was recognised. The Company has to pay fair value based on value pricing formulae in future and not at fixed price. Under risk neutral frame work, as on valuation date the fair value of remaining stake would remain the same as it is currently for the rest, and therefore it has been measured at pro-rata basis.

(ii) Goodwill here represents residual asset value attributable to unidentified intangible assets acquired by acquirer. It will not be deductible for tax purposes.

b. Consideration transferred

The acquisition of ₹ 5,442.50 was settled in cash. Legal costs for acquisition amounting to INR 50.31 lacs are not included as part of the consideration transferred and have been recognised as an expense in the consolidated statement of comprehensive income, as part of 'other expenses'.

c. Measurement of fair value of identifiable net assets

The valuation model for fair valuation of property, plant and equipment considers quoted market prices for similar items when available, and depreciated replacement cost when appropriate. Depreciated replacement cost reflects adjustments for physical deterioration as well as functional and economic obsolescence. Intangible assets are fair valued based on the relief-from-royalty method and multi-period excess earnings methods. The relief-from-royalty method considers the discounted estimated royalty payments that are expected to be avoided as a result of the patents or trademarks being owned. The multi-period excess earnings method considers the present value of net cash flows expected to be generated by the customer relationships, by excluding any cash flows related to contributory assets. The fair value of the trade and other receivables acquired as part of the business combination amounted to ₹ 3,841.84, with a gross contractual amount of ₹ 3,841.84. As of the acquisition date, the Group's best estimate of the contractual cash flow not expected to be collected amounted to Nil.

d. Revenue and profit contribution

The acquired business contributed revenue of INR 11,274.97 Lakh and profit of INR 232.99 Lakh to the group for the period 31 March 2018.

If the acquisitions had occurred on 01 April 2017, consolidated pro-forma revenue and profit for the year ended 31 March 2018 would have been INR 241,559.97 lacs and INR 6,166.44 lacs respectively.

54 GROUP INFORMATION

(a) Information about subsidiaries

The Parent's subsidiaries at 31 March 2018 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the Parent, and the proportion of ownership interests held equals the voting rights held by the Parent. The country of incorporation or registration is also their principal place of business.

(All amount in INR Lakh unless stated otherwise)

Name of the entity	Principal activities	County of incorporation	% equity interest 31 March 2018	31 March 2017	01 April 2016
PICL India Private Limited	Manufacturing of white goods products	India	100	100	100
Appserve Appliance Private Limited	Sale of spare parts and service of white goods	India	100	-	-
IL JIN Electronics (India) Private Limited	Manufacturing of electronic goods	India	100	-	-

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(b) Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013.

(All amount in INR Lakh unless stated otherwise)

	Net assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
Name of the entity	**As % of consolidated net assets***	**Amount (INR)**	**As % of consolidated profit or loss***	**Amount (INR)**	**As % of consolidated other comprehensive income***	**Amount (INR)**	**As % of consolidated net assets***	**Amount (INR)**
Parent								
Amber Enterprises India Limited	98.90%	88,297.39	99.49%	6,198.57	69.84%	23.73	**99.33%**	6,222.30
Indian subsidiaries								
PICL India Private Limited	2.84%	2,533.01	-1.66%	(103.34)	23.75%	8.07	**-1.52%**	(95.27)
Appserve Appliance Private Limited	0.11%	96.96	-0.85%	(53.04)	0.00%	-	**-0.85%**	(53.04)
IL JIN Electronics (India) Private Limited	2.76%	2,465.97	1.82%	113.36	6.42%	2.18	**1.84%**	115.54
Intercompany elimination and consolidation adjustment	-4.61%	(4,117.22)	1.20%	75.03	-	-	**1.20%**	75.03
Total	**100.00%**	**89,276.11**	**100.00%**	**6,230.58**	**100.00%**	**33.98**	**100.00%**	**6,264.56**

*The above amounts / percentage of net assets and net profit or (loss) in respect of Amber Enterprises India Limited and its subsidiaries are determined based on the amounts of the respective entities included in consolidated financial statements before inter-company eliminations / consolidation adjustments.

55 FIRST TIME ADOPTION OF IND AS

These are the Group's first financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 3 have been applied in preparing the financial statements for the year ended 31 March 2018, the comparative information presented in these financial statements for the year ended 31 March 2017 and in the preparation of an opening Ind AS balance sheet at 01 April 2016 (the Group's date of transition). An explanation of how the transition from previous GAAP to Ind AS has affected the Group's financial position, financial performance and cash flows is set out in the following tables and notes.

A Ind AS optional exemptions

1 Deemed cost for property, plant and equipment and intangible assets

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the Previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets. Accordingly, the Group has elected to measure all of its property, plant and equipment and intangible assets at their Previous GAAP carrying value.

2 Impairment of financial assets

At the date of transition to Ind AS, determining whether there has been a significant increase in credit risk since the initial recognition of a financial instrument would require undue cost or effort, the Group has recognised a loss allowance at an amount equal to lifetime expected credit losses at each reporting date until that financial instrument is derecognised.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

B Ind AS mandatory exceptions

1 Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with Previous GAAP. The Group made estimates for impairment of financial assets based on expected credit loss model in accordance with Ind AS at the date of transition as these were not required under Previous GAAP.

2 Classification and measurement of financial assets and liabilities

The classification and measurement of financial assets will be made considering whether the conditions as per Ind AS 109 are met based on facts and circumstances existing at the date of transition.

Financial assets can be measured using effective interest method by assessing its contractual cash flow characteristics only on the basis of facts and circumstances existing at the date of transition and if it is impracticable to assess the use of effective interest method, fair value of financial asset at the date of transition shall be the new carrying amount of that asset. The measurement exemption applies for financial liabilities as well.

C Reconciliations between Previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from Previous GAAP to Ind AS.

1 Reconciliation of total equity as at 31 March 2017 and 01 April 2016

(All amount in INR Lakh unless stated otherwise)

Particulars	Notes	As at 31 March 2017	As at 01 April 2016
Total equity (shareholder's funds) as per Previous GAAP		**33628.50**	**26313.63**
Adjustments:			
Measurement of financial assets and liabilities initially at fair value and subsequently at amortised cost	Note – 1	(123.13)	200.09
Adjustment for Government grant recognised as deferred income and amortised on a systematic basis	Note – 2	(69.95)	(54.21)
Adjustment for leasehold land obligation accounted as finance lease and amortisated over period of lease	Note – 3	(90.27)	(70.68)
Adjustment of compulsory convertible debentures	Note – 10	2,580.84	-
Recognition of loss allowance for expected credit losses on financial assets measured at amortised cost	Note – 5	(30.95)	(30.95)
Prior period adjustments	Note – 4	(35.22)	(56.38)
Other adjustments	Note – 8	0.39	2.27
Tax effect of adjustments	Note – 9	405.91	(38.99)
Total adjustments		**2,637.62**	**(48.85)**
Total equity as per Ind AS		**36,266.12**	**26,264.78**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

2 Reconciliation of total comprehensive income for the year ended 31 March 2017

(All amount in INR Lakh unless stated otherwise)

Particulars	Notes	As at 31 March 2017
Profit after tax as per Previous GAAP		**2,875.00**
Adjustments:		
Measurement of financial assets and liabilities initially at fair value and subsequently at amortised cost	Note – 1	(323.21)
Adjustment for Government grant recognised as deferred income and amortised on a systematic basis	Note – 2	27.55
Adjustment for leasehold land obligation accounted as finance lease and amortisated over period of lease	Note – 3	(19.59)
Adjustment of compulsory convertible debentures	Note – 10	30.29
Revenue and changes in inventories recognised on assets received from customers	Note – 6	784.26
Lease adjustment for assets received from customers	Note – 6	(784.26)
Reclassification of excise duty on sale of goods to revenue	Note – 7	8,395.42
Reclassification of excise duty on sale of goods to expenses	Note – 7	(8,395.42)
Prior period adjustments	Note – 4	21.17
Other adjustments	Note – 8	9.91
Tax effect of adjustments	Note – 9	(406.74)
Total adjustments		**(660.62)**
Profit for the year ended 31 March 2017		**2,214.38**
Other comprehensive income		
Remeasurement of defined benefit obligations (net of tax)		(7.88)
Total comprehensive income for the year ended 31 March 2017		**2,206.50**

3 Impact of Ind AS adoption on the Statement of cash flows for the year ended 31 March 2017

The transition from previous GAAP to Ind AS has not made a material impact on the statement of cash flows.

4 Reconciliation of the assets and liabilities presented in the balance sheet prepared as per Previous GAAP and as per Ind AS is as follows:

(All amount in INR Lakh unless stated otherwise)

Description	Notes	Previous GAAP as at 31 March 2017	Adjustments	Ind AS as at 31 March 2017	Previous GAAP as at 1 April 2016	Adjustments	Ind AS as at 1 April 2016
ASSETS							
Non-current assets							
Property, plant and equipment	3	46,364.68	(76.31)	46,288.37	42,356.48	(56.72)	42,299.76
Capital work-in-progress		934.44	-	934.44	1,581.77	-	1,581.77
Investment property		-	-		-	-	
Goodwill		3,411.76	2.96	3,414.72	3,414.72	-	3,414.72
Other intangible assets		5,974.00	-	5,974.00	4,405.15	-	4,405.15
Intangible assets under development		1,199.28	-	1,199.28	1,983.44	-	1,983.44
Financial assets				-		-	-
Investments		-	-	-	-	-	-
Loans	1	891.80	(398.35)	493.45	845.41	(274.98)	570.43
Other financial assets	1	336.30	246.00	582.30	194.28	289.27	483.55
Income tax assets (net)	9	102.88	(29.70)	73.18	67.10	(29.70)	37.40
Deferred tax assets (net)	9	22.66		22.66	-		-
Other non-current assets	1	1,245.93	(270.26)	975.67	1,019.85	(81.15)	938.70
Total non-current assets		**60,483.73**	**(525.66)**	**59,958.07**	**55,868.20**	**(153.28)**	**55,714.92**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

(All amount in INR Lakh unless stated otherwise)

Description	Notes	Previous GAAP as at 31 March 2017	Adjustments	Ind AS as at 31 March 2017	Previous GAAP as at 1 April 2016	Adjustments	Ind AS as at 1 April 2016
Current assets							
Inventories	1,6	26,766.66	83.61	26,850.27	22,577.30	(175.68)	22,401.62
Financial assets							
Trade receivables	5	31,040.01	(30.95)	31,009.06	24,794.60	(30.95)	24,763.65
Cash and cash equivalents		1,633.82	25.54	1,659.36	565.56	16.74	582.30
Other bank balances		1,890.02	(25.54)	1,864.48	1,333.03	(16.74)	1,316.29
Loans	1	804.32	199.26	1,003.58	744.78	(42.63)	702.15
Other financial assets		393.76	-	393.76	90.32	-	90.32
Other current assets	1	2,513.91	(179.19)	2,334.72	3,253.92	(189.52)	3,064.40
Total current assets		**65,042.50**	**72.73**	**65,115.23**	**53,359.51**	**(438.78)**	**52,920.73**
Total assets		**1,25,526.23**	**(452.93)**	**1,25,073.30**	**1,09,227.71**	**(592.06)**	**1,08,635.65**
EQUITY AND LIABILITIES							
EQUITY							
Equity share capital		2,380.98	-	2,380.98	2,170.28	-	2,170.28
Other equity		31,247.52	2,637.62	33,885.14	24,143.35	(48.85)	24,094.50
Total equity		**33,628.50**	**2,637.62**	**36,266.12**	**26,313.63**	**(48.85)**	**26,264.78**
LIABILITIES							
Non-current liabilities							
Financial liabilities							
Borrowings	1, 10	25,150.52	(2,960.36)	22,190.16	16,142.10	(163.41)	15,978.69
Trade payables	1	-	-	-	4,472.17	(588.24)	3,883.93
Provisions		332.39	-	332.39	309.77	-	309.77
Deferred tax liabilities (net)	9	1,076.37	(405.90)	670.47	987.91	38.98	1,026.89
Other non-current liabilities	2	-	288.40	288.40	-	315.94	315.94
Total non-current liabilities		**26,559.29**	**(3,077.87)**	**23,481.42**	**21,911.94**	**(396.72)**	**21,515.22**
Current liabilities							
Financial liabilities							
Borrowings	1	9,338.57	5,885.70	15,224.27	16,520.45	10,288.19	26,808.64
Trade payables	1	44,579.62	(5.23)	44,574.39	28,371.18	-	28,371.18
Other financial liabilities	1	4,304.23	101.57	4,405.80	4,558.47	115.85	4,674.32
Other current liabilities	2	6,714.84	(5,902.81)	812.03	11,200.64	(10,463.43)	737.21
Provisions		150.65	(91.91)	58.74	113.17	(87.09)	26.08
Current tax liabilities (net)		250.53	-	250.53	238.22	-	238.22
Total current liabilities		**65,338.45**	**(12.69)**	**65,325.76**	**61,002.14**	**(146.49)**	**60,855.65**
Total liabilities		**91,897.74**	**(3,090.56)**	**88,807.18**	**82,914.08**	**(543.20)**	**82,370.87**
Total equity and liabilities		**1,25,526.24**	**(452.94)**	**1,25,073.30**	**1,09,227.71**	**(592.05)**	**1,08,635.65**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

5 Reconciliation of the income and expenses presented in the statement of profit and loss prepared as per Indian GAAP and as per Ind AS as at 31 March 2017 is as follows:

(All amount in INR Lakh unless stated otherwise)

Description	Notes	Previous GAAP as at 31 March 2017	Adjustments	Ind AS as at 31 March 2017
Income				
Revenue from operations	6	1,72,835.22	746.23	1,73,581.45
Other income	1,2	785.74	95.53	881.27
Total income		**1,73,620.96**	**841.75**	**1,74,462.72**
Expenses				
Cost of materials consumed	1	1,40,092.70	(221.26)	1,39,871.44
Changes in inventories of finished goods and work-in-progress	6	(2,713.02)	(38.03)	(2,751.05)
Employee benefits expense		4,377.91	(11.56)	4,366.35
Excise duty	8	8,395.42	-	8,395.42
Finance costs	1	5,822.04	529.86	6,351.90
Depreciation and amortisation expense	3,8	3,994.69	16.63	4,011.32
Other expenses	1,6,4	9,799.75	846.95	10,646.70
Prior period items	4	26.68	(26.68)	-
Total expenses		**1,69,796.19**	**1,095.89**	**1,70,892.08**
Profit before tax		3,824.77	(254.13)	3,570.64
Tax expense				
Current tax		883.95	-	883.95
Deferred tax	9	65.82	406.49	472.31
Net profit for the year		**2,875.00**	**(660.62)**	**2,214.38**
Other comprehensive income				
Items that will not be reclassified to profit or loss				
Re-measurement gains/ (losses) on defined benefit obligations	8	0.00	(11.56)	(11.56)
Income tax relating to these items	9	0.00	3.68	3.68
Other comprehensive income/ (loss) for the year		**0.01**	**(7.89)**	**(7.88)**
Total comprehensive income for the year		**2,875.01**	**(668.51)**	**2,206.50**

Note – 1

Measurement of financial assets and financial liabilities at amortised cost

Under Previous GAAP, all financial assets and financial liabilities were carried at cost.

Under Ind AS, certain financial assets and financial liabilities are subsequently measured at amortised cost which involves the application of effective interest method. In applying the effective interest method, an entity identifies fees that are an integral part of the effective interest rate of a financial instrument. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial asset or financial liability to the gross carrying amount of the financial asset or financial liability. For certain financial liabilities, the fair value of the financial liability at the date of transition to Ind AS has been considered as the new amortised cost of that financial liability at the date of transition to Ind AS.

Note – 2

Adjustment for Government grant recognised as deferred income and amortised on a systematic basis

Under Previous GAAP, capital grant relating to assets were recognised directly in equity. Under Ind AS Government grants shall be presented in the balance sheet by setting up the grant as deferred income and deferred income is recognised in profit or loss on a systematic basis over the useful life of the asset.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

Note – 3

Adjustment for leasehold land obligation accounted as finance lease and amortisated over period of lease

Under Previous GAAP, the leasehold land is recorded and classified as fixed assets. Under Ind AS, leasehold land is recognised as operating lease or finance lease as per definition and classification criteria. The Group has classified its leasehold land as finance lease as per the terms of agreement and amortised it over the period of lease.

Note – 4

Prior period items

Under Previous GAAP, prior period items are included in determination of net profit or loss of the period in which the error pertaining to a prior period is discovered and are separately disclosed in the statement of profit and loss. Under Ind AS, material prior period errors are corrected retrospectively.

Note – 5

Recognition of loss allowance for expected credit losses on financial assets measured at amortised cost

Under Previous GAAP, provision for doubtful debts was recognised based on the estimates of the outcome and of the financial effect of contingencies determined by the judgement of the management of the Group. This judgement was based on consideration of information available up to the date on which the financial statements were approved and included a review of events occurring after the balance sheet date.

Under Ind AS, a loss allowance for expected credit losses is recognised on financial assets carried at amortised cost. Expected loss on individually significant receivables is assessed when they are past due and based on Group's historical counterparty default rates and forecast of macro-economic factors. Other receivables have been segmented by reference to the industry of the counterparty and other shared credit risk characteristics to evaluate the expected credit loss. The expected credit loss estimate is then based on recent historical counterparty default rates for each identified segment.

Note – 6

Revenue and changes in inventories recognised and lease adjustment on assets received from customers

Under Previous GAAP, there was no guidance for accounting of assets received from customers.

Under Ind AS, assets received from customer have been cosidered as operating leases and lease rent has been charged in the profit and loss on the basis of usage of assets. Correspondingly, revenue has been grossed up with amount of lease rent for sold units and lease rent of unsold units have been charged to inventories.

Note – 7

Excise duty

Under Previous GAAP, revenue from sale of goods was presented net of excise duty whereas under Ind AS the revenue from sale of goods is presented inclusive of excise duty. The excise duty is presented on the face of the Statement of profit and loss as part of expenses.

Note – 8

Other adjustments

Other comprehensive income

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes re-measurements of defined benefit plans The concept of other comprehensive income did not exist under Previous GAAP.

Adjustment for derivative contracts

The fair value of forward foreign exchange derivative contracts is recognised under Ind AS, and was not recognised under Previous GAAP.

Adjustment for reversal of amortisation of goodwill recognised in business combination prior to transition date

Under Previous GAAP, goodwill arised on business combination is amortised over a period not exceeding five years. Under Ind AS, goodwill is not amortised but required to be tested for impairment.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

Note – 9

Tax effect of adjustments

Under Previous GAAP, deferred tax was accounted using the income statement approach, on the timing differences between the taxable profit and accounting profits for the period. Under Ind AS, deferred tax is recognized following balance sheet approach on the temporary differences between the carrying amount of asset or liability in the balance sheet and its tax base. In addition, various transitional adjustments has also led to recognition of deferred taxes on new temporary differences.

Note – 10

Adjustment of compulsory convertible debentures

Under Previous GAAP, deferred tax was accounted using the income statement approach, on the timing differences between the taxable profit and accounting profits for the period. Under Ind AS, deferred tax is recognized following balance sheet approach on the temporary differences between the carrying amount of asset or liability in the balance sheet and its tax base. In addition, various transitional adjustments has also led to recognition of deferred taxes on new temporary differences.

56 The Group was required to spent INR 80.99 Lakh (31 March 2017 INR 71.93 Lakh) on Corporate social responsibility (CSR) activities during the year ended 31 March 2018 in accordance with Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time. The Board approved the CSR budget of INR 130.36 Lakh (31 March 2017 INR 73 Lakh) on recommendation of CSR Committee to be spent in the Financial Year 2017-18.

The details of amount actually spent by the Group during the year are

For the year ended 31 March 2018:

S. No.	Particulars	Amount paid in Cash	Amount yet to be paid in Cash	Total
(i)	Promoting Education – Vocational Skill Development	35.33	-	35.33
(ii)	Promoting Gender Equality and Women Empowerment	5.00	-	5.00
(iii)	Preventing and Promoting Health Care, Sanitation And Making Available Safe Drinking Water	58.49	-	58.49
(iv)	Construction of Sports Stadium and Training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports	20.00	-	20.00
(v)	Construction/acquisition of any asset	12.77	-	12.77
	Total	**131.59**	**-**	**131.59**

For the year ended 31 March 2017:

S. No.	Particulars	Amount paid in Cash	Amount yet to be paid in Cash	Total
(i)	Expenditure on vocational training	10.23	-	10.23
(ii)	Construction of lavatories	10.80	-	10.80
	Total	**21.03**	**-**	**21.03**

57 SEGMENT INFORMATION

The Company is engaged in manufacture of air conditioners. Basis the nature of Company's business and operations, the Company has one operating segment i.e. "manufacture of of air conditioners" for which information is reviewed by the Chief Operating Decision Maker (CODM) to allocate resources and assess performance. Hence, the Company has only one reportable segment as per the requirements of Ind AS 108 – 'Operating Segments'. Majority of the revenue of INR 118,904.49 Lakh (31 March 2017: INR 95,943.42 Lakh) is derived from four external customers and the Company operates in one geography.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2018 (Contd.)

58 UTILISATION OF MONEY RAISED THROUGH PUBLIC ISSUE:

During the year ended 31 March 2018, the Company has raised INR 59,960.19 Lacs through public issue, specically to meet the following objects of the Offer. The utilisation of IPO proceeds during the year ended 31 March 2018:

(All amount in INR Lakh unless stated otherwise)

Particulars	Fund allocated as per Prospectus	Utilisation/ payment upto 31 March 2018	Unutilised Money upto 31 March 2018
Repayment/prepayment of all or a portion of certain borrowings availed by Company	40,000.00	40,000.00	-
General corporate purpose	4,914.10	4,914.10	-
Offer related expenses to be borne by the Company	2,554.23	984.64	1,569.59
Selling shareholders portion*	12,491.66	12,079.86	411.80
Total	**59,959.99**	**57,978.60**	**1,981.39**

*Out of the above, INR 11795.76 was paid to selling shareholders. The remining amount was utilized for payment of expenses related to IPO attributable to selling sareholders. The unutilized amount will also be used for such payments.

Notes:

(i) The Company has maintained the balance of unutilised IPO proceeds in the public issue and monitoring accounts of the Company.

(ii) The above amounts under utilisation/payment have been disclosed on cash/payment basis.

59 As per the transfer pricing legislation under sections 92-92F of the Income Tax Act, 1961, the Company is required to use certain specific methods in computing arm's length prices of transactions with associated enterprises and maintain adequate documentation in this respect. Since law requires existence of such information and documentation to be contemporaneous in nature, the Company has appointed independent consultants for conducting a Transfer Pricing Study (the 'Study') to confirm that the transactions with associate enterprises undertaken during the financial year are on an "arms length basis" and such study is in progress. Management is of the opinion that the Company's transactions are at arm's length and that the results of the proposed study will not have any impact on the financial statements and that they do not expect any transfer pricing adjustments.

For **Walker Chandiok & Co LLP**
Chartered Accountants

per **Sumit Mahajan**
Partner

Place: Gurugram
Date: 25 May 2018

For and on behalf of Board of Directors of
Amber Enterprises India Limited

Jasbir Singh
(Chairman and CEO)
(DIN: 00259632)

Daljit Singh
(Managing Director)
(DIN: 02023964)

Konica Yadav
(Company Secretary and Compliance Officer)
(Membership No. A30322)

Sudhir Goyal
Chief Financial Officer

Place: Gurugram
Date: 25 May 2018

Place: Gurugram
Date: 25 May 2018



Amber Enterprises India Limited

www.ambergroupindia.com