MANUGRAPH
Technology in Print

July 4, 2018

To,

The Manager - Listing Department
BSE Limited,
1st Floor, New Trading Ring,
Rotunda building, P. J. Towers,
Dalal Street, Fort,
Mumbai - 400 001

BSE Scrip Code: 505324

The Manager - Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot no. C/1, G. Block,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051

NSE Symbol: MANUGRAPH

Sir/Madam

Subject: Application under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 for the proposed scheme of Merger by Absorption

1. This has reference to our letter dated 08th May, 2018informing you the outcome of the meeting of Board of Directors of Manugraph India Limited (hereinafter referred to MIL) wherein the Board of Directors had approved the Scheme of Merger by Absorption of Constrad Agencies (Bombay) Private Limited (First Transferor Company) and Manu Enterprises Limited (Second Transferor Company) and Santsu Finance and Investment Private Limited (Third Transferor Company) with Manugraph India Limited (Transferee Company) and their respective Shareholders **("Scheme")** under section 230 to 232 of Companies Act, 2013 and other applicable provisions of Companies Act; 2013 and rules made thereunder.

2. **Background of Companies**

   a) **Constrad Agencies (Bombay) Private Limited** (hereinafter referred to as '**CABPL**' or '**Constrad Agencies**' or the **'First Transferor Company'**) is a private limited company bearing CIN U51100MH1986PTC039336, a company incorporated under the Companies Act, 1956 on 25th Day of March, 1986 under the name and style of **'Constrad Agencies (Bombay) Private Limited'.** The Registered Office of the Company is situated at Sidhwa House, 1st Floor, N A Sawant Marg, Colaba, Mumbai - 400005, Maharashtra, India. Presently, there is no active business in the Company. The Entire share capital of Constrad Agencies is held by Manugraph India Limited i.e. the Transferee Company.

MANUGRAPH INDIA LTD.
Sidhwa House, N. A. Sawant Marg, Colaba, Mumbai - 400 005. India.
Tel: 91-22-2287 4815 Fax: 91-22-2287 0702 CIN: L29290MH1972PLC015772
Email: info@manugraph.com Website: www.manugraph.com

b) **Manu Enterprises Limited**(hereinafter referred to as **'Manu Enterprises'** or '**MEL**' or the '**Second Transferor Company**') is a limited company bearing CIN U29291MH1977PLC019406, a company incorporated under the Companies Act, 1956 on 3rd Day of January 1977, in the name and style of **"Manubhai Sons and Company Private Limited".** Thereafter, the company changed its name to 'Manugraphic Private Limited' and consequent to such change the fresh certificate of incorporation consequence on change of name was issued by Registrar of Companies on 6th Day of October 1983. Thereafter, the company was converted from being Private Limited to Limited and consequent to such conversion the name of the company was changed from 'Manugraphic Private Limited' to 'Manugraphic Limited' and fresh certificate of change of name was issued by Registrar of Companies on 12th Day of May, 1989. Thereafter, the company further changed its name from 'Manugraphic Limited' to 'Manu Enterprises Limited' and consequent to such change the fresh certificate of incorporation consequent on change of name was issued by Registrar of Companies on 14th Day of August, 1991. The Registered Office of the Company is situated at Sidhwa House, 1st Floor, N A Sawant Marg, Colaba, Mumbai - 400005, Maharashtra, India. Presently, there is no active business in the Company. Manu Enterprises holds 23,16,500 Equity shares amounting to 7.62% of the share capital in Manugraph India Limited i.e. the Transferee Company.

c) **Santsu Finance and Investment Private Limited** (hereinafter referred to as **'Santsu Finance and Investment'** or **'SFIPL'** or the **'Third Transferor Company'**) is a private limited company bearing CIN U65990MH1993PTC073568 a company incorporated under the Companies Act, 1956 on 20th Day of August, 1993 under the name and style of "**Santsu Finance and Investment Private Limited**". Thereafter, the company was converted from being 'Private Limited; to 'Limited' and consequent to such conversion the name of the company was changed from 'Santsu Finance and Investment Private Limited' to 'Santsu Finance and Investment Limited' and an endorsement was made on the initial Certificate of Incorporation for the change of name by the Registrar of Companies on 9th Day of March 1995. Thereafter, the company was further converted from being 'Limited to Private Limited' and consequent to such conversion the name of the company was changed from 'Santsu Finance and Investment Limited' to 'Santsu Finance and Investment Private Limited' and an endorsement was made on the initial Certificate of Incorporation for the change of name by the Registrar of Companies on 8th Day of March 2001. The Registered Office of the Company is situated at Sidhwa House, 1st Floor, NA Sawant Marg Colaba, Mumbai - 400005 Maharashtra, India. Further, the Third Transferor Company was

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registered as Non-Banking Financial Company (hereinafter referred to as "*NBFC*") with Reserve Bank of India (hereinafter referred to as "*RBI*") vide Registration number 13.00332 and the Certificate of Registration issued by the RBI dated 11th March, 1998. Since, the Company does not have any future plans to carry out Non-Banking Finance Business and that it fulfils the Criteria of being a Core Investment Company, it has applied to the RBI for surrendering its license of Non-Banking Finance Company. Further, in case the Company is unable to receive an approval for the surrender of license of a Non-Banking Finance Company, then the Company shall obtain the prior approval of the Reserve Bank of India for the Scheme of Merger by Absorption with the Transferee Company. Presently, there is no active business in the Company. Santsu Finance and Investmentholds 25,37,000 Equity shares amounting to 8.34% of the share capital in Manugraph India Limited i.e. the Transferee Company.

First Transferor Company, Second Transferor Company and Third Transferor Company are collectively referred to as "Transferor Companies"

d) **Manugraph India Limited** (hereinafter referred to as 'Manugraph India' or '**MIL**' or the '**Transferee Company'**) is a public limited listed company bearing CIN L29290MH1972PLC015772, a company incorporated under the Companies Act, 1956 on 25th Day of April 1972 under the name and style of **'Maschinenfabrik Polygraph (India) Limited'**. Thereafter, the company changed its name from '**Maschinenfabrik Polygraph (India) Limited**' to '**Manugraph Industries Limited**' and consequent to such change the fresh certificate of incorporation consequent on change of name was issued by Registrar of Companies on 30th Day of January, 1992. Thereafter, the company again changed its name from '**Manugraph Industries Limited**' to '**Manugraph India Limited**' and consequent to such change the fresh certificate of incorporation consequent on change of name was issued by Registrar of Companies on 31st Day of August 2001. The Registered Office of the Company is situated at Sidhwa House, 1st Floor, NA Sawant Marg, Colaba, Mumbai - 400005 Maharashtra, India. It is engaged, *inter alia,* in the business of manufacturing of web-offset printing presses.

3. Key Highlights of the proposed Scheme of Merger by Absorption:

I) Transfer and Vesting of Transferor Companies into and with Transferee Company

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a) Upon the Scheme coming into effect from the appointed date i.e. 01st Day ofApril, 2018, Constrad Agencies (Bombay) Private Limited*(hereinafter referred to as CABPL)* and Manu Enterprises Limited*(hereinafter referred to as MEL or Company)* and Santsu Finance and Investment Private Limited*(hereinafter referred to as SFIPL)* are proposed to stand amalgamated with Manugraph India Limited *(hereinafter referred to as MIL)*as a going concern.

II) The Consideration for Merger

a) *Between First Transferor Company and Transferee Company:-*
First Transferor Company is wholly-owned subsidiary of the Transferee Company, no consideration shall be payable pursuant to the Merger by Absorption of the First Transferor Company with the Transferee Company, and the equity shares held by the Transferee Company in the Transferor Company shall stand cancelled without any further act, application or deed.

b) *Between Second Transferor Company and Transferee Company:* -
Transferee Company shall without any further act or deed, issue and allot 23,16,500 fully paid-up equity share of Rs 2 each to the shareholders of the Second Transferor Company in the proportion of equity shares held by such shareholders in the Second Transferor Company.

c) *Between Third Transferor Company and Transferee Company:* -
Transferee Company shall without any further act or deed, issue and allot 25,37,000 fully paid-up equity share of Rs 2 each to the shareholders of the Third Transferor Company in the proportion of equity shares held by such shareholders in the Third Transferor Company.

III) Cancellation of shares of the transferee company held by second and third transferor companies

a) Upon the Scheme becoming effective, the Transferee Company shall account for the merger in its books with effect from Appointed Date as under:
   i. The issued, subscribed and paid up equity share capital of the Transferee Company shall stand cancelled and reduced by the shares held in aggregate by the respective Transferor Companies namely, MEL and SFIPL as on the Effective Date, pursuant to Merger by Absorption of MEL and SFIPL into and with the Transferee Company

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ii. On the Scheme becoming effective, the investment in the Transferee Company as appearing in the books of MEL and SFIPL shall stand cancelled

iii. The cancellation and reduction of the Share Capital shall be effected as an integral part of the scheme itself, in accordance with the provisions of Section 66 of Companies Act 2013 and the order of National Company Law Tribunal sanctioning the scheme shall deemed to be an order under provisions of Section 66 of Companies Act 2013 for confirming the reduction and no separate procedure shall be followed under the act. The reduction would not involve either a diminution of liability in the respect of the unpaid share capital or payment to any paid up share capital.

As required under Regulation 37 of SEBI (LODR) Regulations 2015, we are pleased to submit the necessary documents for your approval along with list containing the details of documents submitted (attached herewith **Annexure - A**

4. Documents to be submitted along with the Application as per circular CFD/DIL3/CIR/2017/21 issued under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015

I) Certified true copy of resolution passed by Board of Directors of the Companies involved in scheme: -

The Scheme has been approved by Board of Directors of respective Companies as on the respective dates: -

a) The Board of Directors of CABPL on May 8, 2018
b) The Board of Directors of MEL on May 8, 2018
c) The Board of Directors of SFIPL on May 8, 2018
d) The Board of Directors of MIL on 08th May, 2018

Certified true copy of resolutions passed by Board of Directors of the above Companies are enclosed herewith as **Annexure B1 to B4**

II) The Certified true copy of Scheme

The Certified true copy of scheme of Merger by Absorption as approved by Board of Directors of all the Companies involved in Merger are enclosed herewith as **Annexure – C**

III) Valuation Report

Certified true copy of Valuation Report given by M/s. SSPA & Co., Chartered Accountants for determining Share Entitlement Ratio between (a) Manu Enterprises Limited (Second Transferor Company) and Manugraph India Limited (Transferee Company); (b) Santsu Finance and Investment Private Limited (Third Transferor Company)

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and Manugraph India Limited (Transferee Company) is enclosed herewith as **Annexure – D**

IV) Fairness opinion on valuation Report

Certified true copy of fairness opinion on Valuation report issued by M/s. Fortress Capital Management Services Private Limited dated May 7, 2018 is enclosed herewith as **Annexure – E**

V) Report of Audit Committee

The Scheme of Merger by Absorption has been recommended by Audit Committee of the Company at its meeting held on 08th May, 2018 taking into consideration inter alia, the Valuation report and fairness opinion on valuation report. The report of Audit committee of the Company recommending the scheme is enclosed herewith as **Annexure – F**

VI) The Pre and Post Merger Shareholding pattern of MIL as per Regulation 31 of SEBI (LODR) Regulations 2015.

a) The Pre-Merger shareholding pattern of CABPL, MEL, SFIPL and MIL as per requirements of Regulation 31 of SEBI (LODR) Regulations 2015, is enclosed herewith as **Annexure – G1 to G4**

b) The Post-Merger shareholding pattern of MIL as per requirements of Regulation 31 of SEBI (LODR) Regulations 2015, is enclosed herewith as **Annexure – H**

VII) Audited Financial Statements for the Companies as per prescribed format.

a) Audited Financials of CABPL is enclosed herewith as **Annexure – I1**

b) Audited Financials of MEL is enclosed herewith as **Annexure – I2**

c) Audited Financials of SFIPL is enclosed herewith as **Annexure – I3**

d) Audited Financials of MIL is enclosed herewith as **Annexure – I4**

VIII) Corporate Governance Report as per Regulations 27(2)(a) of SEBI (LODR) Regulations, 2015.

Corporate Governance Report for MIL as per Regulations 27(2)(a) of SEBI (LODR) Regulations 2015, is enclosed herewith as **Annexure – J**

IX) Complaints report as per Annexure III of SEBI Circular.

Complaints report in the prescribed format shall be submitted by the Company on or before due date i.e. within 7 of expiry of 21 days from the date of filing of the scheme with the Stock Exchanges.

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X) Compliance Report as per Annexure IV of SEBI Circular.

Compliance Report with the requirement specified in SEBI Circular No CFD/DIL3/CIR/2017/21, dated 10 March 2017 is enclosed herewith as **Annexure – K**

XI) Brief details of all the Companies involved in Merger

Brief details about the Companies namely CABPL, MEL, SFIPL and MIL are enclosed herewith as **Annexure - L**

XII) Net-worth Certificate for the Companies

The Pre-Merger Net-worth certificate for CABPL, MEL, SFIPL and MIL is enclosed herewith as **Annexure - M1 to M4**

The Post-Merger Net-worth certificate for MIL is enclosed herewith as **Annexure – M4**

XIII) Capital Evolution details for the Companies

The Capital Evolution details for CABPL, MEL, SFIPL and MIL in prescribed format is enclosed herewith as **Annexure – N**

XIV) Confirmation from Managing Director of the Company

Confirmation by Managing Director of the Company as per prescribed format is enclosed herewith as **Annexure – O**

XV) Statutory Auditor certificate as per prescribed format.

Statutory Auditor certificate confirming the compliance of the accounting treatment as specified in SEBI Circular No CFD/DIL3/CIR/2017/21, dated 10 March 2017 issued by M/s. Natvarlal Vepari & Co., Chartered Accountants, the statutory auditor of the Company is enclosed herewith as **Annexure – P**

XVI) Annual Reports for all the Companies as on 31st March, 2017 involved in Merger.

a) Annual Report of CABPL is enclosed herewith as **Annexure – Q**
b) Annual Report of MEL is enclosed herewith as **Annexure – R**
c) Annual Report of SFIPL is enclosed herewith as **Annexure – S**
d) Annual Report of MIL is enclosed herewith as **Annexure – T**

XVII) Processing Fee: -

Cheque No382392 dated 19.06.2018 in favor of BSE of Rs. 2,16,000 as detailed below is enclosed herewith

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Description	Rs.
Processing Fees	2,00,000
Add: - GST (18%)	36,000
Less: - TDS (10% on Rs. 2,00,000)	20,000
Cheque Amount	**2,16,000**

Cheque No 382393 dated 19.06.2018 in favor of NSE of Rs. 2,16,000 as detailed below is enclosed herewith

Description	Rs.
Processing Fees	2,00,000
Add: - GST (18%)	36,000
Less: - TDS (10% on Rs. 2,00,000)	20,000
Cheque Amount	**2,16,000**

XVIII) <u>Detail of Contact person</u>

Name	Mihir V. Mehta
Designation	Company Secretary
Contact No and Mobile No and Landline No	+91-22-2287 4815 +91-99203 55772
Email ID	mihir.mehta@manugraph.com

We request you to take the above mentioned information on record and take necessary action in this regard.

We look forward to a favorable review of this application and request you to issue an observation letter at the earliest.

We would be happy to provide any clarification or further information.

Thanking you,

Yours Faithfully,
For Manugraph India Limited

Suresh Narayan
Chief Financial Officer

Annexure - A

Stock Exchange Application along with Annexures	
Sr. No.	**Particulars**
1	BSE / NSE Application
2	List of Docs to be annexed with Application to be submitted with Exchanges
3	Certfied True Copies of Board Resolution of all the Companies involved in Merger
4	Certified True Copy of Scheme of Merger by Absorption
5	Certfied True Copy of Valuation Report stating Swap Ratio (Between MIL and MEL & MIL and Santsu)
6	Certified True Copy of Fairness opinion on Valuation report
7	Report of Audit committee
8	Certified True Copy of Pre-Merger Shareholding pattern of all the Companies involved in Merger
9	Certified True Copy of Post-Merger Shareholding pattern of MIL
10	Audited Financials of all the Companies involed in Merger as per Format specified in SEBi Circular
11	Corporate Governance Report as per Regulation 27 (2) (a) of SEBI (LODR) 2015
12	Compliance Report as per Annexure IV to SEBI Circular Dated March 10 2017
13	Brief details of all the companies involed in Merger
14	Certfied True Copy of Pre-Merger Networth Certificate of all the Companies involved in Merger (one Certificate will be given for all the Companies)
15	Certfied True Copy of Post-Merger Networth Certificate of MIL (one Certificate will be given for all the Companies)
16	Capital Evolution details of all the Companies involved in Merger
17	Confrmation from Managing Director of MIL
18	Statutory Auditor Certificate confirming the Accounting Treatment and the scheme is not violating any security Law as per Annexure II of SEBI Circular dated March 10 2017
19	Annual Report of all the Companies involved in Merger

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Certified true copy of the resolution passed by the Board of Directors of Manugraph India Limited at its meeting held on May 8, 2018.

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 read with Section 66 of Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and subject to the compliance with all applicable Securities Laws, Regulations and circulars and other applicable provisions of the Income-Tax Act, 1961 and Clause B 15 of the Objects Clause of the Memorandum of Association of Company and subject to the requisite approval of the shareholders of the Company, Constrad Agencies (Bombay) Private Limited (First Transferor Company), Manu Enterprises Limited (Second Transferor Company) and Santsu Finance and Investment Private Limited (Third Transferor Company) if required, and subject to the approval from National Stock Exchange of India Limited and BSE Limited and subject to the sanction/ confirmation by the NCLT or such other competent authority(ies), as may be applicable; the Scheme of Merger by Absorption of Constrad Agencies (Bombay) Private Limited (First Transferor Company), Manu Enterprises Limited (Second Transferor Company) and Santsu Finance and Investment Private Limited (Third Transferor Company) with Manugraph India Limited (Transferee Company) as per the terms and conditions mentioned therein with the effect from the 01st April, 2018 being the Appointed date or such other dates as may be determined by Board of Directors of the Company as placed before the Board be and is hereby approved."

"**RESOLVED FURTHER THAT** the Report of the impact of the Scheme of Merger by Absorption on KMP, Directors, Promoters, Non Promoter Members, Creditors, and Employees of the Company which was tabled at the meeting and initialed by the Chairman for purposes of identification be and is hereby approved."

"**RESOLVED FURTHER THAT** the Valuation Report as tabled before the Board, issued by M/s. SSPA & Co., Chartered Accountants, determining Share Entitlement Ratio Between (a) Manu Enterprises Limited (Second Transferor Company) and Manugraph India Limited (Transferee Company); (b) Santsu Finance and Investment Private

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Limited (Third Transferor Company) and Manugraph India Limited (Transferee Company) be and is hereby approved."

"**RESOLVED FURTHER THAT** the Fairness opinion on Valuation Report of M/s. Fortress Capital Management Services Pvt. Ltd. (which was considered by Audit Committee) is hereby considered, accepted and approved."

"**RESOLVED FURTHER THAT** the Report of Audit Committee recommending the draft scheme of Merger by Absorption of Constrad Agencies (Bombay) Private Limited, Manu Enterprises Limited and Santsu Finance and Investment Private Limited with Manugraph India Limited is hereby considered, accepted and approved."

"**RESOLVED FURTHER THAT** the National Stock Exchange of India Limited be and is hereby chosen as the Designated Stock Exchange for the purpose of coordinating with SEBI for obtaining approval from SEBI for the scheme and matters connected therewith, in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (including amendments thereto)."

"**RESOLVED FURTHER THAT** Mr. Sanjay S. Shah, Vice Chairman & Managing Director, Mr. Pradeep Shah, Managing Director, Mr. Bhupal B. Nandgave, Whole Time Director (Works), Mr. Suresh Narayan, Chief Financial Officer, Mr. Mihir Mehta, Company Secretary of the Company be and are hereby severally authorised to take all the necessary steps for the following:

(a) Filing of applications, as may be applicable, with the NCLT or such other competent authority(ies) seeking directions as to convening/ asking for dispensation of the meetings of the shareholders and/or creditors of the Company as may considered necessary, to give effect to the Scheme;

(b) Convening and conducting of shareholders/ creditors meetings as may be directed by the NCLT;

(c) Finalizing draft of the scheme and making any alterations or modifications or amendments to the Scheme to comply with any conditions or limitations the

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NCLT or any other statutory authority(ies) may deem fit to direct or impose or for any other reason which may otherwise be considered necessary, desirable or appropriate including solving all difficulties that may arise for carrying out the Scheme and do all acts, deeds and things necessary for putting the Scheme into effect or make any modifications/ amendments to the Scheme in pursuance to change in law or otherwise, provided that no alteration which amounts to a material change shall be made to the substance of the Scheme except with the prior approval of the Board of Directors;

(d) Filing of petitions, if required, for confirmation and sanction of the Scheme by the NCLT or such other competent authority(ies);

(e) Engaging and instructing advocates or consultants and if considered necessary, also engage services of counsel(s), other concerned authority(ies), declare and file all pleadings, reports, and sign and issue public advertisements and notices;

(f) Obtaining approval from and represent before Registrar of Companies, Ministry of Corporate Affairs, Regional Director, Income Tax authorities and such other authorities and parties including the shareholders, Bankers, financial institution(s), etc. as may be considered necessary;

(g) Signing and executing request letters/ no objection/ sanction letters for obtaining the necessary no objection/ sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of Demerged Company for approving the Scheme and thereafter submitting the same on receipt thereof to the NCLT or any other appropriate authority, as may be required;

(h) Settling any questions or doubts or any difficulties that may arise with regard to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as are considered necessary to give effect to the Scheme and this resolution;

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(i) Accepting services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;

(j) Producing all documents, matters or other evidence in connection with the matters aforesaid and any other proceedings incidental thereto or arising therefrom;

(k) Signing all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;

(l) To file requisite forms, returns, other documents with the Registrar of Companies in connection with Scheme.

(m) Taking all procedural steps for having the Scheme sanctioned by the NCLT including, without limitation, filing necessary applications, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary; and

(n) Doing all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto."

For **Manugraph India Limited**

(Mihir V. Mehta)
Company Secretary

MANUGRAPH INDIA LIMITED MUMBAI

May 30, 2018

CONSTRAD AGENCIES (BOMBAY) PVT. LTD.

Certified true copy of the resolution passed by the Board of Directors of Constrad Agencies (Bombay) Pvt. Ltd. at its meeting held on May 8, 2018

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and subject to the compliance with all applicable securities Laws, regulations and circulars and other applicable provisions of the Income-tax Act, 1961 and Clause B 06 of the Objects Clause of the Memorandum of Association of Company and subject to the requisite approval of the shareholders of Manu Enterprises Limited (Second Transferor Company) and Santsu Finance and Investment Private Limited (Third Transferor Company) and Manugraph India Limited (Transferee Company) if required, and subject to the approval from National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') and subject to the sanction/ confirmation by the National Company Law Tribunal ('NCLT') or such other competent authority(ies), as may be applicable; the Scheme of Merger by Absorption of Constrad Agencies (Bombay) Private Limited (First Transferor Company), Manu Enterprises Limited (Second Transferor Company) and Santsu Finance and Investment Private Limited (Third Transferor Company) with Manugraph India Limited (Transferee Company) as per the terms and conditions mentioned therein with the effect from the 01st April, 2018 being the Appointed date or such other dates as may be determined by Board of Directors of the Company as placed before the Board be and is hereby approved."

"**RESOLVED FURTHER THAT** the Report of the impact of the Scheme of Merger by Absorption on KMP, Directors, Promoters, Non Promoter Members, Creditors, and Employees of the Company is tabled at this meeting and initialed by the Chairman for purposes of identification be and is hereby approved."

"**RESOLVED FURTHER THAT Mr.** Sanat M. Shah, Mr. Suresh B. Shah, Mr. V. Krishnamoorthy, Directors of the Company be and are hereby authorised to take all the necessary steps either jointly or severally for:

(a) Filing of applications, as may be applicable, with the NCLT or such other competent authority(ies) seeking directions as to convening/ asking for dispensation of the meetings of the shareholders and/or creditors of the Company as may considered necessary, to give effect to the Scheme;

Constrad Agencies (Bombay) Pvt. Ltd. Mumbai

(b) Convening and conducting of shareholders/ creditors meetings as may be directed by the NCLT;

(c) Finalizing draft of the scheme and making any alterations or modifications or amendments to the Scheme to comply with any conditions or limitations the NCLT or any other statutory authority(ies) may deem fit to direct or impose or for any other reason which may otherwise be considered necessary, desirable or appropriate including solving all difficulties that may arise for carrying out the Scheme and do all acts, deeds and things necessary for putting the Scheme into effect or make any modifications/ amendments to the Scheme in pursuance to change in law or otherwise, provided that no alteration which amounts to a material change shall be made to the substance of the Scheme except with the prior approval of the Board of Directors;

(d) Filing of petitions, if required, for confirmation and sanction of the Scheme by the NCLT or such other competent authority(ies);

(e) Engaging and instructing advocates or consultants and if considered necessary, also engage services of counsel(s), other concerned authority(ies), declare and file all pleadings, reports, and sign and issue public advertisements and notices;

(f) Obtaining approval from and represent before Registrar of Companies, Ministry of Corporate Affairs, Regional Director, Income Tax authorities and such other authorities and parties including the shareholders, Bankers, financial institution(s), etc. as may be considered necessary;

(g) Signing and executing request letters/ no objection/ sanction letters for obtaining the necessary no objection/ sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of Demerged Company for approving the Scheme and thereafter submitting the same on receipt thereof to the NCLT or any other appropriate authority, as may be required;

(h) Settling any questions or doubts or any difficulties that may arise with regard to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as are considered necessary to give effect to the Scheme and this resolution;

Constrad Agencies (Bombay) Pvt. Ltd. Mumbai

CONSTRAD AGENCIES (BOMBAY) PVT. LTD.

(i) Accepting services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;

(j) Producing all documents, matters or other evidence in connection with the matters aforesaid and any other proceedings incidental thereto or arising therefrom;

(k) Signing all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;

(l) To file requisite forms, returns, other documents with the Registrar of Companies in connection with Scheme.

(m) Taking all procedural steps for having the Scheme sanctioned by the NCLT including, without limitation, filing necessary applications, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary; and

(n) Doing all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto."

For Constrad Agencies (Bombay) Private Limited

Constrad Agencies (Bombay) Pvt. Ltd. Mumbai

V. Krishnamoorthy
Director
DIN: 00273074
Date: May 28, 2018

Registered Office: Sidhwa House, 1st Floor, N A Sawant Marg, Colaba, Mumbai – 400 005
Telephone : 022 – 2287 4815, Fax : 022-22870702, CIN: U51100MH1986PTC039336
Email: vk.murthy@manugraph.com

MANU ENTERPRISES LIMITED

Certified true copy of the resolution passed by the Board of Directors of Manu Enterprises Limited at its meeting held on May 8, 2018

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and subject to the compliance with all applicable securities Laws, regulations and circulars and other applicable provisions of the Income-tax Act, 1961 and Clause B 23 of the Objects Clause of the Memorandum of Association of Company and subject to the requisite approval of the shareholders of Constrad Agencies (Bombay) Private Limited (First Transferor Company),Santsu Finance and Investment Private Limited (Third Transferor Company) and Manugraph India Limited (Transferee Company) if required, and subject to the approval from National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE')and subject to the sanction/ confirmation by National Company Law Tribunal ('NCLT') or such other competent authority(ies), as may be applicable; the Scheme of Merger by Absorption of Constrad Agencies (Bombay) Private Limited (First Transferor Company), Manu Enterprises Limited (Second Transferor Company) and Santsu Finance and Investment Private Limited (Third Transferor Company) with Manugraph India Limited (Transferee Company) as per the terms and conditions mentioned therein with the effect from the 01st April, 2018 being the Appointed date or such other dates as may be determined by Board of Directors of the Company, as placed before the Board be and is hereby approved."

"**RESOLVED FURTHER THAT** the Report of the impact of the Scheme of Merger by Absorption on KMP, Directors, Promoters, Non Promoter Members, Creditors, and Employees of the company is tabled at this meeting and initialed by the Chairman for purposes of identification be and is hereby approved."

"**RESOLVED FURTHER THAT** the Valuation Report as tabled before the Board, issued by M/s. SSPA & Co., Chartered Accountants, determining Share Entitlement Ratio Between (a) Manu Enterprises Limited (Second Transferor Company) and Manugraph India Limited (Transferee Company); (b) Santsu Finance and Investment Private Limited (Third Transferor Company) and Manugraph India Limited (Transferee Company) be and is hereby approved."

MANU ENTERPRISES LTD. (Bombay)

"**RESOLVED FURTHER THAT** Mr. Sanat M. Shah, Mr. Sanjay S. Shah, Mr. Pradeep S. Shah, Directors of the Company or Mr. Ramesh D. Soni, Authorized Representative of the Company be and are hereby authorised to take all the necessary steps either jointly or severally for:

(a) Filing of applications, as may be applicable, with the NCLT or such other competent authority(ies) seeking directions as to convening/ asking for dispensation of the meetings of the shareholders and/or creditors of the Company as may considered necessary, to give effect to the Scheme;

(b) Convening and conducting of shareholders/ creditors meetings as may be directed by the NCLT;

(c) Finalizing draft of the scheme and making any alterations or modifications or amendments to the Scheme to comply with any conditions or limitations the NCLT or any other statutory authority(ies) may deem fit to direct or impose or for any other reason which may otherwise be considered necessary, desirable or appropriate including solving all difficulties that may arise for carrying out the Scheme and do all acts, deeds and things necessary for putting the Scheme into effect or make any modifications/ amendments to the Scheme in pursuance to change in law or otherwise, provided that no alteration which amounts to a material change shall be made to the substance of the Scheme except with the prior approval of the Board of Directors;

(d) Filing of petitions, if required, for confirmation and sanction of the Scheme by the NCLT or such other competent authority(ies);

(e) Engaging and instructing advocates or consultants and if considered necessary, also engage services of counsel(s), other concerned authority(ies), declare and file all pleadings, reports, and sign and issue public advertisements and notices;

(f) Obtaining approval from and represent before Registrar of Companies, Ministry of Corporate Affairs, Regional Director, Income Tax authorities and such other authorities and parties including the shareholders, Bankers, financial institution(s), etc. as may be considered necessary;

(g) Signing and executing request letters/ no objection/ sanction letters for obtaining the necessary no objection/ sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of Demerged Company for approving the Scheme and

MANU ENTERPRISES LTD. Bombay

thereafter submitting the same on receipt thereof to the NCLT or any other appropriate authority, as may be required;

(h) Settling any questions or doubts or any difficulties that may arise with regard to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as are considered necessary to give effect to the Scheme and this resolution;

(i) Accepting services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;

(j) Producing all documents, matters or other evidence in connection with the matters aforesaid and any other proceedings incidental thereto or arising therefrom;

(k) Signing all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;

(l) To file requisite forms, returns, other documents with the Registrar of Companies in connection with Scheme.

(m) Taking all procedural steps for having the Scheme sanctioned by the NCLT including, without limitation, filing necessary applications, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary; and

(n) Doing all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto."

For Manu Enterprises Limited

MANU ENTERPRISES LTD. Bombay

Sanat M. Shah
Director
DIN:00248499
Date: May 28, 2018

SANTSU FINANCE & INVESTMENT PVT. LTD.

Certified true copy of the resolution passed by the Board of Directors of Santsu Finance & Investment Private Limited at its meeting held on May 8, 2018

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof), the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and subject to the compliance with all applicable securities Laws, regulations and circulars and other applicable provisions of the Income-tax Act, 1961 and Clause B 07 of the Objects Clause of the Memorandum of Association of Company and subject to the requisite approval of the shareholders of Santsu Finance and Investment Private Limited (First Transferor Company) Manu Enterprises Limited (Second Transferor Company) and Manugraph India Limited (Transferee Company) if required, and subject to the approval from National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') and Reserve Bank of India subject to the sanction/ confirmation byNational Company Law Tribunal ('NCLT') or such other competent authority(ies), as may be applicable; the Scheme of Merger by Absorption of Constrad Agencies (Bombay) Private Limited (First Transferor Company),Manu Enterprises Limited (Second Transferor Company) and Santsu Finance and Investment Private Limited (Third Transferor Company) with Manugraph India Limited (Transferee Company) as per the terms and conditions mentioned therein with the effect from the 01st April, 2018 being the Appointed date or such other dates as may be determined by Board of Directors of the Company as placed before the Board be and is hereby approved."

"**RESOLVED FURTHER THAT** the Report of the impact of the Scheme of Merger by Absorption on KMP, Directors, Promoters, Non Promoter Members, Creditors,and Employees of the company is tabled at this meeting and initialed by the Chairman for purposes of identification be and is hereby approved."

"**RESOLVED FURTHER THAT** the Valuation Report is tabled before the Board, given by M/s. SSPA &Co., Chartered Accountants, determining Share Entitlement Ratio Between (a) Manu Enterprises Limited (Second Transferor Company) and Manugraph India Limited (Transferee Company); (b) Santsu Finance and Investment Private Limited (Third Transferor Company) and Manugraph India Limited (Transferee Company) be and is hereby approved."

MUMBAI

"**RESOLVED FURTHER THAT** Mr. Sanat M. Shah, Mr. Sanjay S. Shah, Mr. Pradeep S. Shah, Directors of the Company or Mr. Ramesh D. Soni, Authorised Representative of the Company be and are hereby authorised to take all the necessary steps either jointly or severally for:

(a) Filing of applications, as may be applicable, with the NCLT or such other competent authority(ies) seeking directions as to convening/ asking for dispensation of the meetings of the shareholders and/or creditors of the Company as may considered necessary, to give effect to the Scheme;

(b) Convening and conducting of shareholders/ creditors meetings as may be directed by the NCLT;

(c) Finalizing draft of the scheme and making any alterations or modifications or amendments to the Scheme to comply with any conditions or limitations the NCLT or any other statutory authority(ies) may deem fit to direct or impose or for any other reason which may otherwise be considered necessary, desirable or appropriate including solving all difficulties that may arise for carrying out the Scheme and do all acts, deeds and things necessary for putting the Scheme into effect or make any modifications/ amendments to the Scheme in pursuance to change in law or otherwise, provided that no alteration which amounts to a material change shall be made to the substance of the Scheme except with the prior approval of the Board of Directors;

(d) Filing of petitions, if required, for confirmation and sanction of the Scheme by the NCLT or such other competent authority(ies);

(e) Engaging and instructing advocates or consultants and if considered necessary, also engage services of counsel(s), other concerned authority(ies), declare and file all pleadings, reports, and sign and issue public advertisements and notices;

(f) Obtaining approval from and represent before Registrar of Companies, Ministry of Corporate Affairs, Regional Director, Income Tax authorities and such other authorities and parties including the shareholders, Bankers, financial institution(s), etc. as may be considered necessary;

(g) Signing and executing request letters/ no objection/ sanction letters for obtaining the necessary no objection/ sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of Demerged Company for approving the Scheme and thereafter submitting the same on receipt thereof to the NCLT or any other appropriate authority, as may be required;

(h) Settling any questions or doubts or any difficulties that may arise with regard to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as are considered necessary to give effect to the Scheme and this resolution;

(i) Accepting services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;

(j) Producing all documents, matters or other evidence in connection with the matters aforesaid and any other proceedings incidental thereto or arising therefrom;

(k) Signing all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;

(l) To file requisite forms, returns, other documents with the Registrar of Companies in connection with Scheme.

(m) Taking all procedural steps for having the Scheme sanctioned by the NCLT including, without limitation, filing necessary applications, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary; and

(n) Doing all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto."

For Santsu Finance and Investment Private Limited

Sanat M. Shah
Director
DIN: 00248499
Date:May 28, 2018

SANTSU FINANCE & INVESTMENT PVT LTD
MUMBAI

SCHEME OF MERGER BY ABSORPTION

UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

OF

CONSTRAD AGENCIES (BOMBAY) PRIVATE LIMITED

(FIRST TRANSFEROR COMPANY)

AND

MANU ENTERPRISES LIMITED

(SECOND TRANSFEROR COMPANY)

AND

SANTSU FINANCE AND INVESTMENT PRIVATE LIMITED

(THIRD TRANSFEROR COMPANY)

WITH

MANUGRAPH INDIA LIMITED

(TRANSFEREE COMPANY)

AND

THEIR RESPECTIVE SHAREHOLDERS

PREAMBLE

This Scheme of Merger by Absorption (herein after referred to as "*the Scheme*") is presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 for the Merger by absorption of Constrad Agencies (Bombay) Private Limited (First Transferor Company) and Manu Enterprises Limited (Second Transferor Company) and Santsu Finance And Investment Private Limited (Third Transferor Company) with Manugraph India Limited (Transferee Company).

The Scheme of Merger by Absorption has been formulated and presented under Sections 230 to 232 and other applicable sections of the Companies Act, 2013.

1. **Background of Companies and Rationale**

Transferor Companies

a) **Constrad Agencies (Bombay) Private Limited** (hereinafter referred to as '**CABPL**' or '**Constrad Agencies**' or the **'First Transferor Company'**) is a private limited company bearing CIN U51100MH1986PTC039336, a company incorporated under the Companies Act, 1956 on 25th Day of March, 1986 under the name and style of **'Constrad Agencies (Bombay) Private Limited'.** The Registered Office of the Company is situated at Sidhwa House, 1st Floor, N A Sawant Marg, Colaba, Mumbai - 400005, Maharashtra, India. Presently, there is no active business in the Company. The Entire share capital of Constrad Agencies is held by Manugraph India Limited i.e. the Transferee Company.

b) **Manu Enterprises Limited** (hereinafter referred to as **'Manu Enterprises'** or '**MEL**' or the '**Second Transferor Company**') is a limited company bearing CIN U29291MH1977PLC019406, a company incorporated under the Companies Act, 1956 on 3rd Day of January 1977, in the name and style of **"Manubhai Sons and Company Private Limited".** Thereafter, the company changed its name to 'Manugraphic Private Limited' and consequent to such change the fresh certificate of incorporation consequence on change of name was issued by Registrar of Companies on 6th Day of October 1983. Thereafter, the company was converted from being Private Limited to Limited and consequent to such conversion the name of the company was changed from 'Manugraphic

Private Limited' to 'Manugraphic Limited' and fresh certificate of change of name was issued by Registrar of Companies on 12th Day of May, 1989. Thereafter, the company further changed its name from 'Manugraphic Limited' to 'Manu Enterprises Limited' and consequent to such change the fresh certificate of incorporation consequent on change of name was issued by Registrar of Companies on 14th Day of August, 1991. The Registered Office of the Company is situated at Sidhwa House, 1st Floor, N A Sawant Marg, Colaba, Mumbai - 400005, Maharashtra, India. Presently, there is no active business in the Company. Manu Enterprises holds 23,16,500 Equity shares amounting to 7.62% of the share capital in Manugraph India Limited i.e. the Transferee Company.

c) **Santsu Finance and Investment Private Limited** (hereinafter referred to as **'Santsu Finance and Investment'** or **'SFIPL**' or the **'Third Transferor Company'**) is a private limited company bearing CIN U65990MH1993PTC073568 a company incorporated under the Companies Act, 1956 on 20th Day of August, 1993 under the name and style of "**Santsu Finance and Investment Private Limited**". Thereafter, the company was converted from being 'Private Limited; to 'Limited' and consequent to such conversion the name of the company was changed from 'Santsu Finance and Investment Private Limited' to 'Santsu Finance and Investment Limited' and an endorsement was made on the initial Certificate of Incorporation for the change of name by the Registrar of Companies on 9th Day of March 1995. Thereafter, the company was further converted from being 'Limited to Private Limited' and consequent to such conversion the name of the company was changed from 'Santsu Finance and Investment Limited' to 'Santsu Finance and Investment Private Limited' and an endorsement was made on the initial Certificate of Incorporation for the change of name by the Registrar of Companies on 8th Day of March 2001. The Registered Office of the Company is situated at Sidhwa House, 1st Floor, NA Sawant Marg Colaba, Mumbai - 400005 Maharashtra, India. Further, the Third Transferor Company was registered as Non-Banking Financial Company (hereinafter referred to as "*NBFC*") with Reserve Bank of India (hereinafter referred to as "*RBI*") vide Registration number 13.00332 and the Certificate of Registration issued by the RBI dated 11th March, 1998. Presently, there is no active business in the Company. Santsu Finance and Investment holds 25,37,000 Equity shares amounting to 8.34% of the share capital in Manugraph India Limited i.e. the Transferee Company. Since, the

Company does not have any future plans to carry out Non-Banking Finance Business and that it fulfils the Criteria of being a Core Investment Company, it has applied to the RBI for surrendering its license of Non-Banking Finance Company. Further, in case the Company is unable to receive an approval for the surrender of license of a Non-Banking Finance company, then the Company shall obtain the prior approval of the Reserve Bank of India for the Scheme of Merger by Absorption with the Transferee Company. Post merger, the Transferee Company does not have any plans to carry out any activities relating to Non-Banking Finance Business, and therefore, provisions of the Reserve Bank of India Act, 1934 will not apply to the Transferee Company.

First Transferor Company, Second Transferor Company and Third Transferor Company are collectively referred to as "Transferor Companies"

Transferee Company

d) **Manugraph India Limited** (hereinafter referred to as 'Manugraph India' or '**MIL**' or the '**Transferee Company'**) is a public listed company bearing CIN L29290MH1972PLC015772, a company incorporated under the Companies Act, 1956 on 25th Day of April 1972 under the name and style of **'Maschinenfabrik Polygraph (India) Limited'**. Thereafter, the company changed its name from '**Maschinenfabrik Polygraph (India) Limited**' to '**Manugraph Industries Limited**' and consequent to such change the fresh certificate of incorporation consequent on change of name was issued by Registrar of Companies on 30th Day of January, 1992. Thereafter, the company again changed its name from '**Manugraph Industries Limited**' to '**Manugraph India Limited**' and consequent to such change the fresh certificate of incorporation consequent on change of name was issued by Registrar of Companies on 31st Day of August 2001. The Registered Office of the Company is situated at Sidhwa House, 1st Floor, NA Sawant Marg Colaba, Mumbai - 400005 Maharashtra, India. It is engaged, *inter alia,* in the business of manufacturing of web-offset printing presses.

2. **Rationale and purpose of the Scheme**

All the transferor companies and the transferee company belong to the same Promoter Group who manage and control the business of these companies.

The rationale for the merger of Transferor Companies with the Transferee Company is, as under:

- Consolidation of subsidiary of MIL thereby resulting in reduction of number of entities in the Group, direct ownership of assets of the subsidiary and optimization of administrative costs;
- Consolidation and reorganization of the promoter holding in MIL thereby simplifying shareholding structure;
- Long term stability and transparency in the holding structure of MIL; and
- Demonstrate the promoter's group direct commitment to and engagement with MIL;

Pursuant to the scheme, the promoters would continue to hold the same percentage of shares in MIL.

There is no likelihood that any creditor of the Transferor Companies or the Transferee Company will be prejudiced as a result of the Scheme (*as defined hereinafter*). The Scheme will neither impose any additional burden on the shareholders of the Transferor Companies, nor will it adversely affect the interests of any of the shareholders or creditors of the Transferor Companies and Transferee Company. Further, the Scheme is only for the merger of the Transferor Companies with the Transferee Company and is not an arrangement with the creditors of any of the entities involved. The Scheme is divided into the following sections:

Part A	Dealing with Definitions, Date of taking effect and Share Capital;
Part B	Dealing with the Transfer & Vesting of Transferor Companies into Transferee Company, Discharge of the consideration, Cancellation of Shares, Accounting Treatment, Combination of Authorized Share Capital, Listing agreement & SEBI Compliance, Approval of Scheme by E-voting, Declaration of Dividend and Books & Records of Transferee Company.
Part C	Dealing with General Terms and Conditions of the Scheme.

PART A

DEFINITIONS AND SHARE CAPITAL

1. DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the following meanings:

1.1. **'Act'** or 'the Act' the Companies Act, 2013 and rules made thereunder, including any statutory modifications, re-enactments or amendments thereof for the time being in force as the case may be.

1.2. **'Appointed Date'** means 01st day of April, 2018;

1.3. **'Board of Directors'** means and includes the respective Board of Directors of CABPL, MEL, SFIPL and MIL as the case may be, or any committee constituted by the Board of Directors of any of the respective Companies for the purpose of this Scheme.

1.4. **'Companies'** shall collectively mean CABPL, MEL, SFIPL and MIL.

1.5. **'Effective Date'** means the date or last of the dates on which the certified/ authenticated copy of the order of the National Company Law Tribunal (hereinafter referred to as 'NCLT') sanctioning this Scheme is filed with the Registrar of Companies, Mumbai by the Transferor Companies and the Transferee Company. Any reference in this scheme to the date of "coming into effect of this scheme" or "scheme becoming effective" shall be construed accordingly.

1.6. **'Government'** means any applicable Central, State Government or local body, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction over the territory of India.

1.7. **‘NCLT’** means the National Company Law Tribunal, Mumbai Bench having jurisdiction over CABPL, MEL, SFIPL and MIL for the purpose of approving any scheme of compromises, arrangement and merger of companies under Sections 230 to 232 and other applicable sections of the Companies Act, 2013.

1.8. **“Record Date”** means the date to be fixed jointly by the Board of Directors of MEL, SFIPL and MIL, for the purpose of determining the shareholders of MEL & SFIPL who shall be entitled to receive equity shares of MIL as consideration as per **Clause 5** of the Scheme.

1.9. **“SEBI” or “Securities and Exchange Board of India”** means Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992.

1.10. **“Stock Exchanges”** means the stock exchanges where the equity shares of the Transferee Company are Listed and admitted to trading viz. BSE Limited and National Stock Exchange of India Limited.

1.11. **‘Scheme of Merger by absorption** or ‘Scheme’ or ‘the Scheme’ or ‘this Scheme’ or ‘Scheme of Amalgamation’ means this Scheme of Merger by absorption in its present form with any modification(s) made under Clause 25 of Part C of this Scheme as approved or directed by the NCLT.

1.12. **‘Transferor Companies’** mean CABPL and MEL and SFIPL collectively.

1.13. **‘First Transferor Company’** means ‘Constrad Agencies (Bombay) Private Limited’ or ‘CABPL’ bearing CIN U51100MH1986PTC039336.

1.14. **‘Second Transferor Company’** means ‘Manu Enterprises Limited’ or ‘MEL’ bearing CIN U29291MH1977PLC019406.

1.15. **‘Third Transferor Company’** means ‘Santsu Finance and Investment Private Limited’ or ‘SFIPL’ bearing CIN U65990MH1993PTC073568.

1.16. **'Transferee Company'** means 'Manugraph India Limited' or 'MIL' bearing CIN L29290MH1972PLC015772.

1.17. **'Transferor Companies'** means and includes the whole of the undertakings of the Transferor Companies as a going concern, including the entire businesses being carried on by the Transferor Companies and shall include (without limitation), to the extent applicable:

a) All the assets and properties, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but not limited to land and building (freehold or leasehold), all plant and machinery, fixed assets, work in progress, current assets, reserves, provisions, funds, owned, leased, licenses, registrations, certificates, permissions, consents, approvals from state, central, municipal or any other authority for the time being in force, concessions, remissions, remedies, subsidies, guarantees, bonds, rights and licenses, tenancy rights, premises, hire purchase, lending arrangements, benefits of security arrangements, security contracts, computers, insurance policies, office equipment, telephones, telexes, facsimile connections, communication facilities, equipment and installations and utilities, electricity, water and other service connections, contracts and arrangements, technology/ technical agreements, powers, authorities, permits, allotments, privileges, liberties, advantages, easements and all the right, title, interest, goodwill, non- compete fee, benefit and advantage, deposits including security deposits, reserves, preliminary expenses, provisions, advances, receivables, deposits, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, incentives, tax and other credits (including but not limited to credits in respect of income-tax, minimum alternate tax i.e. tax on book profits, tax deducted at source, tax collected at source, value added tax, central sales tax, sales tax, CENVAT, excise duty, service tax, goods and service tax etc.), all losses (including but not limited to brought forward tax losses, tax unabsorbed depreciation, brought forward book losses, unabsorbed depreciation as per books), tax benefits and other claims and powers, all books of accounts, documents and records of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Companies, as on the Appointed Date;

b) All intellectual property rights including patents designs, copyrights, trademarks, brands (whether registered or otherwise), records, files, papers, computer programs, manuals, data, catalogues, sales material, lists of customers and suppliers, other customer information and all other records and documents relating to the Transferor Companies' business activities and operations;

c) Right to any claim not preferred or made by the Transferor Companies in respect of any refund of tax, duty, cess or other charge, including any erroneous or excess payment thereof made by the Transferor Company and any interest thereon, with regard to any law, act or rule or Scheme made by the Government, and in respect of set-off, carry forward of unabsorbed losses and/ or unabsorbed depreciation, deferred revenue expenditure, deduction, exemption, rebate, allowance, amortization benefit, etc. under the Income-tax Act, 1961, or taxation laws of other countries, or any other or like benefits under the said statute(s) or under and in accordance with any law or statute, whether in India or anywhere outside India;

d) All debts (secured and unsecured), liabilities including contingent liabilities, duties, leases of the Transferor Companies and all other obligations of whatsoever kind, nature and description. Provided that, any reference in the security documents or arrangements entered into by the Transferor Companies and under which, the assets of each of the Transferor Companies stand offered as a security, for any financial assistance or obligation, the said reference shall be construed as a reference to the assets pertaining to that Undertaking of such Transferor Companies only as are vested in Transferee Company by virtue of the Scheme and the Scheme shall not operate to enlarge security for any loan, deposit or facility created by such Transferor Companies which shall vest in Transferee Company by virtue of the merger and Transferee Company shall not be obliged to create any further or additional security thereof after the merger has become effective;

e) All other obligations of whatsoever kind, including liabilities of the Transferor Companies with regard to their employees with respect to the payment of gratuity, pension benefits and the provident fund or compensation, if any, in the event of resignation, death, voluntary retirement or retrenchment; and

f) All employees, as on the Effective Date, engaged by the Transferor Companies at various locations.

g) It is intended that the definition of Transferor Companies under this clause will enable the transfer of all property, assets, rights, duties, obligations, entitlements, benefits, employees and liabilities of Transferor Companies into Transferee Company pursuant to this Scheme.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as prescribed to them under the Companies Act 2013, the Income-Tax Act, 1961, Depositories Act, 1996 and Securities and Exchange Board of India Act, 1992 or any other applicable laws, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

2. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the NCLT, unless otherwise specified in the Scheme, shall be effective from the Appointed Date but shall be operative from the Effective Date. Therefore, for all regulatory and tax purposes, the merger would have been deemed to be effective from the Appointed Date of this Scheme.

3. SHARE CAPITAL

3.1. The authorized, issued, subscribed and paid-up share capital of First Transferor Company (Constrad Agencies (Bombay) Private Limited) as on 31st December, 2017 is as under:

Particulars	Amount (in Rs)
<u>Authorised Share Capital</u>	
35,900 Equity Shares of Rs. 100/- each 100 Preference Shares of Rs. 100/- each	35,90,000/- 10,000/-
TOTAL	**36,00,000/-**
<u>Issued, Subscribed and Paid-up Share Capital</u>	
25,000 Equity Shares of Rs. 100/- each	25,00,000/-
TOTAL	**25,00,000/-**

Subsequent to 31st December, 2017, and up to the date of approval of this Scheme by the Board of the First Transferor Company, there has been no change in the Authorized, Issued, Subscribed and Paid up Share Capital of the First Transferor Company.

3.2. The authorized, issued, subscribed and paid-up share capital of Second Transferor Company (Manu Enterprises Limited) as on 31st December, 2017 is as under:

Particulars	Amount (in Rs)
<u>Authorised Share Capital</u>	
45,000 equity shares of Rs. 100/- each	**45,00,000/-**
TOTAL	**45,00,000/-**
<u>Issued, Subscribed and Paid-up Share Capital</u>	
40,000 equity shares of Rs. 100/- each	40,00,000/-
TOTAL	**40,00,000/-**

Subsequent to 31st December, 2017, and up to the date of approval of this Scheme by the Board of the Second Transferor Company, there has been no change in the Authorized, Issued, Subscribed and Paid up Share Capital of the Second Transferor Company.

3.3. The authorized, issued, subscribed and paid-up share capital of Third Transferor Company (Santsu Finance and Investment Private Limited) as on 31st December, 2017 is as under:

Particulars	Amount (in Rs)
Authorised Share Capital	
5,00,000 equity shares of Rs. 10/- each	50,00,000/-
TOTAL	**50,00,000/-**
Issued, Subscribed and Paid-up Share Capital	
4,90,000 equity shares of Rs. 10/- each	49,00,000/-
TOTAL	**49,00,000/-**

Subsequent to 31st December, 2017, and up to the date of approval of this Scheme by the Board of the Third Transferor Company, there has been no change in the Authorized, Issued, Subscribed and Paid up Share Capital of the Third Transferor Company.

3.4. The authorized, issued, subscribed and paid-up share capital of Transferee Company (Manugraph India Limited) as on 31st December, 2017 is as under:

Particulars	Amount (in Rs)
Authorised Share Capital	
9,85,00,000 Equity Shares of Rs. 2/- each 10,000 Preference Shares of Rs. 100/- each 20,000 Unclassified Shares of Rs. 100/- each 3,50,000 Redeemable Preference Shares of Rs. 100/- each	19,70,00,000/- 10,00,000/- 20,00,000/- 3,50,00,000/-
TOTAL	**23,50,00,000/-**
Issued, Subscribed and Paid-up Share Capital	
3,04,15,061 Equity Shares of Rs. 2/- each	6,08,30,122/-
TOTAL	**6,08,30,122/-**

Subsequent to 31st December, 2017, and up to the date of approval of this Scheme by the Board of the Transferee Company, there has been no change in the Authorized, Issued, Subscribed and Paid up Share Capital of the Transferee Company.

PART B

MERGER BY ABSORPTION OF THE TRANSFEROR COMPANIES WITH THE TRANSFEREE COMPANY

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4. TRANSFER AND VESTING OF THE TRANSFEROR COMPANIES INTO THE TRANSFEREE COMPANY

4.1. Subject to the provisions of this Scheme in relation to modalities of Merger by Absorption, upon this scheme coming into effect on the effective date, the Transferor Companies, altogether with all its present and future properties, assets, investments, rights, obligations, liabilities, benefits and interest therein, whether known or unknown, shall amalgamate into and with Transferee Company, and all the present and future properties, assets, liabilities, investments, rights, obligations, liabilities, benefits and interest of the Transferor Company shall become the property of, and integral part of, the Transferee Company subject to the charges and encumbrances (to the extent they are outstanding on the Effective Date), if any, created by Transferor Companies on its properties and assets in favour of lenders, as going concern, by operation of law pursuant to the vesting order of National Company Law Tribunal sanctioning this scheme, without any further act or deed required by either of the above, in particular, the Transferor Companies shall stand amalgamated into and with the Transferee Company, in the manner described in sub-paragraph (a) to (o):

a) Upon this scheme coming into effect from the Appointed Date, all assets and liabilities of whatsoever nature and wheresoever situated, shall, under the provisions of Section 230 to Section 232 and all other applicable provisions, if any, of the Act, without any further act or deed (save as provided in Sub-clauses (b),(c), (d) and (e) below), be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become as from the Appointed Date the undertaking of the Transferee Company and to vest in the Transferee Company all the rights, title, interest or obligations therein;

b) Provided that for the purpose of giving effect to the vesting order passed under Section 232 in respect of this Scheme, the Transferee Company shall be entitled to get effected the change in the title and the appurtenant legal right(s) upon the vesting of such properties in accordance with the provisions of the Act, at the office of the respective concerned authority, where any such property is situated;

c) The mutation of the ownership or title, or interest in the immovable properties if any in favor of the Transferee Company shall be made and duly recorded by the appropriate authorities pursuant to the sanction of this Scheme and it becoming effective in accordance with the terms thereof;

d) All the movable assets including cash in hand, if any, capable of passing by manual delivery or constructive delivery or by endorsement and delivery, shall be so delivered or endorsed and delivered, as the case may be, to the Transferee Company, to the end and intent that the ownership and property therein passes to the Transferee Company on such handing over in pursuance of the provisions of Section 232 of the Act (as an integral part of the Undertaking). The plant and machinery, which are fastened to land and/or buildings continue to remain movable properties inter alia because the said plant and machinery are fastened to land only with a view to have better enjoyment of the movable properties.

e) In respect of all movables, other than those specified in sub-clause (c) and (d) above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, local and other authorities and bodies, customers and other persons, the same shall, without any further act, instrument or deed, be transferred to and stand vested in and/or be deemed to be transferred to and stand vested in the Transferee Company under the provisions of the Act.

f) In relation to the assets, properties and rights including rights arising from contracts, deeds, instruments and agreements, if any, which require separate documents of transfer including documents for attornment or endorsement, as the case may be, the Transferee Company will execute the necessary documents of transfer including documents for attornment or endorsement, as the case may be, as and when required or will enter into a novation agreement.

g) All debts, liabilities (including deferred tax liability), duties, guarantees, indemnities and obligations of every kind, nature, description, whether or not provided for in the books of accounts and whether disclosed or undisclosed in the balance sheet shall also, under the provisions of the Act, without any further act or deed, be transferred to or be deemed to be transferred to the Transferee Company on the same terms and conditions, as applicable, so as to become as from the Appointed Date the debts, liabilities, duties, guarantees, indemnities and obligations of the Transferee Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties, guarantees, indemnities and obligations have arisen, in order to give effect to the provisions of this sub-clause.

h) However the Transferee Company may, at any time, after the coming into effect of this Scheme in accordance hereof, if so required, under any law or otherwise, execute deeds of confirmation in favor of the creditors, or lenders, as the case may be, or in favor of any other party to the contract or arrangement to which the Transferor Companies are a party or any writing, as may be necessary, in order to give formal effect to the provisions mentioned herein. The Transferee Company shall under the provisions of the Scheme be deemed to be authorised to execute any such writings on behalf of the Transferor Companies as well as to implement and carry out all such formalities and compliances referred to above.

i) The transfer and vesting of the Undertakings of the Transferor Companies as aforesaid shall be subject to the existing securities, charges and mortgages, if any, subsisting, over or in respect of the property and assets or any part thereof of the Transferor Companies.

j) Provided however, that any reference in any security documents or arrangements (to which Transferor Companies are a party) pertaining to the assets of the Transferor Companies offered or agreed to be offered as security for any financial assistance or obligations, shall be construed as reference only to such assets, as are offered or agreed to be offered as security, pertaining to the Transferor Companies as are vested in the Transferee Company by virtue of the aforesaid clauses, to the end and intent that such security, charge and mortgage shall not extend or be deemed to extend, to any of the other assets of the Transferor Companies or any of the assets of the Transferee Company.

k) All existing and future incentives, unavailed credits and exemptions, benefit of carried forward losses, refunds available and other statutory benefits, including in respect of income tax (including tax deducted at source and advance tax), excise (including MODVAT/ CENVAT), customs, VAT, sales tax, service tax (including input credit), goods and service tax etc. which Transferor Companies are entitled to shall be available to and vest in Transferee Company.

l) In so far as the various incentives, subsidies, special status and other benefits or privileges enjoyed (including minimum alternate tax, sales tax, excise duty, custom duty, service tax, value added tax, goods and service tax and other incentives), granted by any Government body, local authority or by any other person and availed of by the Transferor Companies concerned, the same shall vest with and be available to the Transferee Company on the same terms and conditions as presently available to the Transferor Companies.

m) Upon coming into effect of this Scheme and till such time that the names of the bank accounts of the Transferor Companies are replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Companies, in their names, in so far as may be necessary.

n) With effect from the Appointed Date, all permits, quotas, rights, entitlements, tenancies and licenses relating to brands, trademarks, patents, copy rights, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Undertaking of the Transferor Companies and which are subsisting or having effect immediately before the Appointed Date, shall be and remain in full force and effect in favor of the Transferee Company and may be enforced fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a beneficiary or obligee thereto.

o) With effect from the Appointed Date, any statutory licenses, permissions, approvals and/ or consents held by the Transferor Companies as required to carry on its operations shall stand vested in, or transferred to, the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities or any other person concerned therewith in favor of the Transferee Company. The benefit of all statutory and regulatory permissions, licenses, environmental approvals and consents including the statutory licenses, permissions or approvals or consents required to carry on the operations of the Transferor Companies shall vest in, and become available to, the Transferee Company upon the Scheme coming into effect. The reserves in the nature of Special Reserves will continue in books of the Transferee Company. The same may be transferred to General Reserve, in the books of the Transferee Company at later date after obtaining necessary approvals.

4.2. All registrations, benefits, incentives, exemptions etc. which the Transferor Companies are eligible for and / or which are actually availed by the Transferor Companies will be transferred to the Transferee Company upon the Transferee Company intimating the concerned authority or undertaking the necessary actions for the transfer and / or the Board of Directors of the Transferee Company will be authorized to seek approval or enter into agreement with the concerned authority and /or undertake such other activity as is necessary for being eligible for such registrations, benefits, incentives, exemptions, etc as were availed by the Transferor Companies.

4.3. The Transferee Company, under the provisions of this Scheme, is hereby authorized or be deemed to be authorized to execute all and any writings on behalf of the Transferor Companies, to implement and carry out all formalities and compliances in relation to the above mentioned clause(s), if required.

5. CONSIDERATION

5.1. Upon this Scheme becoming effective and as consideration for the Scheme, MIL shall, without any act, application, payment or deed, issue and allot equity shares, credited as fully paid up, to the extent indicated below, to the equity shareholders of the Transferor Companies whose names appear in the register of members of the Transferor Companies and whose names appear as the owners of the equity shares of the Transferor Companies in the records of Transferor Companies on the Record Date, or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Transferor Companies in the following proportion:

a. **<u>Between First Transferor Company and Transferee Company.</u>**

As the First Transferor Company is wholly-owned subsidiary of the Transferee Company, no consideration shall be payable pursuant to the Merger by Absorption of the First Transferor Company with the Transferee Company, and the equity shares held by the Transferee Company in the Transferor Company shall stand cancelled without any further act, application or deed.

b. **<u>Between Second Transferor Company and Transferee Company</u>**

The Transferee Company shall without any further act or deed, issue and allot 23,16,500 (Twenty Three Lakhs Sixteen Thousand Five Hundred Only) fully paid-up equity share of Rs 2/- (Rupees Two each) each in the proportion of the number of shares held by the shareholders of Manu Enterprises Limited, holding fully paid-up equity shares and whose names appear in the Register of Members of the Manu enterprises Limited on the Record Date or to such of their respective heirs, executors, administrators, assignees, or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Manu Enterprises Limited.

c. **<u>Between Third Transferor Company and Transferee Company</u>**

The Transferee Company shall without any further application, act or deed, issue and allot 25,37,000/- (Twenty Five Lakhs Thirty Seven Thousand Only) fully paid-up equity share of Rs 2/- each in the proportion of the number of shares held by the shareholders of Santsu Finance and Investment Private Limited, holding fully paid-up equity shares and whose names appear in the Register of Members of the Santsu Finance and Investment Private Limited on the Record Date or to such of their respective heirs, executors, administrators, assignees, or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Santsu Finance and Investment Private Limited.

5.2. Notwithstanding anything contained in clause 5.1, the issue of New Equity Shares shall be made in compliance with the provisions of the minimum public shareholding prescribed under Securities Contracts (Regulation) Act, 1956 and Securities Contracts (Regulation) Rules, 1957 made thereunder (hereinafter collectively referred to as

"SCRA") such that for any entitlement to new equity shares to the promoters of Transferor Companies is not beyond the maximum permissible promoter group shareholding of 75% (Seventy Five Percentage) or any other specified percentage as may be permissible under SCRA. The issuance of Shares and Shareholding of promoters shall be at all times in consonance with minimum public shareholding requirements prescribed under SCRA.

5.3. The New Equity Shares to be issued in terms hereof shall be subject to the Memorandum and Articles of Association of the Transferee Company.

5.4. The New Equity Shares allotted to the members of the Second and Third Transferor Companies pursuant to scheme shall be issued in dematerialized form or physical form as the case may be. If in any case the shares are issued in dematerialized form, such Shares shall remain frozen in depository system till relevant directions or approvals in relation to Listing / Trading are provided by the Stock Exchange.

5.5. The New Equity Shares allotted to the members of the Second and Third Transferor Companies pursuant to scheme shall rank pari passu with the existing equity shares of the Transferee Company for dividend and all other benefits and on all respects with effect from the date of allotment.

5.6. All New Equity Shares so issued and allotted to the members of the Second and Third Transferor Companies shall be listed and / or admitted to trading on the Stock Exchange. The Stock Exchange shall list the said New Equity Shares, the issuance of which shall be considered as due compliance of provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 to the extent applicable and other applicable provisions of law. The Transferee Company shall file confirmation or undertaking or application as may be necessary in accordance with applicable laws or regulations for complying with formalities of the said stock exchange / SEBI.

5.7. Any fraction arising out of allotment of equity shares as per clause 5.1 ("New Equity Shares") above shall be rounded off to the nearest integer.

5.8. The Transferee Company shall, if and to the extent required, apply for and obtain any approvals from the relevant authorities for the issue and allotment by the Transferee Company of equity shares to the members of the Second and Third Transferor Companies pursuant to the Scheme.

5.9. The Transferee Company shall, if and to the extent required, increase and / or reclassify its authorized Share Capital to facilitate issue of equity under this Scheme.

5.10. In the event of there being any pending share transfer, whether lodged or outstanding, of any shareholder of the Second and Third Transferor Companies, the Board of Directors or any committee thereof of Transferor Companies shall be empowered even subsequent to Effective Date, to effectuate such transfer as if changes in the registered holder were operative from the Effective Date, in order to remove any difficulties arising to the transfer of shares after the scheme becomes effective.

5.11. The Equity Shares of the Second and Third Transferor Companies which are held in abeyance under the Act or otherwise pending for allotment or settlement of dispute by order of court or otherwise, the New Equity shares shall also be kept in abeyance by the Transferee Company.

5.12. Approval of this scheme by the shareholders of the Transferor Companies shall be deemed to be the due compliance of the provisions of the provisions of section 42, 62 of the Companies Act, 2013 and the other relevant and applicable provisions of the Act for the issue and allotment of Equity Shares by the Transferee Company to the shareholders of the Second and Third Transferor Companies as provide in this scheme.

6. CANCELLATION OF SHARES OF THE TRANSFEREE COMPANY HELD BY SECOND AND THIRD TRANSFEROR COMPANIES

Upon the Scheme becoming effective, the Transferee Company shall account for the merger in its books with effect from Appointed Date as under:

6.1. The issued, subscribed and paid up equity share capital of the Transferee Company shall stand cancelled and reduced by the shares held in aggregate by the respective Transferor Companies namely, MEL and SFIPL as on the Effective Date, pursuant to Merger by Absorption of MEL and SFIPL into and with the Transferee Company.

6.2. On the Scheme becoming effective, the investment in the Transferee Company as appearing in the books of MEL and SFIPL shall stand cancelled as referred to in clause 7.4.

6.3. The cancellation and reduction of the Share Capital shall be effected as an integral part of the scheme itself, in accordance with the provisions of Section 66 of

Companies Act 2013 and the order of National Company Law Tribunal sanctioning the scheme shall deemed to be an order under provisions of Section 66 of Companies Act 2013 for confirming the reduction and no separate procedure shall be followed under the act. The reduction would not involve either a diminution of liability in the respect of the unpaid share capital or payment to any paid up share capital.

6.4. The Transferee Company will be exempted from adding the words “and reduced” to its name as the last words under section 66 of the Companies Act 2013.

7. ACCOUNTING TREATMENT

7.1. The transferor company MEL and SFIPL shall prepare the financial statements as at March 31, 2018 for the purpose of amalgamation in accordance with Indian Accounting Standards ("Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (‘the Act’) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

7.2. Upon the scheme becoming Effective, the amalgamation of Transferor Companies into and with the Transferee Company shall be accounted as per ‘Pooling of Interest Method’ as specified and in accordance with Appendix C of ‘Business Combinations of entities under common control’ of Indian Accounting Standard (IND AS 103) under the Companies (Indian Accounting Standards) Rules, 2015.

7.3. The Transferee Company upon coming into effect of this scheme, shall record assets, liabilities and reserves relating to Transferor Companies transferred as per the financial statements prepared as per INDAS as mentioned in para 7.1 above and vested in it pursuant to this scheme, at their respective carrying amounts as appearing in the books of the Transferor Companies.

7.4. The Transferee Company shall credit to its share capital account the aggregate face value of equity shares issued by it pursuant to clause (b) and (c) of clause 5.1 of this scheme.

7.5. The investments held in the Transferee Company by MEL and SFIPL shall be adjusted against the respective equity share capital of the Transferee Company to the extent of face value of the shares held pursuant to Clause 6 above.

7.6. The investments in the Financial Statements of the Transferee Company in the equity share capital the CABPL shall stand cancelled and since CABPL is a wholly owned subsidiary of the Transferee Company, thus pursuant to the Scheme no new shares shall be issued after the Scheme is sanctioned by the Hon'ble NCLT.

7.7. Upon coming into effect of this scheme, to the extent there are inter-corporate loans advances, deposits balances or other obligations as between Transferor Companies and the Transferee Company, the obligations in respect thereof shall come to an end and corresponding effect shall be given in the books of accounts and records of the Transferee Company for the reduction of any assets or liabilities, as the case may be.

7.8. The amount of difference between the consideration issued to the shareholders of SFIPL and MEL (including cancellation of the investments held by SFIPL and MEL in Transferee Company and cancellation of Investment held by Transferee Company in CABPL) and the carrying value of the net assets (including the reserves) would be adjusted against revenue reserves.

7.9. In case of any differences in accounting policy between Transferor Companies and Transferee Company, the impact of the same will be quantified and the same shall be appropriately adjusted against the Reserves of the Transferee Company.

8. COMBINATION OF AUTHORISED SHARE CAPITAL

8.1. Upon this Scheme becoming effective, the authorized share capital of the Transferee Company shall automatically stand increased without any further act, instrument or deed on the part of the Transferee Company including payment of stamp duty and fees payable to Registrar of Companies, by the authorized share capital of the Transferor Companies combined amounting to Rs. 24,81,00,000/- (Rupees Twenty Four Crores Eighty One Lakhs only) comprising of 10,50,45,000 (Ten Crores Fifty Lakhs and Forty Five Thousand Only) equity shares of Rs 2/- (Rupees Two only) and 10,100 (Ten Thousand One Hundred) Preference shares of Rs. 100/- (Rupees Hundred Only) and 20,000 (Twenty Thousand) Unclassified Shares of Rs. 100/- (Rupees Hundred Only) and 3,50,000 (Three Lakhs Fifty Thousand) Redeemable Preference Shares of Rs. 100/- and the Memorandum of Association and Articles of Association of the Transferee Company (relating to the authorized share capital) shall, without any further act, instrument or deed, be and stand altered, modified, and amended, and the consent of the shareholders of the Transferee Company to the Scheme, whether at a meeting or otherwise, shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Sections 13, 61, 14 of the Companies Act 2013 and section 232 of the Companies Act 2013 and other applicable provisions of the Act would be required to be separately passed, as the case may be and for this purpose the stamp duties and fees paid on the authorized share capital of the Transferor Companies shall be utilized and applied to the increased authorized share capital of the Transferee Company and there would be no requirement for any further payment of stamp duty and/or fee by the Transferee Company for increase in the authorized share capital to that extent

8.2. Pursuant to the Scheme becoming effective and consequent amalgamation of the Transferor Companies into the Transferee Company, the authorized share capital of the Transferee Company will be as under:

Particulars	**Amount (Rs)**
Authorized share capital	
10,50,45,000 equity shares of Rs. 2/- each	21,00,90,000/-
10,100 preference shares of Rs. 100/- each	10,10,000/-
20,000 Unclassified Shares of Rs. 100/- each	20,00,000/-
3,50,000 redeemable preference shares of Rs. 100/- each	3,50,00,000/-
Total	**24,81,00,000/-**

It is clarified that the approval of the members of the Transferee Company to the Scheme, whether at a meeting or otherwise, shall be deemed to be their consent / approval also to the amendment of the Memorandum of Association of the Transferee Company as may be required under the Act and no further resolution under section 61 of Companies Act 2013 and or any other applicable provisions of the said act would be required to be separately passed, and Clause V of the Memorandum of Association of the Transferee Company shall stand substituted by virtue of the Scheme to read as follows:

Clause V of the Memorandum of Association of the Transferee Company –

a. *"The authorized share capital of the company is Rs. 24,81,00,000/- (Rupees Twenty Four Crores Eighty One Lakhs only) comprising of 10,50,45,000 (Ten Crores Fifty Lakhs and Forty Five Thousand Only) equity shares of Rs 2/- (Rupees Two only) and 10,100 (Ten Thousand One Hundred) Preference shares of Rs. 100/- (Rupees Hundred Only) and 20,000 (Twenty Thousand) Unclassified Shares of Rs. 100/- (Rupees Hundred Only) and 3,50,000 (Three Lakhs Fifty Thousand) Redeemable Preference Shares of Rs. 100/- each with rights, privileges, and conditions attaching thereto as are provided by the regulations of the company for the time being, with power to increase and reduce the capital of the company and divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential deferred qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such right, privilege or condition in such manner as may for the time being permitted by the Act or by the Articles of Association of the Company".*

8.3. For the avoidance of doubt, it is clarified that, in case the authorized share capital of the Transferee Company and, or the Transferor Companies as the case may be undergone any change, prior to this scheme becoming effective, then this clause 8 shall automatically stand modified / adjusted accordingly to take into account the effect of such change.

9. LISTING AGREEMENT AND SEBI COMPLIANCE

9.1. Since the Transferee Company is listed Company, this scheme is subject to the compliances by the Transferee Company of all requirements under the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations, 2015 ('Listing Regulations') and all statutory directives of the Securities Exchange Board of India ('SEBI') insofar as they relate to sanction and implementation of the scheme.

9.2. The Transferee Company in compliance with Listing Regulations shall apply for the in-principle approval of the BSE Limited (BSE) and National Stock Exchange of

India Limited (NSE) where its shares are listed in terms of Regulation 37 of the Listing Regulations.

9.3. The Transferee Company shall also comply with the directives of SEBI contained in the circular no SFD/DIL/SIR/2017/21 dated March 10, 2017 (As amended from time to time) in pursuance of sub-rule (7) of rule 19 of the Securities Contract (Regulations) Rules, 1957 for relaxation of enforcement of sub-clause (b) to sub-rule (2) of rule 19 thereof.

9.4. As per para 9 of SEBI Circular no SFD/DIL/SIR/2017/21 dated March 10, 2017 is applicable to this scheme, therefore it is provided in the scheme that the Transferee Company will provide for voting by public shareholders through E-voting and will disclose all the material facts in the explanatory statement, to be sent to the shareholders in relation to said resolution.

10. APPROVAL OF SCHEME BY E-VOTING

10.1. The Approval to this Scheme of Arrangement shall be obtained from the shareholders of the Manugraph India Limited (Transferee Company) through the e-voting.

10.2. The Scheme shall be acted upon only if the votes cast through e-voting by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it.

11. DECLARATION OF DIVIDEND

11.1 The respective Transferor Companies and the Transferee Company shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders, as may be decided by their respective Board of Directors, in respect of the accounting period prior to the Effective Date.

11.2 It is clarified that the aforesaid provisions in respect of declaration of dividends is an enabling provision only and shall not be deemed to confer any right on any shareholder of either of the Transferor Companies or the Transferee Company to demand or claim any dividends, which is subject to the provisions of the Companies Act, 2013, shall be entirely at the discretion of the Board of Directors of the Transferor Companies and the Transferee Company, as the case may be, subject to such approval of the respective shareholders, as may be required.

12. BOOKS AND RECORDS OF TRANSFEREE COMPANY

All books, records, files, papers, engineering and process information, building plans, databases, catalogues, quotations, advertising materials, if any, lists of present and former clients and all other books and records, whether in physical or electronic form, of the Transferor Company, to the extent possible and permitted under applicable laws, be handed over by them to the Transferee Company.

PART C

GENERAL TERMS AND CONDITIONS

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13. COMPLIANCE WITH TAX LAWS

13.1. This Scheme has been drawn up to comply with the conditions as specified under Section 2(1B) of the Income-tax Act, 1961 and other relevant provisions of the Income-tax Act, 1961 involving merger as aforesaid. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said section at a later date including resulting from a retrospective amendment of law or for any other reason whatsoever, till the time the Scheme becomes effective, the provisions of the said section of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the Income-tax Act, 1961 and other relevant provisions of the Income-tax Act, 1961.

13.2. On or after the Effective Date, the Transferor Companies and the Transferee Company are expressly permitted to revise their financial statements and returns along with prescribed forms, filings and annexure under the Income-tax Act, 1961, (including for the purpose of re-computing tax on book profits and claiming other tax benefits), service tax law, goods and service tax law and other tax laws, and to claim refunds and/or credits for taxes paid, and to claim tax benefits, etc., and for matters incidental thereto, if required to give effect to the provisions of the Scheme from the Appointed Date.

13.3. All tax assessment proceedings/ appeals of whatsoever nature by or against the Transferor Companies pending and/or arising at the Appointed Date and relating to the Transferor Companies shall be continued and/or enforced until the Effective Date as desired by the Transferee Company. As and from the Effective Date, the tax proceedings shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Companies.

Further, the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the merger of the Transferor Companies with the Transferee Company or anything contained in the Scheme.

13.4. Any tax liabilities under the Income-tax Act, 1961, Customs Act 1962, Service Tax laws, Goods and Service Tax Laws and other applicable State Value Added Tax laws or other applicable laws / regulations dealing with taxes / duties / levies allocable or related to the Transferor Companies to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date shall be transferred to Transferee Company. Any surplus in the provision for taxation / duties / levies account including advance tax and tax deducted at source as on the date immediately preceding the Appointed Date will also be transferred to the account of the Transferee Company.

13.5. Any refund under the Income-tax Act, 1961, Customs Act 1962, Service Tax laws, Goods and Service Tax Laws and other applicable State Value Added Tax laws or other applicable laws/ regulations dealing with taxes/ duties/ levies allocable or related to the Transferor Companies and due to the Transferor Companies consequent to the assessment made on the Transferor Companies for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.

13.6. All taxes/ credits including income-tax, tax on book profits, credit on Minimum Alternate Tax under section 115JAA of the Income-tax Act, 1961, sales tax, excise duty, custom duty, service tax, value added tax, goods and service tax or any other direct or indirect taxes as may be applicable, etc paid or payable by the Transferor Companies in respect of the operations and/ or the profits of the undertaking before the Appointed Date, shall be on account of the Transferor Companies and, in so far as it relates to the tax payment (including, without limitation, income-tax, tax on book profits, sales tax, excise duty, custom duty, service tax, value added tax, goods and service tax etc.) whether by way of deduction at source, advance tax, MAT credit or otherwise howsoever, by the Transferor Companies in respect of the profits or activities or operation of the business after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly. Further, any tax deducted at source by the

Transferor Companies/ Transferee Company on payables to Transferee Company/ the Transferor Companies respectively which has been deemed not to be accrued, shall be deemed to be advance taxes paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly.

13.7. Obligation for deduction of tax at source on any payment made by or to be made by the Transferor Companies under the Income-tax Act, 1961, service tax laws, customs law, state value added tax, Goods and Service tax laws or other applicable laws / regulations dealing with taxes/ duties / levies shall be made or deemed to have been made and duly complied with by the Transferee Company.

13.8. Without prejudice to the generality of the above, all benefits, incentives, losses, credits (including, without limitation income tax, tax on book profits, service tax, applicable state value added tax, goods and service tax etc.) to which the Transferor Companies are entitled to in terms of applicable laws, shall be available to and vest in the Transferee Company.

14. CONTRACTS, DEEDS, CONSENTS AND OTHER INSTRUMENTS

14.1. Upon the coming into effect of this Scheme and subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, instruments, licenses, engagements, certificates, permissions, consents, approvals, concessions and incentives (minimum alternative tax, sales tax, excise duty, custom duty, service tax, value added tax, goods and service tax and other incentives), remissions, remedies, subsidies, guarantees and other instruments, if any, of whatsoever nature to which the Transferor Companies are a party or to the benefit of which the Transferor Companies may be eligible and which have not lapsed and are subsisting or having effect on the Effective Date shall be in full force and effect against or in favor of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary thereto.

14.2. Upon the coming into effect of this Scheme and subject to the other provisions of this Scheme, the Transferee Company may enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which the Transferor Companies will, if necessary, also be party in order to give formal effect to the provisions of this Scheme, if so required or if so considered necessary. The Transferee Company shall be deemed to be authorized to execute any such deeds, writings or confirmations on behalf of the Transferor Companies and to implement or carry out all formalities required on the part of the Transferor Companies to give effect to the provisions of this Scheme.

14.3. The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Central Government, State Government or any other agency, department or other authorities concerned as may be necessary under law, for such consents, approvals and sanctions which the Transferee Company may require to own and operate the Undertakings.

14.4. The above shall not affect any transaction or proceedings or contracts or deeds already concluded by the Transferor Companies on or before the Appointed Date and after the Appointed Date till the Effective Date. The Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Companies in respect thereto as done and executed on behalf of itself.

15. LEGAL AND OTHER PROCEEDINGS

15.1. Upon the Scheme becoming effective, all legal and other proceedings including before any statutory or quasi-judicial authority or tribunal of whatsoever nature by or against the Transferor Companies pending and/or arising at the Appointed Date shall be continued and/or enforced by or against the Transferee Company only, to the exclusion of the Transferor Companies in the same manner and to the same extent as would have been continued and enforced by or against the Transferor Companies.

15.2. Further, the aforementioned proceedings shall not abate or be discontinued nor in any way be prejudicially affected by reason of merger by way of absorption of the Transferor Companies into the Transferee Company or anything contained in the Scheme.

15.3. On and from the Effective Date, the Transferee Company shall and may, if required, initiate any legal proceedings in relation to the Transferor Companies in the same manner and to the same extent as would or might have been initiated by the Transferor Companies.

16. STAFF, WORKMEN AND EMPLOYEES

16.1. On the Scheme coming into effect, all staff, workmen and employees (including those on sabbatical / maternity leave) of the Transferor Companies in service on the Effective Date shall stand transferred and vested and / or be deemed to have become staff, workmen and employees of the Transferee Company with effect from the Effective Date without any break or interruption in their service and on the terms and conditions not less favorable than those Applicable to them with reference to the Transferor Companies on the Effective Date. The position, rank and designation of the employees would however be decided by the Transferee Company.

16.2. It is expressly provided that, in so far as the gratuity fund, provident fund and super annuation fund (hereinafter referred as “Fund or Funds”) created or existing for the benefit of the staff, workmen and employees of the Transferor Companies is concerned, upon the Scheme coming into effect, the Transferor Companies shall be substituted by the Transferee Company for all purposes whatsoever in relation to the administration or operation of such Fund or Funds or in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof as per the terms provided in the respective Fund or Funds, if any, to the end and intent that all rights, duties, powers and obligations of the Transferor Companies in relation to such Fund or Funds shall become those of the Transferee Company and all the rights, duties and benefits of the staff, workmen and employees of the Transferor Companies under such Fund or Funds shall be protected, subject to the provisions of law for the time being in force. It is clarified that the services of the staff, workmen and employees of the Transferor Companies will be treated as having been continuous for the purpose of the Fund or Funds and for other benefits such as long service awards.

16.3. In so far as the Fund or Funds created or existing for the benefit of the employees of the Transferor Companies are concerned, upon the coming into effect of this Scheme, balances lying in the accounts of the employees of the Transferor Companies in the Fund or Funds as on the Effective Date shall stand transferred from the respective Fund or Funds of the Transferor Companies to the corresponding Fund or Funds set up by the Transferee Company.

17. SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of Undertaking of the Transferor Companies under Clauses on - Transfer And Vesting of Transferor Companies into Transferee Company above, the effectiveness of contracts and deeds under Clause 16 - Contracts, Deeds, Consents and Other Instruments above and continuance of proceedings by or against the Transferee Company under Clause 17 - Legal and Other Proceedings above shall not affect any transaction or proceedings or contracts or deeds already concluded by the Transferor Companies on or before the Appointed Date and after the Appointed Date till the Effective Date. The Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Companies in respect thereto as done and executed on behalf of itself.

18. BUSINESS AND PROPERTY IN TRUST FOR TRANSFEREE COMPANY

With effect from the Appointed Date and up to and including the Effective Date:

a) The Transferor Companies shall carry on and be deemed to have carried on their business and activities and shall stand possessed of whole of their Undertaking, in trust for the Transferee Company and shall account for the same to the Transferee Company.

b) Any income or profit accruing or arising to the Transferor Companies and all costs, charges, expenses and losses (including brought forward losses, book losses, etc.) or taxes (including but not limited to advance tax, tax deducted at source, minimum alternative tax, credit, taxes withheld, etc.), incurred by the Transferor Companies shall for all purposes be treated as the income, profits, costs, charges, expenses and losses or taxes, as the case may be, of the Transferee Company and shall be available to the Transferee Company for being disposed off in any manner as it thinks fit.

19. CONDUCT OF BUSINESS TILL EFFECTIVE DATE

19.1. With effect from the Appointed Date and up to the Effective Date:

a. The Transferor Companies shall carry on their business with reasonable diligence and in the same manner as they have been doing hitherto in normal course.

b. The Transferor Companies shall carry on its business and activities with reasonable diligence, business prudence and shall not without the prior consent in writing of any of the persons authorized by Board of Directors of the Transferee Company;

i. Sell, alienate, charge, mortgage, encumber, or otherwise deal with or dispose of the assets comprising the undertaking or any part thereof or undertake any financial commitments of any nature whatsoever, except in the ordinary course of business.

ii. Nor shall undertake any new business or substantially expand its business.

19.2. With effect from the Effective Date, the Transferee Company shall commence and carry on and shall be authorized to carry on the businesses carried on by the Transferor Companies.

19.3. The Transferor Companies shall continue to comply with the provisions of the Act, including those relating to preparation, presentation, circulation and filing of accounts as and when they become due for compliance.

19.4. The Transferor Companies shall not make any modification to its capital structure either by an increase (by issue of rights shares, bonus shares, convertible debentures or otherwise), decrease, reclassification, sub-division or re-organization, or in any other manner whatsoever, except by mutual consent of the Board of Directors of Transferor Companies and Transferee Company, as the case may be.

20. DISSOLUTION OF THE TRANSFEROR COMPANIES

20.1. Pursuant to the Effective Date, the Transferor Companies shall, without any further act or deed, matter or thing, stand dissolved without winding up.

20.2. On and with effect from Effective Date, the name of the Transferor Companies shall be struck off from the records of the appropriate Registrar of Companies.

20.3. Even After the scheme become effective, the Transferee Company shall be entitled to operate all bank accounts relating to Transferor Companies and realize all the monies and complete and enforce all pending contracts and transactions in the name of Transferor Companies insofar as may be necessary until the transfer and vesting of rights and obligation of Transferor Companies to the Transferee Company under this scheme is formally effected by the parties concerned.

21. RATIFICATION OR VALIDITY OF EXISTING RESOLTUIONS

The Transferee Company shall accept all acts, deeds and things relating to the Undertaking and executed by and/or on behalf of Transferor Companies on and after the Appointed Date as acts, deeds and things done and executed by and/or on behalf of the Transferor Companies. The resolutions of Transferor Companies as are considered necessary by the Board of Directors of the Transferee Company which are validly subsisting be considered as resolution of the Transferee Company. If any such resolutions have any other applicable statutory provisions, then the said limits, as are considered necessary by the Board of Directors of the Transferee Company, shall be added to the limits, if any, under like resolutions passed by Transferee Company.

22. MUTATION OF PROPERTY

Upon the Scheme coming into effect and with effect from the Appointed Date, the title to the immovable properties including development rights, of the Transferred Undertakings shall be deemed to have been mutated and recognised as that of the Transferee Company and the mere filing of the certified true copy of the vesting order of the Tribunal sanctioning the Scheme with the appropriate Registrar or Sub registrar of Assurances or with the relevant Government agencies shall suffice as record of continuing title of the immovable properties including development rights of the Transferred Undertakings with the Transferee Company pursuant to the Scheme becoming effective and shall constitute a deemed mutation and substitution thereof.

23. REVISION OF ACCOUNTS AND TAX FILINGS, MODIFICATION OF CHARGE.

23.1. Upon this Scheme becoming effective and from the Appointed Date, the Transferee Company is expressly permitted to revise and file its income tax returns and other statutory returns, including tax deducted at source returns, services tax returns, excise tax returns, sales tax and value added tax returns, as may be applicable and has expressly reserved the right to make such provisions in its returns and to claim refunds or credits etc. if any. Such returns may be revised and filed notwithstanding that the statutory period for such revision and filing may have lapsed.

23.2. Filing of the certified copy of the order of the NCLT sanctioning this Scheme with the relevant Registrar of Companies, Maharashtra, Mumbai shall be deemed to be sufficient for creating or modifying the charges in favour of the secured creditors, if any, of the Transferor Company, as required as per the provisions of this Scheme.

24. APPLICATIONS TO THE NCLT OR SUCH OTHER APPROPRIATE AUTHORITY

24.1. The Transferor Companies and the Transferee Company shall, with all reasonable dispatch, make Applications to the NCLT or such other appropriate authority under Sections 230 of the Act, seeking orders for dispensing with or convening, holding and conducting of the meetings of the respective classes of the shareholders of the Transferor Companies and the Transferee Company as may be directed by the NCLT or such other appropriate authority.

24.2. On the Scheme being agreed to by the requisite majorities of the classes of the shareholders and of the Transferor Companies and the Transferee Company, whether at a meeting or otherwise, as prescribed under law and / or as directed by the NCLT or such other appropriate authority, the Transferor Companies and the Transferee Company shall, with all reasonable dispatch, apply to the NCLT or such other appropriate authority for sanctioning the Scheme under Sections 230 to 232 of the Act, and for such other order or orders, as the said NCLT or such other appropriate authority may deem fit for carrying this Scheme into effect and for dissolution of the Transferor Companies without winding-up.

25. MODIFICATIONS / AMENDMENTS TO THE SCHEME

25.1. The Transferor Companies and the Transferee Company, through unanimous approval by their Board of Directors may consent on behalf of all persons concerned, to any modifications or amendments of this Scheme or to any conditions which the NCLT and/or any other authorities under law may deem fit to approve of or impose or which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise in carrying out this Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for putting this Scheme into effect, including but not limited to withdrawal of the Scheme before the Scheme is approved by the NCLT.

25.2. For the purpose of giving effect to this Scheme or to any modification, amendment or condition thereof, the Board of Directors of the Transferee Company are authorized to give such directions and/or to take such step as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.

26. CONDITIONALITIES TO THE SCHEME

26.1. This Scheme is conditional upon and subject to:

a) The approval of the Scheme by the requisite majority of the shareholders of the Transferor Companies and the Transferee Company, unless the meeting of the shareholders of either or all the companies is dispensed with by the order of the NCLT;

b) As per para 9 of SEBI Circular no SFD/DIL/SIR/2017/21 dated March 10, 2017 is applicable to this scheme, therefore it is provided in the scheme that the Transferee Company will provide for voting by public shareholders through E-voting and will disclose all the material facts in the explanatory statement, to be sent to the shareholders in relation to said resolution.

c) As per para 9 of SEBI Circular no SFD/DIL/SIR/2017/21 dated March 10, 2017 is applicable to this scheme, the Scheme shall be acted upon only if the votes cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it.

d) Securities and Exchange Board of India and Stock Exchanges approving this scheme and the other transactions contemplated in this scheme;

e) Sanctions under the provisions of Sections 230 and 232 of the Act and the necessary orders of NCLT under Section 232 of the Act being obtained and filed with the Registrar of Companies, Mumbai;

27. EFFECT OF NON RECEIPT OF APPROVALS / SANCTIONS AND / OR REVOCATION OF THE SCHEME

27.1. In the event of necessary sanctions and approvals not being obtained and/or complied with and/or satisfied and/or this Scheme not being sanctioned by the NCLT and/or order or orders not being passed by such date as may be mutually agreed upon by the respective Board of Directors of the Transferor Companies and the Transferee Company, this Scheme shall stand revoked, cancelled and be of no effect.

27.2. In the event of revocation under Clause 29.1 above, no rights and liabilities whatsoever shall accrue to or be incurred inter se the Transferor Companies and the Transferee Company or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with the Applicable law and in such case, each Company shall bear its own costs unless otherwise mutually agreed.

27.3. The Board of Directors of the Transferor Companies and the Transferee Company shall be entitled to withdraw this Scheme anytime prior to the Effective Date.

27.4. Further, the Board of Directors of the Transferor Companies and the Transferee Company shall be entitled to revoke, cancel and declare the Scheme of no effect if the Board of Directors of the Transferor Companies and the Transferee Company are of view that the coming into effect of the Scheme in terms of the provisions of this Scheme or filing of the drawn up orders with any authority could have an adverse implication(s) on all or any of the Transferor Companies or the Transferee Company.

27.5. If any part of this Scheme hereof is invalid, ruled illegal by any NCLT of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Transferor Companies and the Transferee Company that such part shall be severable from the remainder of the Scheme. Further, if the deletion of such part of this Scheme may cause this Scheme to become materially adverse to the any of the Transferor Companies and /or the Transferee Company, then in such case the Transferor Companies and /or the Transferee Company shall attempt to bring about a modification in the Scheme, as will best preserve for the Transferor Companies and the Transferee Company the benefits and obligations of the Scheme, including but not limited to such part.

28. SEQUENCING OF EVENTS

28.1. Upon the sanction of this scheme, and upon this scheme becoming effective, the following shall be deemed to have occurred / shall occur and become effective and operative, only in the sequence and in the order mentioned hereunder;

a. Amalgamation of Transferor Companies into and with Transferee Company in accordance with Part A and Part B of the Scheme.

b. Transfer of the authorized share capital of the Transferor Companies to the Transferee Company in accordance with clause 8 of the Part B of this scheme, and consequential increase in the authorized share capital of the Transferee Company;

c. Dissolution of Transferor Companies without winding up in accordance with clause 22 of Part C of this Scheme.

d. Issue and allotment of Equity shares of the Transferee Company to the Shareholders of the Second and Third Transferor Companies as of record date.

29. IMPLEMENTATION STEPS AND PROTECTIVE COVENANTS

The Transferor Companies and the Transferee Company shall execute with one or more of their respective shareholders such agreements/ documents as may be necessary

i. For implementation of the scheme and for facilitating the integration of the business of the Transferor Companies and the Transferee Company.

ii. To provide representations, warranties and indemnities in relation to the implementation of the scheme.

The shareholders of SFIPL and MEL shall indemnify and hold harmless MIL and its directors, officers, representatives, partners, employees and agents (collectively, the "**Indemnified Persons**") for losses, liabilities, costs, charges, expenses (whether or not resulting from third party claims), including those paid or suffered pursuant to any actions, proceedings, claims and including interests and penalties discharged by the Indemnified Persons which may devolve on Indemnified Persons on account of amalgamation of SFIPL and MEL into MIL but would not have been payable by such Indemnified Persons otherwise, in the form and manner as may be agreed amongst MIL and the shareholders of SFIPL and MEL.

30. REMOVAL OF DIFFICULTIES

The Transferor Companies and the Transferee Company may, through mutual consent and acting through the respective board of directors, agree to take steps, as may be necessary, desirable or proper, to resolve all doubts, difficulties or questions, whether by reason of any orders of the National Company Law Tribunal or any directives or orders of any governmental authorities or otherwise rising out of, under or by the virtue of this scheme in relation to the arrangement contemplated in this scheme and / or matters concerning or connected therewith.

31. SEVERABILITY

If any part of this scheme is invalid, ruled illegal by any court / governmental authority, or unenforceable under present or future laws, then it is the intention of the Transferee Company and the Transferor Companies that such part shall be severable from the reminder of this scheme and this scheme shall not be affected thereby, unless the deletion of such part shall cause this scheme to become materially adverse to either the Transferee Company or any of the Transferor Company, in which case the Transferee Company and Transferor Companies may, through mutual consent and acting through their respective board of directors, attempt to bring about appropriate modification to this scheme, as will best preserve for each of them, the benefits and obligation of this scheme, including but not limited to such part.

32. REPEAL AND SAVINGS

32.1. The Transfer of assets, Liabilities and business to, and the continuance of proceedings by or against, the Transferee Company as envisaged in this scheme shall not affect any transaction or proceedings already conclude by the Transferor Companies or the Transferee Company on or before the Effective Date, to the end and intend that the Transferee Company shall be automatically deemed to accept and adopt all such acts, deed and things done or executed by Transferor Companies.

33. COSTS, CHARGES AND EXPENSES

33.1. All taxes including duties (including the adjudication charges/ fees and stamp duty, if any, applicable in relation to this Scheme), levies and all other similar expenses, if any (save as expressly otherwise agreed) of the Transferor Companies and the Transferee Company arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne and paid by the Second Transferor Company and Third Transferor Company and / or their respective shareholders.

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STRICTLY PRIVATE & CONFIDENTIAL

May 07, 2018

The Audit Committee
Manugraph India Limited
Sidhwa House, 1st Floor,
N.A. Sawant Marg,
Colaba – 400 005

The Board of Directors
Manu Enterprises Limited
Sidhwa House, 1st Floor,
N.A. Sawant Marg,
Colaba – 400 005

The Board of Directors
Santsu Finance & Investment Private Limited
Sidhwa House, 1st Floor,
N.A. Sawant Marg,
Colaba – 400 005

The Board of Directors
Constrad Agencies (Bombay) Private Limited
Sidhwa House, 1st Floor,
N.A. Sawant Marg,
Colaba – 400 005

Re: Proposed amalgamation of Manu Enterprises Limited, Santsu Finance & Investment Private Limited and Constrad Agencies (Bombay) Private Limited into Manugraph India Limited

Dear Sirs,

We have been requested by the management of Manugraph India Limited (hereinafter referred to as "MIL"), Manu Enterprises Limited (hereinafter referred to as "MEL"), Santsu Finance & Investment Private Limited (hereinafter referred to as "SFIPL") and Constrad Agencies (Bombay) Private Limited (hereinafter referred to as "Constrad"), (collectively referred to as "Companies") to issue a report containing recommendation of fair equity share exchange ratio for the proposed amalgamation of MEL, SFIPL and Constrad into MIL.

1. SCOPE AND PURPOSE OF THIS REPORT

1.1 We have been given to understand that in order to *inter alia* simplify the shareholding structure of MIL, reduce shareholding tiers for the promoters of MIL, it is proposed that MEL and SFIPL will amalgamate into MIL in accordance with the provisions of Sections 230 to 232 and other applicable provisions of Companies Act 2013 (hereinafter referred to as "Scheme of Merger by Absorption"). Subject to necessary approvals, MEL and SFIPL

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would be merged with MIL, with effect from appointed date of March 31, 2018 or such other date as may be approved by National Company Law Tribunal ('NCLT'). Further, we have been informed that, as part of the Scheme, Constrad, a 100% subsidiary of MIL, will also be amalgamated with MIL for which no shares would be issued.

1.2 In this regard, we have been requested to issue a report containing recommendation of fair equity share exchange ratio for the proposed amalgamation of MEL and SFIPL into MIL.

2. BACKGROUND OF MANUGRAPH INDIA LIMITED

2.1 MIL, was incorporated on April 25, 1972. The company is the one of the largest manufacturer of web-offset printing presses in India and has a significant share of the world market for its products. The manufacturing facilities are located at Kolhapur in India.

2.2 MIL has significant presence in the international market too. Leading publishers from South America, Europe, Middle East, Asia & the CIS countries have all invested in MIL presses.

2.3 The company has its in-house R&D facilities with a combined strength of over 50 engineers. The R&D facilities are recognized by Department of Scientific and Industrial Research – Ministry of Science and Technology, Government of India.

2.4 The equity shares of MIL are listed on BSE Limited and The National Stock Exchange of India Limited.

3. BACKGROUND OF CONSTRAD AGENCIES (BOMBAY) PRIVATE LIMITED

3.1 Constrad was incorporated on March 25, 1986 and is a 100% subsidiary of MIL. The company holds part of 2nd floor of Sidhwa House, located at Colaba. Constrad does not have any business operations.

4. BACKGROUND OF SANTSU FINANCE & INVESTMENT PRIVATE LIMITED

4.1 SFIPL was incorporated on August 20, 1993. SFIPL was registered as a Non-Banking Finance Company ('NBFC') by way of Certificate of Registration issued by Reserve Bank of India ('RBI') dated March 11, 1998. SFIPL has applied to RBI to surrender the NBFC license.

4.2 The company is involved in the business of Investments in shares and securities. The company does not carry out any other business activity as on date.

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4.3 Based on the latest audited financial statements as on March 31, 2018, SFIPL currently holds 25,37,000 representing 8.34% equity shares of MIL.

4.4 The shareholding pattern of SFIPL as on March 31, 2018 is as follows:

Name of the Shareholder	No. of Shares	% of Holding
Sanjay Sanat Shah	2,08,000	42.45%
Pradeep Sanat Shah	2,08,000	42.45%
Manu Enterprises Limited	74,000	15.10%
Total	**4,90,000**	**100.00%**

5. BACKGROUND OF MANU ENTERPRISES LIMITED

5.1 MEL was incorporated on January 3, 1977. MEL was engaged in the business of distribution of printing machine and spare parts, consultancy to graphic art industry and service agency, but currently, does not carry out any business activity.

5.2 Based on the latest audited financial statements as on March 31, 2018, MEL currently holds 23,16,500 representing 7.62% equity shares of MIL.

5.3 The shareholding pattern of MEL as on March 31, 2018 is as follows:

Name of the Shareholder	No. of Shares	% of Holding
Sanjay Sanat Shah	19,470	48.68%
Pradeep Sanat Shah	19,470	48.68%
Multigraph Machinery Co. Ltd.	1,000	2.50%
Ameeta Shah	10	0.03%
Rupali Shah	10	0.03%
Kushal Shah	10	0.03%
Aditya Shah	10	0.03%
Others	20	0.05%
Total	**40,000**	**100.00%**

6. SOURCES OF INFORMATION

For the purposes of this exercise, we have relied upon the following sources of information:

(a) Annual Report of MEL and SFIPL for the financial year (FY) 2016-17.

(b) Audited financials of MEL and SFIPL for financial year 2017-18.

(c) Draft Scheme of Merger by Absorption under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

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(d) Such other information and explanations as required and which have been provided by the management of MIL, MEL and SFIPL.

7. CAVEATS / LIMITATIONS / DISCLAIMERS

7.1 Our recommendation is dependent upon the information furnished to us being complete in all material respects.

7.2 This report has been prepared for the Board of Directors of MIL, MEL and SFIPL solely for the purpose of recommending a fair equity share exchange ratio for the proposed amalgamation of MEL and SFIPL into MIL.

7.3 No investigation on MEL and SFIPL's claim to title of assets has been made for the purpose of this report and their claim to such rights has been assumed to be valid. Therefore, no responsibility is assumed for matters of a legal nature.

7.4 The information contained herein and our report is absolutely confidential. It is intended only for the sole use and information of the Companies, and only in connection with the proposed Amalgamation as aforesaid including for the purpose of obtaining regulatory/statutory approvals as may be required under any law. It is to be noted that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the proposed Amalgamation as aforesaid, can be done only with our prior permission in writing.

7.5 For the purpose of this report, we were provided with both written and verbal information. We assume no responsibility for any errors in the above information furnished by the Companies and consequential impact on the present exercise.

7.6 Our work does not constitute an audit or certification of the historical financial statements/provisional results of the Company referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report.

7.7 Our report is not, nor should it be construed as our opining or certifying the compliance of the proposed amalgamation with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such proposed amalgamation.

7.8 Any person/party intending to provide finance/invest in the shares/businesses of any of the Companies, shall do so, after seeking their own professional advice and after carrying

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out their own due diligence procedures to ensure that they are making an informed decision.

7.9 SSPA, nor its partners, managers, employees or agents of any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which this report was issued. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in this report.

8. BASIS FOR DETERMINATION OF RATIO

8.1 MEL and SFIPL as on the date of this report hold 23,16,500 and 25,37,000 equity shares respectively in MIL. Upon Amalgamation of MEL and SFIPL into MIL, the shareholders of MEL and SFIPL would be entitled to the same number of shares of MIL which they own on the effective date of the proposed amalgamation indirectly through their holding in MEL and SFIPL. Pursuant to the amalgamation, there would be no change in the paid-up capital of MIL. As mentioned above, the shareholders of MEL and SFIPL will hold the same number of shares as MEL and SFIPL hold in MIL, post merger and consequently there is no impact on the shareholding pattern of other shareholders, therefore no valuation is required.

8.2 The cash balance prior to effective date will be utilised to meet the costs, fees and expenses including stamp duties payable on issue of new shares in relation to the proposed amalgamation. Further we understand in the event MEL and SFIPL are unable to bear any such expenses due to lack of available funds, the shareholders of MEL and SFIPL will bear such expenses

8.3 Further, we understand that the shareholders of MEL and SFIPL shall indemnify and hold harmless MIL for losses, liabilities, costs, charges, expenses (whether or not resulting from third party claims), including those paid or suffered pursuant to any actions, proceedings, claims and including interests and penalties discharged by MIL which may devolve on MIL on account of amalgamation of MEL and SFIPL with MIL but would not have been payable by MIL otherwise, in the form and manner as may be agreed amongst MIL and the shareholders of MEL and SFIPL. Thus, MIL will not bear any expenses pursuant to the amalgamation.

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9. RECOMMENDED RATIO

9.1 Based on above, we recommend a fair equity share exchange ratio as follows:

a) **23,16,500 fully paid-up equity shares (face value of INR 2 each) of MIL to be issued and allotted to shareholders of MEL (face value of INR 100 each) in the proportion of the number of equity shares held by the shareholders of MEL in the event of Amalgamation of MEL into MIL.**

b) **25,37,000 fully paid-up equity shares (face value of INR 2 each) of MIL to be issued and allotted to shareholders of SFIPL (face value of INR 10 each) in the proportion of the number of equity shares held by the shareholders of SFIPL in the event of Amalgamation of SFIPL into MIL.; and**

9.2 We believe that the above ratio is fair and equitable considering that all the shareholders of MEL and SFIPL are and will, upon amalgamation, remain ultimate beneficial owners of MIL in the same ratio (inter-se) as they hold shares prior to the amalgamation and that the interest of other shareholders in MIL remains unaffected.

Thanking you,
Yours faithfully,

SSPA & L

SSPA & CO. CHARTERED ACCOUNTANTS MUMBAI

SSPA & CO.
Chartered Accountants
Firm registration number: 128851W

Signed by **Parag Ved, Partner**
Membership No. 102432

Place: Mumbai

Report of the Audit Committee of Manugraph India Limited (MIL) on Merger by Absorption of Constrad Agencies (Bombay) Private Limited (CABPL) and Manu Enterprises Limited (MEL) and Santsu Finance and Investment Private Limited (SFIPL) with the Company

Composition of the Audit Committee:

Mr. Hiten C. Timbadia	:	Chairman & Independent Director
Mr. Perses M. Bilimoria	:	Independent Director
Mr. Abhay J. Mehrotra	:	Independent Director

In attendance

Mr. Hiten C. Timbadia	:	Chairman & Independent Director
Mr. Perses M. Bilimoria	:	Independent Director
Mr. Abhay J. Mehrotra	:	Independent Director
Mr. Suresh Narayan	:	Chief Financial Officer
Mr. Mihir V. Mehta	:	Company Secretary

1. **Background:**

(i) A Meeting of Audit committee was held on May 8, 2018 to consider and recommend to the Board the proposed scheme of Merger by Absorption of Constrad Agencies (Bombay) Private Limited (First Transferor Company) and Manu Enterprises Limited (Second Transferor Company) and Santsu Finance and Investment Private Limited (Third Transferor Company) with Manugraph India Limited (Transferee Company) under section 230 to 232 of Companies Act, 2013 and other Applicable provisions of said act.

(ii) This report of Audit Committee is for compliance with the requirements of Circular CFD/DL3/CIR/2017/21 dated March 10, 2017 issued by Securities and Exchange Board of India ("SEBI Circular").

2. **<u>Documents placed before Audit Committee</u>**

The following documents were placed before the Audit Committee:

(a) Draft Scheme, duly initialed by the Chairman of the Company for the purpose of identification;

(b) Valuation report dated 07th May, 2018 issued by M/s. SSPA & Co., Chartered Accountants describing the methodology adopted by them in arriving at share exchange ratio between (a) Manu Enterprises Limited (Second Transferor Company) and Manugraph India Limited (Transferee Company); (b) Santsu Finance and Investment Private Limited (Third Transferor Company) and Manugraph India Limited (Transferee Company).

(c) Fairness Opinion dated May 7, 2018 issued by M/s. Fortress Capital Management Services Pvt. Ltd., the Merchant Banker on Valuation Report.

(d) Draft Certificate issued by M/s. Natvarlal Vepari & Co., Chartered Accountants, the statutory auditors of the Company confirming that the accounting treatment in the scheme is in accordance with applicable Indian Accounting Standards under Companies Act 2013, and other Accounting principles generally accepted in India.

3. **<u>Proposed Scheme</u>**

(i) The Audit Committee noted the background and rationale for the proposed scheme, which are, *inter alia,* as follows:

- Consolidation of subsidiary of MIL thereby resulting in reduction of number of entities in the Group, direct ownership of assets of the subsidiary and optimization of administrative costs;
- Consolidation and reorganization of the promoter holding in MIL thereby simplifying shareholding structure;
- Long term stability and transparency in the holding structure of MIL; and
- Demonstrate the promoter's group direct commitment to and engagement with MIL.

(ii) The management proposes to achieve the above pursuant to the draft scheme under Section 230 to 232 and all other provisions of the Companies Act, 2013, in the manner set out therein.

4. <u>The key highlights of Draft Scheme, inter alia, are as under:</u>

(a) Pursuant to the draft scheme of arrangement:

- CABPL, MEL and SFIPL would be Amalgamated with MIL;
- The existing shares of MIL held by MEL and SFIPL shall be cancelled and fresh shares of MIL shall be issued to the shareholders of MEL and SFIPL as an integral part of the scheme;
- CABPL is a wholly owned subsidiary company and accordingly no consideration shall be payable pursuant to the merger and the equity shares held by MIL in CABPL shall stand cancelled.

(b) On the Scheme becoming effective, all employees of CABPL and MEL and SFIPL shall become the employees of MIL respectively without any break in service on same terms and conditions on which they were engaged.

(c) All legal proceedings of whatsoever nature by or against CABPL and MEL and SFIPL pending and/or arising before the Effective Date shall not abate or be discontinued or be in any way prejudicially affected by reason of the Scheme or by anything contained in this Scheme but shall be continued and enforced by or against MIL, as the case may be, in the same manner and to the same extent as would or might have been continued and enforced by or against CABPL and MEL and SFIPL.

(d) Subject to the other provisions of this Scheme, all contracts, deeds, bonds, insurance, letters of intent, undertakings, arrangements, policies, agreements (including shareholders agreements and investor agreements) and other instruments, if any, of whatsoever nature pertaining to CABPL and MEL and SFIPL, to which CABPL and MEL and SFIPL is a party and subsisting or having effect on the Effective Date, shall be in full force and effect against or in favor of MIL, as the case may be, and may be enforced by or against MIL as fully and effectually as if, instead of CABPL and MEL and SFIPL.

(e) The Scheme is and shall be conditional upon and subject to the approvals and/or sanctions laid down therein.

(f) The proposed scheme shall not cause any prejudice to the creditors of the Company.

5. Recommendations of the Audit Committee

The Audit Committee has considered and noted the aforementioned documents and the draft scheme, and recommends the draft Scheme of Merger by Absorption to the Board of Directors of the Company for their consideration and approval, inter-alia, taking into consideration the benefits of the scheme and fairness opinion report dated May 7, 2018 2018 issued by M/s. Fortress Capital Management Services Pvt. Ltd., the Merchant Banker.

Date: 8th May 2018

Place Mumbai

CHAIRMAN

FORTRESS

STRICTLY PRIVATE & CONFIDENTIAL

May 7, 2018

The Audit Committee
Manugraph India Limited
Sidhwa House, 1st Floor,
N.A. Sawant Marg,
Colaba – 400 005

The Board of Directors
Manu Enterprises Limited
Sidhwa House, 1st Floor,
N.A. Sawant Marg,
Colaba – 400 005

The Board of Directors
Santsu Finance & Investment Private Limited
Sidhwa House, 1st Floor,
N.A. Sawant Marg,
Colaba – 400 005

The Board of Directors
Constrad Agencies (Bombay) Private Limited
Sidhwa House, 1st Floor,
N.A. Sawant Marg,
Colaba – 400 005

Sub.: Fairness Opinion on the Report by M/s. SSPA & Co., Chartered Accountants, on proposed amalgamation of Manu Enterprises Limited, Santsu Finance & Investment Private Limited and Constrad Agencies (Bombay) Private Limited into Manugraph India Limited.

Dear Sirs,

We refer to our discussion wherein the **Manugraph India Limited** (hereinafter referred to as "MIL"), Manu Enterprises Limited (hereinafter referred to as "**MEL**"), **Santsu Finance & Investment Private Limited** (hereinafter referred to as "**SFIPL**") and **Constrad Agencies (Bombay) Private Limited** (hereinafter referred to as "**Constrad**"), (hereinafter collectively referred to as "**Companies**") has requested **Fortress Capital Management Services Private Limited** ('**Us**') to give a fairness opinion on the equity share exchange ratio for the purpose of proposed amalgamation of MEL and SFIPL into MIL recommended by SSPA & Co., Chartered Accountants ((hereinafter referred to as "SSPA")

CIN : U67120MH2004PTC145815
FORTRESS CAPITAL MANAGEMENT SERVICES PVT. LTD.
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Tel.: +91 (22) 2200 7973 / 74 / 75 / 76 • Fax : +91 (22) 2203 1609 • E-mail : fortress@fortress.co.in • Website : www.fortress.co.in

1. BACKGROUND

1.1 MANUGRAPH INDIA LIMITED

1.1.1 MIL, was incorporated on April 25, 1972. The company is the one of the largest manufacturer of web-offset printing presses in India and has a significant share of the world market for its products. The manufacturing facilities are located at Kolhapur in India.

1.1.2 The Company has its in-house R&D facilities with a combined strength of over 50 engineers. The R&D facilities are recognized by Department of Scientific and Industrial Research – Ministry of Science and Technology, Government of India.

1.1.3 The equity shares of MIL are listed with BSE Limited and The National Stock Exchange of India Limited.

1.2 MANU ENTERPRISES LIMITED

1.2.1 MEL was incorporated on January 3, 1977. MEL was engaged in the business of distribution of printing machine and spare parts, consultancy to graphic art industry and service agency, but currently, does not carry out any business activity.

1.2.2 Based on the audited financial statements as on March 31, 2018, MEL currently holds 23,16,500 representing 7.62% equity shares of MIL.

1.3 SANTSU FINANCE & INVESTMENT PRIVATE LIMITED

1.3.1 SFIPL was incorporated on August 20, 1993. SFIPL was registered as a Non-Banking Finance Company ('NBFC') by way of Certificate of Registration issued by Reserve Bank of India ('RBI') dated March 11, 1998. SFIPL has applied to RBI to surrender the NBFC license.

1.3.2 The company is involved in the business of Investments in shares and securities. The company does not carry out any other business activity as on date.

1.3.3 Based on the financial statements as on March 31, 2018, SFIPL currently holds 25,37,000 representing 8.34% equity shares of MIL.

1.4 CONSTRAD AGENCIES (BOMBAY) PRIVATE LIMITED

1.4.1 Constrad was incorporated on March 25, 1986 and is a 100% subsidiary of MIL. The company holds part of 2nd floor of Sidhwa House located at Colaba. Constrad does not have any business operations

2. PURPOSE OF REPORT

2.1 We have been informed by the Companies that in order to inter alia simplify the shareholding structure of MIL, reduce shareholding tiers for the promoters of MIL, it is proposed that MEL and SFIPL will amalgamate into MIL in accordance with the provisions of Sections 230 to 232 and other applicable provisions of Companies Act 2013 (hereinafter referred to as "Scheme of Merger by Absorption"). Further, we have been informed that, as part of the Scheme, Constrad, a 100% subsidiary of MIL, will also be amalgamated with MIL for which no shares would be issued.

2.2 In this regard, Companies has appointed SSPA for recommendation of equity share exchange ratio for the proposed amalgamation of MEL and SFIPL into MIL.

2.3 Accordingly, Companies has appointed Us to give a Fairness Opinion on the equity share exchange ratio for the purpose of proposed amalgamation of MEL and SFIPL into MIL recommended by SSPA

2.4 The information contained in our report herein is confidential. It is intended only for the sole use of captioned purpose including for obtaining the requisite statutory approvals.

FORTRESS

3. SOURCES OF INFORMATION

For the purposes of this exercise, we have relied upon the following sources of information:

3.1 Annual Report of MEL and SFIPL for the FY 2016-17.

3.2 Audited financials of MEL and SFIPL for FY 2017-18.

3.3 Report dated May 7, 2018 of SSPA.

3.4 Draft Scheme of Scheme of Merger by Absorption under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

3.5 Such other information and explanations as required and which have been provided by the management of MIL, MEL and SFIPL.

3.6 Other relevant details regarding the Companies such as their history, past and present activities, future plans and prospects, existing shareholding pattern, income-tax position and other relevant information and data, including information in the public domain.

3.7 Such other information and explanations as required and which have been provided by the Management including Management Representations and by SSPA.

4. EXCLUSIONS AND LIMITATIONS

4.1 Our conclusion is based on the information furnished to us being complete and accurate in all material respects. We have relied upon the historical financials and the information and representations furnished to us without carrying out any audit or other tests to verify its accuracy with limited independent appraisal.

4.2 We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the companies.

4.3 Our work does not constitute verification of historical financials or including the working results of the Companies referred to in this report. Accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report.

4.4 Our opinion is not intended to and does not constitute a recommendation to any shareholders as to how such shareholder should vote or act in connection with the Scheme or any matter related therein.

4.5 Our liability (statutory or otherwise) for any economic loss or damage arising out of the rendering this Opinion shall be limited to amount of fees received for rendering this Opinion as per our engagement with MIL.

4.6 Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed demerger with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.

4.7 We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof.

4.8 We do not express any opinion as to the price at which shares of the Resulting Company may trade at any time, including subsequent to the date of this opinion.

4.9 Any person/party intending to provide finance/invest in the shares/businesses of any of the Companies, shall do so, after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. It is to be noted that any reproduction, copying or

FORTRESS CAPITAL MANAGEMENT SERVICES PVT. LTD. Mumbai otherwise quoting of this report or any part thereof, other than in connection with the proposed demerger as aforesaid, can be done only with our prior permission in writing.

4.10 This certificate has been issued for the sole purpose to facilitate the Company to comply with SEBI (Listing Obligations and disclosure requirements) Regulations, 2015 and SEBI Circular No CFD/DIL3/CIR/2017/21 dated March 10, 2017.

4.11 Fortress Capital Management Services Private Limited, nor its directors, managers, employees or agents of any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the fairness opinion is given. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the opinion.

5. CONCLUSION

5.1 We have reviewed the Scheme of Merger by Absorption and Basis determining the Equity Share Exchange Ratio for the proposed amalgamation of MEL and SFIPL into MIL recommended by SSPA

5.2 On the basis of the foregoing and based on the information and explanation provided to us, the share entitlement ratio of:

(a) 23,16,500 fully paid-up equity shares (face value of INR 2 each) of MIL to be issued and allotted to shareholders of MEL (face value of INR 100 each) in the proportion of the number of equity shares held by the shareholders of MEL in the event of Amalgamation of MEL into MIL); and

(b) 25,37,000 fully paid-up equity shares (face value of INR 2 each) of MIL to be issued and allotted to shareholders of SFIPL (face value of INR 10 each) in the proportion of the number of equity shares held by the shareholders of SFIPL in the event of Amalgamation of SFIPL into MIL.

5.3 We believe that the above ratios recommended by the SPPA are fair and reasonable considering that all the shareholders of MEL and SFIPL are and will, upon amalgamation, remain ultimate beneficial owners of MIL in the same ratio (inter-se) as they hold shares prior to the amalgamation and that the interest of other shareholders in MIL remains unaffected.

Thanking you,

Yours faithfully,

For Fortress Capital Management Services Pvt. Ltd.

Hitim. M. Joshi

FORTRESS CAPITAL MANAGEMENT SERVICES PVT. LTD. Mumbai

Authorized Signatory

Place: Mumbai

SEBI Registration No.: INM000011146

Pre-Merger Shareholding pattern of Manugraph India Limited (as on March 31, 2018)

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1	Name of Listed Entity: Manugraph India Limited	
2	Scrip Code/Name of Scrip/Class of Security: 505324 / MANUGRAPH / Equity	
3	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)	
	a.	If under 31(1)(b) then indicate the report for Quarter ended: March 31, 2018
	b.	If under 31(1)(c) then indicate date of allotment/extinguishment
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-	

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No

* If the Listed Entity selects the option ‘No’ for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is ‘No’ declared by Listed Entity in above table the values will be considered as ‘Zero’ by default on submission of the format of holding of specified securities.

Manugraph India Limited

Table I - Summary Statement holding of specified securities

Category	Category of shareholder	Number of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
								Class eg: X	Class eg: y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII)As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	21	17,470,578	-	-	17,470,578	57.44%	17,470,578	-	17,470,578	57.44%	-	57.44%	-	-	-	-	17,470,578
(B)	Public	10,926	12,944,483	-	-	12,944,483	42.56%	12,944,483	-	12,944,483	42.56%	-	42.56%	-	-	NA	NA	12,221,957
(C)	Non Promoter - Non Public																	
(C1)	Shares Underlying DRs	-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
(C2)	Shares Held By Employee Trust	-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
	Total	10,947	30,415,061	-	-	30,415,061	100.00%	-	-	-	100.00%	-	100.00%	-	-	-	-	29,692,535

Manugraph India Limited

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shar or otherwise encumbered		held in dematerialised form
									No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
									Class eg: X	Class eg: y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
1	**Indian**																		
(a)	**Individuals / Hindu Undivided Family**		**15**	**6,682,051**	**-**	**-**	**6,682,051**	**21.97%**	**6,682,051**	**-**	**6,682,051**	**21.97%**	**-**	**21.97%**	**-**	**-**	**-**	**-**	**6,682,051**
	Sanat Manilal Shah	AAIPS0616A	3	1,484,709	-	-	1,484,709	4.88%	1,484,709	-	1,484,709	4.88%	-	4.88%	-	-	-	-	1,484,709
	Pradeep S Shah	AAHPS6793D	2	1,765,721	-	-	1,765,721	5.81%	1,765,721	-	1,765,721	5.81%	-	5.81%	-	-	-	-	1,765,721
	Sudha S Shah	ABDPS7770H	2	1,491,570	-	-	1,491,570	4.90%	1,491,570	-	1,491,570	4.90%	-	4.90%	-	-	-	-	1,491,570
	Sanjay S Shah	AAIPS0615D	2	1,373,461	-	-	1,373,461	4.52%	1,373,461	-	1,373,461	4.52%	-	4.52%	-	-	-	-	1,373,461
	Ameeta Shah	ABDPS7769J	2	349,450	-	-	349,450	1.15%	349,450	-	349,450	1.15%	-	1.15%	-	-	-	-	349,450
	Aditya Sanjay Shah	AVQPS4826F	1	116,475	-	-	116,475	0.38%	116,475	-	116,475	0.38%	-	0.38%	-	-	-	-	116,475
	Rupali P Shah	ABDPS7799C	2	87,165	-	-	87,165	0.29%	87,165	-	87,165	0.29%	-	0.29%	-	-	-	-	87,165
	Kushal Sanjay Shah	BCZPS6884A	1	13,500	-	-	13,500	0.04%	13,500	-	13,500	0.04%	-	0.04%	-	-	-	-	13,500
(b)	**Central Government / State Government(s)**		**-**	**-**	**-**	**-**	**-**	**0.00%**	**-**	**-**	**-**	**0.00%**	**-**	**0.00%**	**-**	**-**	**-**	**-**	**-**
(c)	**Financial Institutions / Banks**		**-**	**-**	**-**	**-**	**-**	**0.00%**	**-**	**-**	**-**	**0.00%**	**-**	**0.00%**	**-**	**-**	**-**	**-**	**-**
(d)	**Any Other (Specify)**		**6**	**10,788,527**	**-**	**-**	**10,788,527**	**35.47%**	**10,788,527**	**-**	**10,788,527**	**35.47%**	**-**	**35.47%**	**-**	**-**	**-**	**-**	**10,788,527**
	Bodies Corporate		**6**	**10,788,527**	**-**	**-**	**10,788,527**	**35.47%**	**10,788,527**	**-**	**10,788,527**	**35.47%**	**-**	**35.47%**	**-**	**-**	**-**	**-**	**10,788,527**
	Multigraph Machinery Co Ltd	AAACM3137H	2	5,935,027	-	-	5,935,027	19.51%	5,935,027		5,935,027	19.51%	-	19.51%		-	-	-	5,935,027
	Santsu Finance And Investment Private Ltd	AABCS4449R	2	2,537,000	-	-	2,537,000	8.34%	2,537,000	-	2,537,000	8.34%	-	8.34%	-	-	-	-	2,537,000
	Manu Enterprises Limited	AAACM4979M	2	2,316,500	-	-	2,316,500	7.62%	2,316,500	-	2,316,500	7.62%	-	7.62%	-	-	-	-	2,316,500
	Sub Total (A)(1)		**21**	**17,470,578**	**-**	**-**	**17,470,578**	**57.44%**	**17,470,578**	**-**	**17,470,578**	**57.44%**	**-**	**57.44%**	**-**	**-**	**-**	**-**	**17,470,578**
2	**Foreign**							**0.00%**				**0.00%**		**0.00%**					
(a)	**Individuals (Non-Resident Individuals / Foreign Individuals)**		**-**	**-**	**-**	**-**	**-**	0.00%	**-**	**-**	**-**	0.00%	**-**	0.00%	**-**	**-**	**-**	**-**	**-**
(b)	**Government**		**-**	**-**	**-**	**-**	**-**	0.00%	**-**	**-**	**-**	0.00%	**-**	0.00%	**-**	**-**	**-**	**-**	**-**
(c)	**Institutions**		**-**	**-**	**-**	**-**	**-**	0.00%	**-**	**-**	**-**	0.00%	**-**	0.00%	**-**	**-**	**-**	**-**	**-**
(d)	**Foreign Portfolio Investor**		**-**	**-**	**-**	**-**	**-**	0.00%	**-**	**-**	**-**	0.00%	**-**	0.00%	**-**	**-**	**-**	**-**	**-**
(e)	**Any Other (Specify)**		**-**	**-**	**-**	**-**	**-**	0.00%	**-**	**-**	**-**	0.00%	**-**	0.00%	**-**	**-**	**-**	**-**	**-**
	Sub Total (A)(2)		**-**	**-**	**-**	**-**	**-**	0.00%	**-**	**-**	**-**	0.00%	**-**	0.00%	**-**	**-**	**-**	**-**	**-**
	Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)		**21**	**17,470,578**	**-**	**-**	**17,470,578**	**57.44%**	**17,470,578**	**-**	**17,470,578**	**57.44%**	**-**	**57.44%**	**-**	**-**	**-**	**-**	**17,470,578**

Manugraph India Limited
Table III - Statement showing shareholding pattern of the Public shareholder

	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		otherwise encumbered		dematerialised form
									No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
									Class eg: X	Class eg: y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
1	**Institutions**																		
(a)	**Mutual Fund**		1	250	-	-	250	0.00%	250	-	250	0.00%	-	0.00%	-	-	NA	NA	250
(b)	**Venture Capital Funds**		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
(c)	**Alternate Investment Funds**		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
(d)	**Foreign Venture Capital Investors**		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
(e)	**Foreign Portfolio Investor**		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
(f)	**Financial Institutions / Banks**		2	450	-	-	450	0.00%	450	-	450	0.00%	-	0.00%	-	-	NA	NA	450
(g)	**Insurance Companies**		1	702,636	-	-	702,636	2.31%	702,636	-	702,636	2.31%	-	2.31%	-	-	NA	NA	702,636
	Life Insurance Corporation Of India	AAACL0582H	1	702,636	-	-	702,636	2.31%	702,636	-	702,636	2.31%	-	2.31%	-	-	NA	NA	702,636
(h)	**Provident Funds/ Pension Funds**		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
(i)	**Any Other (Specify)**		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
	Sub Total (B)(1)		4	703,336	-	-	703,336	2.31%	703,336	-	703,336	2.31%	-	2.31%	-	-	NA	NA	703,336
2	**Central Government/ State Government(s)/ President of India**																		
	Central Government / State Government(s)																		
	Sub Total (B)(2)																		
3	**Non-Institutions**																		
(a)	**Individuals**			-	-				-		-				-		NA	NA	
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.		10,230	5,987,817	-	-	5,987,817	19.69%	5,987,817	-	5,987,817	19.69%	-	19.69%	-	-	NA	NA	5,320,341
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		8	1,947,065	-	-	1,947,065	6.40%	1,947,065	-	1,947,065	6.40%	-	6.40%	-	-	NA	NA	1,947,065
	Hardik Bharat Patel	AHIPP1407H		390,892	-	-	390,892	1.29%	390,892	-	390,892	1.29%	-	1.29%	-	-	NA	NA	390,892
	S Shyam	AAMPS6032J		352,852	-	-	352,852	1.16%	352,852	-	352,852	1.16%	-	1.16%	-	-	NA	NA	352,852
(b)	**NBFCs registered with RBI**		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
(c)	**Employee Trusts**		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
(d)	**Overseas Depositories(holding DRs) (balancing figure)**		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
(e)	**Any Other (Specify)**		684	4,306,265	-	-	4,306,265	14.16%	4,306,265	-	4,306,265	14.16%	-	14.16%	-	-	NA	NA	4,251,215
	IEPF		1	268,377	-	-	268,377	0.88%	268,377	-	268,377	0.88%	-	0.88%	-	-	NA	NA	268,377
	Independent Relatives Of Director		3	53,326	-	-	53,326	0.18%	53,326	-	53,326	0.18%	-	0.18%	-	-	NA	NA	53,326
	Foreign Nationals		1	3,620	-	-	3,620	0.01%	3,620	-	3,620	0.01%	-	0.01%	-	-	NA	NA	3,620
	Hindu Undivided Family		334	305,423	-	-	305,423	1.00%	305,423	-	305,423	1.00%	-	1.00%	-	-	NA	NA	305,423
	Foreign Companies		1	250	-	-	250	0.00%	250	-	250	0.00%	-	0.00%	-	-	NA	NA	-
	Non Resident Indians (Non Repat)		62	114,251	-	-	114,251	0.38%	114,251	-	114,251	0.38%	-	0.38%	-	-	NA	NA	114,251
	Other Directors		3	4,700	-	-	4,700	0.02%	4,700	-	4,700	0.02%	-	0.02%	-	-	NA	NA	3,950
	Non Resident Indians (Repat)		79	192,633	-	-	192,633	0.63%	192,633	-	192,633	0.63%	-	0.63%	-	-	NA	NA	175,508
	Clearing Member		62	555,466	-	-	555,466	1.83%	555,466	-	555,466	1.83%	-	1.83%	-	-	NA	NA	555,466
	Jm Financial Services Limited	AAACJ5977A		307,605	-	-	307,605	1.01%	307,605	-	307,605	1.01%	-	1.01%	-	-	NA	NA	307,605
	Bodies Corporate		138	2,808,219	-	-	2,808,219	9.23%	2,808,219	-	2,808,219	9.23%	-	9.23%	-	-	NA	NA	2,771,294
	Prithvi Vincom Pvt.Ltd.	AAECP9213H		313,699	-	-	313,699	1.03%	313,699	-	313,699	1.03%	-	1.03%	-	-	NA	NA	313,699
	Raviraj Developers Ltd	AAACR2052G		441,312	-	-	441,312	1.45%	441,312	-	441,312	1.45%	-	1.45%	-	-	NA	NA	441,312
	Finquest Securities Pvt. Ltd. - Client Ac	AABCB7028F		320,690	-	-	320,690	1.05%	320,690	-	320,690	1.05%	-	1.05%	-	-	NA	NA	320,690
	East India Securities Ltd.	AABCE2412N		737,231	-	-	737,231	2.42%	737,231	-	737,231	2.42%	-	2.42%	-	-	NA	NA	737,231
	Sub Total (B)(3)		10,922	12,241,147	-	-	12,241,147	40.25%	12,241,147	-	12,241,147	40.25%	-	40.25%	-	-	NA	NA	11,518,621
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)		10,926	12,944,483	-	-	12,944,483	42.56%	12,944,483	-	12,944,483	42.56%	-	42.56%	-	-	NA	NA	12,221,957

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

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Table III - Statement showing shareholding pattern of the Public shareholder

	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		otherwise encumbered		dematerialised form
									No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
									Class eg: X	Class eg: y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

No. of shareholders	No. of Shares
0	0

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
									No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
									Class eg: X	Class eg: y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
1	Custodian/DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	NA	-
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	NA	-
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	NA	-

Post-Merger Shareholding Pattern of MIL (as on March 31, 2018)

Shareholding Pattern under Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1	Name of Listed Entity: Manugraph India Limited	
2	Scrip Code/Name of Scrip/Class of Security: 505324 / MANUGRAPH / Equity	
3	Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg.31(1)(c)	
	a.	If under 31(1)(b) then indicate the report for Quarter ended: March 31, 2018
	b.	If under 31(1)(c) then indicate date of allotment/extinguishment
4	Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-	

	Particulars	Yes*	No*
1	Whether the Listed Entity has issued any partly paid up shares?		No
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3	Whether the Listed Entity has any shares against which depository receipts are issued?		No
4	Whether the Listed Entity has any shares in locked-in?		No
5	Whether any shares held by promoters are pledge or otherwise encumbered?		No

* If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

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Table I - Summary Statement holding of specified securities

Category	Category of shareholder	Number of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
								Class eg: X	Class eg: y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII)As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	17	17,469,228	-	-	17,469,228	57.44%	17,469,228	-	17,469,228	57.44%	-	57.44%	-	-	-	-	17,469,228
(B)	Public	10,927	12,945,833	-	-	12,945,833	42.56%	12,945,833	-	12,945,833	42.56%	-	42.56%	-	-	NA	NA	12,221,957
(C)	Non Promoter - Non Public																	
(C1)	Shares Underlying DRs	-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
(C2)	Shares Held By Employee Trust	-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
	Total	10,944	30,415,061	-	-	30,415,061	100.00%	-	-	-	100.00%	-	100.00%	-	-	-	-	29,691,185

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Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shar… or otherwise encumbered		… held in dematerialised form
									No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
									Class eg: X	Class eg: y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
1	**Indian**																		
(a)	**Individuals / Hindu Undivided Family**		**15**	**11,466,711**	**-**	**-**	**11,466,711**	**37.70%**	**11,466,711**	**-**	**11,466,711**	**37.70%**	**-**	**37.70%**	**-**	**-**	**-**	**-**	**11,466,711**
	Sanat Manilal Shah	AAIPS0616A	3	1,484,709	-	-	1,484,709	4.88%	1,484,709	-	1,484,709	4.88%	-	4.88%	-	-	-	-	1,484,709
	Pradeep S Shah	AAHPS6793D	2	4,156,701	-	-	4,156,701	13.67%	4,156,701	-	4,156,701	13.67%	-	13.67%	-	-	-	-	4,156,701
	Sudha S Shah	ABDPS7770H	2	1,491,570	-	-	1,491,570	4.90%	1,491,570	-	1,491,570	4.90%	-	4.90%	-	-	-	-	1,491,570
	Sanjay S Shah	AAIPS0615D	2	3,764,441	-	-	3,764,441	12.38%	3,764,441	-	3,764,441	12.38%	-	12.38%	-	-	-	-	3,764,441
	Ameeta Shah	ABDPS7769J	2	350,125	-	-	350,125	1.15%	350,125	-	350,125	1.15%	-	1.15%	-	-	-	-	350,125
	Aditya Sanjay Shah	AVQPS4826F	1	117,150	-	-	117,150	0.39%	117,150	-	117,150	0.39%	-	0.39%	-	-	-	-	117,150
	Rupali P Shah	ABDPS7799C	2	87,840	-	-	87,840	0.29%	87,840	-	87,840	0.29%	-	0.29%	-	-	-	-	87,840
	Kushal Sanjay Shah	BCZPS6884A	1	14,175	-	-	14,175	0.05%	14,175	-	14,175	0.05%	-	0.05%	-	-	-	-	14,175
(b)	**Central Government / State Government(s)**		**-**	**-**	**-**	**-**	**-**	**0.00%**	**-**	**-**	**-**	**0.00%**	**-**	**0.00%**	**-**	**-**	**-**	**-**	**-**
(c)	**Financial Institutions / Banks**		**-**	**-**	**-**	**-**	**-**	**0.00%**	**-**	**-**	**-**	**0.00%**	**-**	**0.00%**	**-**	**-**	**-**	**-**	**-**
(d)	**Any Other (Specify)**		**2**	**6,002,517**	**-**	**-**	**6,002,517**	**19.74%**	**6,002,517**	**-**	**6,002,517**	**19.74%**	**-**	**19.74%**	**-**	**-**	**-**	**-**	**6,002,517**
	Bodies Corporate		**2**	**6,002,517**	**-**	**-**	**6,002,517**	**19.74%**	**6,002,517**	**-**	**6,002,517**	**19.74%**	**-**	**19.74%**	**-**	**-**	**-**	**-**	**6,002,517**
	Multigraph Machinery Co Ltd	AAACM3137H	2	6,002,517	-	-	6,002,517	19.74%	6,002,517		6,002,517	19.74%	-	19.74%		-	-	-	6,002,517
	Sub Total (A)(1)		**17**	**17,469,228**	**-**	**-**	**17,469,228**	**57.44%**	**17,469,228**	**-**	**17,469,228**	**57.44%**	**-**	**57.44%**	**-**	**-**	**-**	**-**	**17,469,228**
2	**Foreign**							**0.00%**				**0.00%**		**0.00%**					
(a)	**Individuals (Non-Resident Individuals / Foreign Individuals)**		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	-	-	-
(b)	**Government**		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	-	-	-
(c)	**Institutions**		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	-	-	-
(d)	**Foreign Portfolio Investor**		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	-	-	-
(e)	**Any Other (Specify)**		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	-	-	-
	Sub Total (A)(2)		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	-	-	-
	Total Shareholding Of Promoter And Promoter Group (A)= (A)(1)+(A)(2)		**17**	**17,469,228**	**-**	**-**	**17,469,228**	**57.44%**	**17,469,228**	**-**	**17,469,228**	**57.44%**	**-**	**57.44%**	**-**	**-**	**-**	**-**	**17,469,228**

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Table III - Statement showing shareholding pattern of the Public shareholder

	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		otherwise encumbered		dematerialised form
									No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
									Class eg: X	Class eg: y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
1	Institutions																		
(a)	Mutual Fund		1	250	-	-	250	0.00%	250	-	250	0.00%	-	0.00%	-	-	NA	NA	250
(b)	Venture Capital Funds		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
(c)	Alternate Investment Funds		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
(d)	Foreign Venture Capital Investors		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
(e)	Foreign Portfolio Investor		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
(f)	Financial Institutions / Banks		2	450	-	-	450	0.00%	450	-	450	0.00%	-	0.00%	-	-	NA	NA	450
(g)	Insurance Companies		1	702,636	-	-	702,636	2.31%	702,636	-	702,636	2.31%	-	2.31%	-	-	NA	NA	702,636
	Life Insurance Corporation Of India	AAACL0582H	1	702,636	-	-	702,636	2.31%	702,636	-	702,636	2.31%	-	2.31%	-	-	NA	NA	702,636
(h)	Provident Funds/ Pension Funds		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
(i)	Any Other (Specify)		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
	Sub Total (B)(1)		4	703,336	-	-	703,336	2.31%	703,336	-	703,336	2.31%	-	2.31%	-	-	NA	NA	703,336
2	Central Government/ State Government(s)/ President of India																		
	Central Government / State Government(s)																		
	Sub Total (B)(2)																		
3	Non-Institutions																		
(a)	Individuals			-	-				-		-				-		NA	NA	
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.		10,230	5,987,817	-	-	5,987,817	19.69%	5,987,817	-	5,987,817	19.69%	-	19.69%	-	-	NA	NA	5,320,341
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.		8	1,947,065	-	-	1,947,065	6.40%	1,947,065	-	1,947,065	6.40%	-	6.40%	-	-	NA	NA	1,947,065
	Hardik Bharat Patel	AHIPP1407H		390,892	-	-	390,892	1.29%	390,892	-	390,892	1.29%	-	1.29%	-	-	NA	NA	390,892
	S Shyam	AAMPS6032J		352,852	-	-	352,852	1.16%	352,852	-	352,852	1.16%	-	1.16%	-	-	NA	NA	352,852
(b)	NBFCs registered with RBI		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
(c)	Employee Trusts		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
(d)	Overseas Depositories(holding DRs) (balancing figure)		-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%	-	-	NA	NA	-
(e)	Any Other (Specify)		685	4,307,615	-	-	4,307,615	14.16%	4,307,615	-	4,307,615	14.16%	-	14.16%	-	-	NA	NA	4,251,215
	IEPF		1	268,377	-	-	268,377	0.88%	268,377	-	268,377	0.88%	-	0.88%	-	-	NA	NA	268,377
	Independent Relatives Of Director		4	54,676	-	-	53,326	0.18%	53,326	-	53,326	0.18%	-	0.18%	-	-	NA	NA	53,326
	Foreign Nationals		1	3,620	-	-	3,620	0.01%	3,620	-	3,620	0.01%	-	0.01%	-	-	NA	NA	3,620
	Hindu Undivided Family		334	305,423	-	-	305,423	1.00%	305,423	-	305,423	1.00%	-	1.00%	-	-	NA	NA	305,423
	Foreign Companies		1	250	-	-	250	0.00%	250	-	250	0.00%	-	0.00%	-	-	NA	NA	-
	Non Resident Indians (Non Repat)		62	114,251	-	-	114,251	0.38%	114,251	-	114,251	0.38%	-	0.38%	-	-	NA	NA	114,251
	Other Directors		3	4,700	-	-	4,700	0.02%	4,700	-	4,700	0.02%	-	0.02%	-	-	NA	NA	3,950
	Non Resident Indians (Repat)		79	192,633	-	-	192,633	0.63%	192,633	-	192,633	0.63%	-	0.63%	-	-	NA	NA	175,508
	Clearing Member		62	555,466	-	-	555,466	1.83%	555,466	-	555,466	1.83%	-	1.83%	-	-	NA	NA	555,466
	Jm Financial Services Limited	AAACJ5977A		307,605	-	-	307,605	1.01%	307,605	-	307,605	1.01%	-	1.01%	-	-	NA	NA	307,605
	Bodies Corporate		138	2,808,219	-	-	2,808,219	9.23%	2,808,219	-	2,808,219	9.23%	-	9.23%	-	-	NA	NA	2,771,294
	Prithvi Vincom Pvt.Ltd.	AAECP9213H		313,699	-	-	313,699	1.03%	313,699	-	313,699	1.03%	-	1.03%	-	-	NA	NA	313,699
	Raviraj Developers Ltd	AAACR2052G		441,312	-	-	441,312	1.45%	441,312	-	441,312	1.45%	-	1.45%	-	-	NA	NA	441,312
	Finquest Securities Pvt. Ltd. - Client Ac	AABCB7028F		320,690	-	-	320,690	1.05%	320,690	-	320,690	1.05%	-	1.05%	-	-	NA	NA	320,690
	East India Securities Ltd.	AABCE2412N		737,231	-	-	737,231	2.42%	737,231	-	737,231	2.42%	-	2.42%	-	-	NA	NA	737,231
	Sub Total (B)(3)		10,923	12,242,497	-	-	12,242,497	40.25%	12,242,497	-	12,242,497	40.25%	-	40.25%	-	-	NA	NA	11,518,621
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)		10,927	12,945,833	-	-	12,945,833	42.56%	12,945,833	-	12,945,833	42.56%	-	42.56%	-	-	NA	NA	12,221,957

Details of the shareholders acting as persons in Concert including their Shareholding (No. and %):

Manugraph India Limited

Table III - Statement showing shareholding pattern of the Public shareholder

	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		otherwise encumbered		dematerialised form
									No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
									Class eg: X	Class eg: y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)

Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

No. of shareholders	No. of Shares
0	0

Note:

1 Post Merger Shareholding Pattern

2 Save and Except change in Promoter, Promoter Group and Relative of Directors, the shareholding of other members are considered as on March 31, 2018.

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

	Category & Name of the shareholders	PAN	Nos. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialised form
									No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held(b)	No. (a)	As a % of total Shares held(b)	
									Class eg: X	Class eg: y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+ (VI)	(VIII) As a % of (A+B+C2)	(IX)				(X)	(XI)= (VII)+(X) As a % of (A+B+C2)	(XII)		(XIII)		(XIV)
1	Custodian/DR Holder		-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	NA	-
2	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	NA	-
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	NA	NA	-

Annexure - I4

MANUGRAPH
Technology in Print

The financial details of the Manugraph India Limited (Transferee Company) for the previous 3 years as per the audited statement of Accounts:

Name of the Company: **Manugraph India Limited (Transferee Company)**

(Rs. in Crores)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2017-18	2016-17	2015-16
Equity Paid up Capital	6.08	6.08	6.08
Reserves and surplus	203.95	224.75	210.12
Carry forward losses	-	-	-
Net Worth	210.04	230.83	216.20
Miscellaneous Expenditure	-	-	-
Secured Loans	-	-	-
Unsecured Loans	-	-	-
Fixed Assets	100.98	105.75	36.24
Income from Operations	189.23	286.39	271.31
Total Income	199.14	293.06	277.35
Total Expenditure	202.56	293.32	270.73
Profit before Tax	-18.42	-42.22	3.54
Profit after Tax	-18.96	-43.97	5.98
Cash profit	-4.74	8.79	11.26
EPS (in Rs.)	-6.69	-14.45	1.97
Book value (per share) (in Rs.)	69.06	75.89	71.08

For MANUGRAPH INDIA LIMITED

Mihir V. Mehta
Company Secretary

CONSTRAD AGENCIES (BOMBAY) PVT. LTD.

The financial details of the Constrad Agencies (Bombay) Private Limited (Transferor Company)for the previous 3 years as per the audited statement of Accounts:

Name of the Company: **Constrad Agencies (Bombay) Private Limited (Transferor Company)**

(Rs. in Crores)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2017-18	2016-17	2015-16
Equity Paid up Capital	0.25	0.05	0.05
Reserves and surplus	-0.03	-0.01	-0.01
Carry forward losses	-	-	-
Net Worth	0.22	0.04	0.05
Miscellaneous Expenditure	-	-	-
Secured Loans	-	-	-
Unsecured Loans	-	-	-
Fixed Assets	0.07	0.07	0.07
Income from Operations	-	-	-
Total Income	-	-	-
Total Expenditure	0.03	0.01	0.01
Profit before Tax	-0.03	-0.01	-0.01
Profit after Tax	0.03	-0.01	-0.01
Cash profit	-0.03	-0.00	-0.00
EPS (in Rs.)	-10.51	-8.06	-14.42
Book value per share (in Rs.)	86.31	84.11	92.17

For MANUGRAPH INDIA LIMITED

Mihir V. Mehta
Company Secretary

Registered Office: Sidhwa House, 1st Floor, N A Sawant Marg, Colaba, Mumbai – 400 005
Telephone : 022 – 2287 4815, Fax : 022-22870702, CIN: U51100MH1986PTC039336
Email: vk.murthy@manugraph.com

ANNEXURE - I2

MANU ENTERPRISES LIMITED

The financial details of the Manugraph Enterprise Limited (Transferor Company)for the previous 3 years as per the audited statement of Accounts:

Name of the Company: **ManuEnterprise Limited (Transferor Company)**

(Rs. in Crores)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2017-18	2016-17	2015-16
Equity Paid up Capital	0.4	0.4	0.4
Reserves and surplus	30.02	29.90	29.64
Carry forward losses	-	-	-
Net Worth	30.42	30.30	30.04
Miscellaneous Expenditure	-	-	-
Secured Loans	-	-	-
Unsecured Loans	-	-	-
Fixed Assets	0.00	0.00	0.00
Income from Operations	-	-	-
Total Income	0.15	0.27	1.06
Total Expenditure	0.03	0.01	0.29
Profit before Tax	0.12	0.26	0.76
Profit after Tax	0.12	0.26	0.76
Cash profit	0.12	0.26	0.76
EPS (in Rs.)	29.89	64.49	190.96
Book value per share (in Rs.)	7605.11	7575.22	7510.73

For MANUGRAPH INDIA LIMITED

Mihir V. Mehta
Company Secretary

ANNEXURE - I3

SANTSU FINANCE & INVESTMENT PVT. LTD.

The financial details of the Santsu Finance and Investment Private Limited (Transferor Company)for the previous 3 years as per the audited statement of Accounts:

Name of the Company: **Santsu Finance and Investment Private Limited (Transferor Company)**

(Rs. in Crores)

	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2017-18	2016-17	2015-16
Equity Paid up Capital	0.49	0.49	0.49
Reserves and surplus	5.68	5.70	4.96
Carry forward losses	-	-	-
Net Worth	6.17	6.19	5.45
Miscellaneous Expenditure	-	-	-
Secured Loans	-	-	-
Unsecured Loans	-	-	-
Fixed Assets	-	-	-
Income from Operations	-	-	-
Total Income	0.63	0.88	0.13
Total Expenditure	0.52	0.01	0.01
Profit before Tax	0.10	0.87	0.12
Profit after Tax	0.10	0.74	0.12
Cash profit	0.10	0.74	0.12
EPS (in Rs.)	2.09	15.12	2.43
Book value per share (in Rs.)	125.83	126.26	111.14

For MANUGRAPH INDIA LIMITED

Mihir V. Mehta
Company Secretary

1 Name of Listed Entity : Manugraph India Limited
2 Quarter ending : March 31, 2018

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN$ & DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee) &	Date of Appointment in the current term / cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Sanat M. Shah	PAN: AAIPS0616A DIN: 00248499	Non Executive- Chairman	25.04.1972	N. A.	1	Nil	Nil
Mr.	Sanjay S. Shah	PAN: AAIPS0615D DIN: 00248592	Executive	11.08.1989	N.A.	1	1	Nil
Mr.	Pradeep S. Shah	PAN: AAHPS6793D DIN: 00248692	Executive	11.08.1989	N.A.	1	Nil	Nil
Mr.	Bhupal B. Nandgave	PAN: AACPN4084P DIN: 06447544	Executive	10.12.2012	N.A.	1	Nil	Nil
Mr.	Hiten C. Timbadia	PAN: AABPT2277P DIN: 00210210	Non Executive – Independent	30.03.2001	17 Yrs.	1	Nil	2
Mr.	Amit N. Dalal	PAN: AABPD3938R DIN: 00297603	Non Executive – Independent	25.10.2005	12 Yrs. & 5 months	4	2	1
Mr.	Perses M. Bilimoria	PAN: ABYPB8358F DIN: 00781535	Non Executive – Independent	13.05.2010	07 Yrs. & 10 month	1	1	1
Mr.	Abhay J. Mehrotra	PAN: AAOPM0872C DIN: 01673801	Non Executive – Independent	29.10.2010	07 Yrs. & 5 months	1	1	Nil
Mr.	Jai S. Diwanji	PAN: AADPD0804G DIN: 00910410	Non Executive – Independent	30.05.2012	05 Yrs. & 10 month	3	3	Nil
Mrs.	Sohni H. Daswani	PAN: AAJPD9748F DIN: 01933506	Non Executive – Independent	26.03.2015	3 Yrs.	1	1	Nil
Mrs.	Basheera J. Indorewala	PAN: AAIPI8418G DIN: 07294515	Non Executive – Independent	07.02.2018	1 month	1	Nil	Nil

MANUGRAPH INDIA LIMITED MUMBAI

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-
1. Audit Committee	Mr. Hiten C. Timbaida	Chairman - Non Exective - Independent
	Mr. Perses M. Bilimoria	Non Executive - Independent
	Mr. Abhay J. Mehrotra	Non Executive - Independent
2. Nomination & Remuneration Committee	Mr. Hiten C. Timbaida	Chairman - Non Exective - Independent
	Mr. Perses M. Bilimoria	Non Executive - Independent
	Mr. Abhay J. Mehrotra	Non Executive - Independent
3. Risk Management Committee(if applicable)	Not Applicable	
4. Stakeholders Relationship Committee	Mr. Perses M. Bilimoria	Chairman - Non Exective - Independent
	Mr. Sanjay S. Shah	Executive
	Mrs. Sohni H. Daswani	Non Executive - Independent

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
23-Nov-17	7-Feb-18	75

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1. Audit Committee Meeting			
7-Feb-18	Yes.	23-Nov-17	75
2. Stakeholders Relationship Committee			
7-Feb-18	Yes.	23-Nov-17	75

MANUGRAPH INDIA LIMITED MUMBAI

V. Related Party Transactions	
Subject	*Compliance status (Yes/No/NA) refer note below*
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N. A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Confirmations
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
a. Audit Committee
b. Nomination & remuneration committee
c. Stakeholders relationship committee
d. Risk management committee (applicable to the top 100 listed entities) - Not applicable
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report will be placed before the Board of Directors in the next Board Meeting.

For Manugraph India Limited

(Mihir V. Mehta)
Company Secretary
9-Apr-18

MANUGRAPH INDIA LIMITED MUMBAI

MANUGRAPH
Technology in Print

Name of the Entity : Manugraph India Limited

Corporate Governance Report for the Financial Year ended 31.03.2018

I. Disclosure on website in terms of Listing Regulations

Item	*Compliance status* (*Yes/No/NA*) refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	N.A.

II. Annual Affirmations

Particulars	*Regulation Number*	*Compliance status* (*Yes/No/NA*) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	*16(1)(b) & 25(6)*	Yes
Board composition	*17(1)*	Yes
Meeting of Board of directors	*17(2)*	Yes
Review of Compliance Reports	*17(3)*	Yes
Plans for orderly succession for appointments	*17(4)*	Yes
Code of Conduct	*17(5)*	Yes
Fees/compensation	*17(6)*	Yes
Minimum Information	*17(7)*	Yes
Compliance Certificate	*17(8)*	Yes
Risk Assessment & Management	*17(9)*	Yes
Performance Evaluation of Independent Directors	*17(10)*	Yes
Composition of Audit Committee	*18(1)*	Yes
Meeting of Audit Committee	*18(2)*	Yes
Composition of nomination & remuneration committee	*19(1) & (2)*	Yes
Composition of Stakeholder Relationship Committee	*20(1) & (2)*	Yes
Composition and role of risk management committee	*21(1),(2),(3),(4)*	N.A.
Vigil Mechanism	*22*	Yes

MANUGRAPH INDIA LIMITED MUMBAI

Policy for related party Transaction	*23(1),(5),(6),(7) & (8)*	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	*23(2), (3)*	Yes
Approval for material related party transactions	*23(4)*	N.A.
Composition of Board of Directors of unlisted material Subsidiary	*24(1)*	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	*24(2),(3),(4),(5) & (6)*	Yes
Maximum Directorship & Tenure	*25(1) & (2)*	Yes
Meeting of independent directors	*25(3) & (4)*	Yes
Familiarization of independent directors	*25(7)*	Yes
Memberships in Committees	*26(1)*	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	*26(3)*	Yes
Disclosure of Shareholding by Non- Executive Directors	*26(4)*	Yes
Policy with respect to Obligations of directors and senior management	*26(2) & 26(5)*	Yes

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For Manugraph India Limited

Mihir Mehta
Company Secretary

9-Apr-17

MANUGRAPH

ANNEXURE - K

MANUGRAPH
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It is hereby certified that the draft scheme of Merger by Absorption of Constrad Agencies (Bombay) Private Limited (First Transferor Company) and Manu Enterprises Limited (Second Transferor Company) and Santsu Finance and Investment Private Limited (Third Transferor Company) with Manugraph India Limited (Transferee Company) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') and this circular, including the following:

Sl.	Reference	Particulars
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements
2	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of this circular		
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting

Mihir V. Mehta
Company Secretary

Sanjay S. Shah
Vice Chairman & Managing Director

Certified that the transactions / accounting treatment provided in the draft scheme of Merger by Absorption of Constrad Agencies (Bombay) Private Limited (First Transferor Company) and Manu Enterprises Limited (Second Transferor Company) and Santsu Finance and Investment Private Limited (Third Transferor Company) with Manugraph India Limited (Transferee Company) are in compliance with all the Accounting Standards applicable to a listed entity.

Mihir V. Mehta
Company Secretary

Sanjay S. Shah
Vice Chairman & Managing Director

ANNEXURE - 2

Brief particulars of the Companies involved in Scheme of Merger by Absorption

Particulars	Transferee Company	First Transferor Company	Second Transferor Company	Third Transferor Company
Name of the companies	Manugraph India Limited	Constrad Agencies (Bombay) Private Limited	Manu Enterprises Limited	Santsu Finance and Investment Private Limited
Date of Incorporation & details of name changes, if any	25th April, 1972	25th March, 1986	3rd January, 1977	20th August, 1993
Registered Office	Sidhwa House 1st Floor, NA Sawant Marg Colaba, Mumbai - 400005 Maharashtra, India	Sidhwa House 1st Floor, NA Sawant Marg Colaba, Mumbai - 400005 Maharashtra, India	Sidhwa House 1st Floor, NA Sawant Marg Colaba, Mumbai - 400005 Maharashtra, India	Sidhwa House 1st Floor, NA Sawant Marg Colaba, Mumbai - 400005 Maharashtra, India
Brief particulars of the scheme	The Draft Scheme of Amalgamation provides for the merger of Constrad Agencies (Bombay) Private Limited, Manu Enterprises Limited & Santsu Finance and Investment Private Limited with Manugraph India Limited. Presently there is no active business in the Transferor Companies. The Transferee Company is engaged in the business of manufacturing of single width web-offset printing presses.			
Rationale for the scheme	The rationale for the merger of Transferor Companies with the Transferee Company is, ás under: • Consolidation of subsidiary of MIL thereby resulting in reduction of number of entities in the Group, direct ownership of assets of the subsidiary and optimization of administrative costs; • Consolidation and reorganization of the promoter holding in MIL thereby simplifying shareholding structure; • Long term stability and transparency in the holding structure of MIL; and • Demonstrate the promoter's group direct commitment to and engagement with MIL;			
Date of resolution passed by the Board of Director of the Companies approving the scheme	08th May, 2018	08th May, 2018	08th May, 2018	08th May, 2018
Date of meeting of the Audit Committee in which the draft scheme has been approved	08th May, 2018	N.A	N.A	N.A
Appointed Date	1st April, 2018			

MANUGRAPH INDIA LIMITED MUMBAI

Particulars	Transferee Company	First Transferor Company	Second Transferor Company	Third Transferor Company
Name of Exchanges where securities of the company are listed	1. BSE Limited 2. National Stock Exchange of India Limited	N.A	N.A	N.A
Nature of Business	Manufacturing of single width web-offset printing presses	Presently, there is no active business		
Capital before the scheme (No. of equity shares as well as capital in rupees)	9,85,00,000 Equity shares of Rs.2/- each Rs.19,70,00,000/- 10,000 Preference shares of Rs.100/- each Rs.10,00,000/- 20,000 Unclassified shares of Rs.100 each Rs.20,00,000/- 3,50,000 Redeemable shares of Rs.100 each Rs.3,50,00,000/-	35,900 Equity shares of Rs.100/- each Rs.35,90,000/- 100 Preference shares of Rs.100/- each Rs.10,000/-	45,000 Equity shares of Rs.100/- each Rs.45,00,000/-	5,00,000 Equity shares of Rs.10/- each Rs.50,00,000/-
No. of shares to be issued	N.A	NIL	23,16,500	25,37,000
Cancellation of shares on account of cross holding, if any	25,37,000 equity shares held by Santsu Finance & Investment Pvt. Ltd. 23,16,500 equity shares held by Manu Enterprises Ltd.	NIL	NIL	NIL
Capital after the scheme (No. of equity shares as well as capital in rupees)	3,04,15,061 Equity Shares of Rs. 2/- (Rupees Two each) each aggregating to Rs. 6,08,30,122/- (Rupees Six Crore Eight Lakhs Thirty Thousand One Hundred and Twenty Two	N.A	N.A	N.A

Particulars	Transferee Company	First Transferor Company	Second Transferor Company	Third Transferor Company
	Only)			
Net Worth (Rs. Lacs) Pre Post	 21,003.67 20,569.80	 21.58 NIL	 3,042.04 NIL	 616.58 NIL
Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Regn no.	M/s. SSPA & Co., Chartered Accountants Registration Number: 128851W	N.A	M/s. SSPA & Co., Chartered Accountants Registration Number: 128851W	
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	MEL and SFIPL hold 23,16,500 and 25,37,000 equity shares respectively in MIL. Upon Amalgamation of MEL and SFIPL into MIL, the shareholders of MEL and SFIPL would be entitled to the same number of shares of MIL which they own on the effective date of the proposed amalgamation indirectly through their holding in MEL and SFIPL. Pursuant to the amalgamation, there would be no change in the paid-up capital of MIL. As mentioned above, the shareholders of MEL and SFIPL will hold the same number of shares as MEL and SFIPL hold in MIL, post merger and consequently there is no impact on the shareholding pattern of other shareholders, therefore no valuation is required.			
Fair value per shares	As mentioned above since no additional shares are being issued to the shareholders of MEL and SFIPL fair value per share has not been worked out.			
Exchange ratio	The exchange ratio is based on the premise that the shares of MIL held by MEL and SFIPL will be issued to the Shareholders of MEL and SFIPL in the same proportion as they hold shares in MEL and SFIPL respectively. The ratio is as mentioned in the report: • 23,16,500 fully paid-up equity shares (face value of INR 2 each) of MIL to be issued and allotted to shareholders of MEL (face value of INR 100 each) in the proportion of the number of equity shares held by the shareholders of MEL in the case of Amalgamation of MEL into MIL. • 25,37,000 fully paid-up equity shares (face value of INR 2 each) of MIL to be issued and allotted to shareholders of SFIPL (face value of INR 10 each) in the proportion of the number of equity shares held by the shareholders of SFIPL in the case of Amalgamation of SFIPL into MIL.			
Name of Merchant Banker giving fairness opinion	Fortress Capital Management Services Private Limited, Merchant Banker			

Manugraph India Limited				
Shareholding pattern	**Pre**		**Post**	
	No. of Shares	**% of holding**	**No. of Shares**	**% of holding**
Promoter	17470578	57.44%	17469228	57.44%
Public	12944483	42.56%	12945833	42.56%
Custodian	0	0%	0	0%
TOTAL	**30415061**	**100%**	**30415061**	**100%**
No of shareholders	**11170**			

Constrad Agencies(Bombay) Private Limited				
Shareholding pattern	**Pre**		**Post**	
	No. of Shares	**% of holding**	**No. of Shares**	**% of holding**
Promoter	25000	100	NIL	NIL
Public	-		NIL	NIL
Custodian	-		NIL	NIL
TOTAL	**25000**	**100**	**NIL**	**NIL**
No. of shareholders	3		NIL	NIL

Manu Enterprises Limited				
Shareholding pattern	**Pre**		**Post**	
	No. of Shares	**% of holding**	**No. of Shares**	**% of holding**
Promoter	40000	100	NIL	NIL
Public	-		NIL	NIL
Custodian	-		NIL	NIL
TOTAL	**40000**	**100**	**NIL**	**NIL**
No. of shareholders	8		NIL	NIL

Santsu Finance & Investment Private Limited				
Shareholding pattern	**Pre**		**Post**	
	No. of Shares	**% of holding**	**No. of Shares**	**% of holding**
Promoter	490000	100	NIL	NIL
Public	-		NIL	NIL
Custodian	-		NIL	NIL
TOTAL	**490000**	**100**	**NIL**	**NIL**
No. of shareholders	3		NIL	NIL

Details of Promoters

Particulars	**Manugraph India Ltd.**	**Constrad Agencies (Bombay) Pvt. Ltd.**	**Manu Enterprises Ltd.**	**Santsu Finance & Investment Pvt. Ltd.**
Names of the Promoters	1. Sanat M Shah 2. Sudha S Shah 3. Sanjay S Shah 4. Pradeep S Shah 5. Ameeta S Shah 6. Rupali S shah 7. Kushal Shah 8. Aditya S Shah 9. Manu Enterprises Limited 10. Santsu Finance & Investment Private Limited 11. Multigraph Machinery Co. Ltd.	Manugraph India Limited	1.Sanjay S. Shah 2.Pradeep S. Shah 3.Ameeta S. Shah 4.Rupali P. Shah	1.Sanjay S. Shah 2. Pradeep S. Shah 3. Manu Enterprises Ltd.

Details of Directors

	Manugraph India Ltd.	Constrad Agencies (Bombay) Pvt. Ltd.	Manu Enterprises Ltd.	Santsu Finance & Investment Pvt. Ltd.
Names of the Board of Directors	1. Hiten C. Timbadia 2. Sanat M. Shah 3. Sanjay S. Shah 4. Pradeep S. Shah 5. Amit N. Dalal 6. Perses M. Bilimoria 7. Jai S. Diwanji 8. Abhay J. Mehrotra 9. Sohni H. Daswani 10. Bhupal B. Nandgave 11. Basheera J. Indorewala	1. Sanat M. Shah 2. Suresh B. Shah 3. Krishnamoorthy Venkataraman	1. Sanat M Shah 2. Sanjay S. Shah 3. Pradeep S. Shah	1. Sanat M. Shah 2. Sanjay S. Shah 3. Pradeep S. Shah 4. Sudha S. Shah

Particulars	Manugraph India Ltd.	Constrad Agencies (Bombay) Pvt. Ltd.	Manu Enterprises Ltd.	Santsu Finance & Investment Pvt. Ltd.
Please specify relation among the companies involved in the scheme, if any	Group Company	Wholly Owned Subsidiary of Manugraph India Limited (Transferee Company)	Group Company	Group Company
Details regarding change in management control in listed or resulting company seeking listing if any	N.A			

Mob no: 9920281283

HEMALI R SONI
CHARTERED ACCOUNTANT
603 Sharda Apt, Adarsh Dugdhalaya Lane, Marve Road, Malad (W),
Mumbai 400064
Email Id : hemalisoni_1@yahoo.in

To whomsoever it may concern

In relation to the scheme of Merger by Absorption, under Section 230-232 of Companies Act 2013 of Companies Act 2013 and other applicable provisions of said act and rules made thereunder, of Constrad Agencies (Bombay) Private Limited, Manu Enterprises Limited and Santsu Finance And Investment Private Limited (collectively referred to as ' the Transferor Companies') with Manugraph India Limited ('the Transferee Company') and their respective shareholders **("Scheme")** as approved by Board of Directors in their meeting held on Tuesday, May 8, 2018.

THIS IS TO CERTIFY THAT based on the information and documents produced before us and explanation furnished to us by the Transferee Company, the Net-worth of the Transferee Company, as defined under section 2(57) of the Companies Act, 2013, as amended from time to time, would be as under: -

A) Pre-Merger Net-worth of the Transferee Company involved in the Scheme of Merger by Absorption as on 31st March, 2018 is as follows: -

Sr. No.	Particulars	Amount (Rs. in Lacs)
A.	Paid up Share Capital	608.30
B.	Reserves:	
	Securities Premium Account	2,145.06
	General Reserves	9,225.00
	Surplus / (Deficit) in Profit & Loss Account	8,716.72
	Sub-total (B)	**20,086.78**
	Net-worth (A + B)	**20,695.08**

Cont....2

HEMALI R SONI
CHARTERED ACCOUNTANT
603 Sharda Apt, Adarsh Dugdhalaya Lane, Marve Road, Malad (W), Mumbai 400064
Email id : hemalisoni_1@yahoo.in
Mob no: 9920281283

B) Post-Merger Net-worth of the Transferee Company[1] involved in the Scheme of Merger by Absorption as on 31st March, 2018 is as follows: -

Sr. No.	Particulars	Amount (Rs. in Lacs)
A.	Paid up Share Capital	608.30
B.	Reserves:	
	Securities Premium Account	2,145.06
	General Reserves	9,310.83
	Surplus / (Deficit) in Profit & Loss Account	8,505.61
	Sub-total (B)	**19,961.50**
	Net-worth (A + B)	**20,569.80**

Note: This certificate is specifically issued on request of Manugraph India Limited. Figures indicated above have been duly verified by management. Certificate has been issued on the basis of the same and information given to me by management.

For HEMALI R SONI
Chartered Accountant

Hemali R. Soni
MUMBAI 400 064
Chartered Accountant

(HEMALI R SONI)
MEMBERSHIP NO :150182
PLACE : MUMBAI
DATE : 29.06.2018

[1] The same has been computed considering pre-merger balance sheet of Transferor and Transferee companies as on 31 March 2018 considering Ind AS principles of accounting.

4, Shree Niwas Building, 1st Floor,
22, Lakhamshi Napoo Road,
Near Swami Narayan Temple,
Dadar (C.R.) Mumbai - 400 014.
Tel. : 2416 3905 / 24161975
Mobile : 99694 90502
Website : www.dpsangoi.com

D. P. Sangoi & Associates
CHARTERED ACCOUNTANTS

TO WHOSOEVER IT MAY CONCERN

We herewith certify that the **NETWORTH** of **CONSTRAD AGENCIES (BOMBAY) PRIVATE LIMITED** situated at Sidhwa House, N.A.Sawant Marg, Near Colaba Fire Brigade, Colaba, Mumbai - 400005 as on 31st March, 2018 according to the Audited Financial Statements for the Financial Year 2017-18 is **Rs. 2,157,813** (Rupees Twenty One Lakhs Fifty Seven Thousand Eight Hundred Thirteen) comprising the followings:

Particulars	**Rs.**
Paid Up Equity Share Capital	2,500,000
Add: Free Reserves & Surplus	
(excluding revaluation reserves)	-342,187
Less: Accumulated Losses (if any)	NIL
Less: Miscellaneous Expenditure	NIL
NETWORTH	**2,157,813**

This Certificate is issued at the request of the management and on the basis of information and explanation given to us by the management and Audited Balance Sheet as on 31.03.2018 produced before us for verification.

For **D.P.Sangoi & Co.**
Chartered Accountants
Firm Registration No. 109139

Place: Mumbai

Date: 23rd May, 2018

D. P. SANGOI & CO Chartered Accountants MUMBAI - 14.

Mangi

Dhirendra P. Sangoi
Proprietor
Membership No. 032158

Viral Shah & Co.
CHARTERED ACCOUNTANTS

VIRAL R. SHAH B.COM. F.C.A.

203, Laxmi Villa, Opp. Kala Hanuman Temple, M. G. Road, Kandivali (West), Mumbai - 400 067.
Telephone : 022-28618386 / 98 : 08291541133 / 44 • Email : viralshahandco@hotmail.com

NETWORTH CERTIFICATE

This is to certify that the net worth of **M/s. MANU ENTERPRISES LIMITED** having registered address at **Sidhwa House, N.A. Sawant Marg, Near Colaba Fire Station, Colaba, Mumbai: 400005** as on 31st March, 2018 is **Rs. 30,42,04,456/- (Rupees thirty crore forty two lakh four thousand four hundred and fifty six Only) –**

Paid up Capital	40,00,000
Networth calculated as follows:	
Paid up Capital (A)	40,00,000
Add: Reserves & Surplus (B) (Excluding revaluation reserves)	30,02,04,456
Less: Accumulated losses, if any (c)	NIL
Less: Miscellaneous Expenditure (D)	NIL
Total Net Worth (A+B) - (C+D)	**30,42,04,456**

This certificate is issued at the specific request of the Directors of Manu Enterprises Limted, and is issued after verifying underlying base and source records.

Place : Mumbai
Date : 23.05.2018

For VIRAL SHAH & CO
CHARTERED ACCOUNTANTS

VIRAL SHAH & CO. MUMBAI 400 067 CHARTERED ACCOUNTANTS

(VIRAL R. SHAH-PROPRIETOR)
M. No : 039872
F.R.NO- 111552W

VALIA & TIMBADIA
CHARTERED ACCOUNTANTS

Tel: Off.: 2269 2624 / 2269 9664 / 4004 0216
E-mail : valtim09@gmail.com
32, Trinity Chambers, 117, Bora Bazar Street,
Fort, Mumbai - 400 001.

ARVIND P. VALIA
B. Com. (Hons.) F.C.A

HITEN C. TIMBADIA
B. Com. LLB (GEN.) F.C.A.

TO WHOSOEVER IT MAY CONCERN

We herewith certify that the **NETWORTH** of **SANTSU FINANCE & INVESTMENT PRIVATE LIMITED** situated at Sidhwa House, N.A.Sawant Marg, Near Colaba Fire Brigade, Colaba, Mumbai - 400005 as on 31st March, 2018 according to the Audited Financial Statements for the Financial Year 2017-18 is **Rs. 61,657,825** (Rs. Six Crore Sixteen Lakhs Fifty Seven Thousand Eight Hundred Twenty Five) comprising the followings:

Particulars	Rs.
Paid Up Equity Share Capital	4,900,000
Add: Free Reserves & Surplus	
(excluding revaluation reserves)	56,757,825
Less: Accumulated Losses (if any)	NIL
Less: Miscellaneous Expenditure	NIL
NETWORTH	**61,657,825**

This Certificate is issued at the request of the management and on the basis of information and explanation given to us by the management and Audited Balance Sheet as on 31.03.2018 produced before us for verification.

VALIA & TIMBADIA Chartered Accountants MUMBAI

Place: Mumbai
Date: 23rd May, 2018

For **Valia & Timbadia**
Chartered Accountants
Firm Registration No. 112241W

A.P. Valia

Arvind P. Valia
Partner
Membership No. 033962

ANNEXURE - N

MANUGRAPH
Technology in Print

Details of Capital evolution of the Companies involved in Scheme of Merger by Absorption:

Name of the Company: - **Manugraph India Limited (Transferee Company)**

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
Original shares upto 30.6.1986	550000	10		550000	Yes
19.10.1987	224595	25	Rights	774595	Yes
19.01.1988	221840	20	Rights	996435	Yes
07.04.1989	700860	25	Rights	1697295	Yes
22.08.1992	2028822	45	Conversion of fully convertible debenture	3726117	
28.07.1993	320000	45	-DO-	4046117	Yes
06.10.1993	2023059	30	Rights	6069176	Yes
30.05.1995	1040000	-	Scheme	7109176	Yes
25-012002	-1105825	30	Bought back	6003351	Yes
25.01.2002			Sub-division into face value of Rs.2/- each	30016755	Yes
20.12.2006	398306	256	Preferential allotment	30415061	Yes

For MANUGRAPH INDIA LIMITED

Mihir V. Mehta
Company Secretary

MANUGRAPH INDIA LTD.
Sidhwa House, N. A. Sawant Marg, Colaba, Mumbai - 400 005, India.
Tel: 91-22-2287 4815 Fax: 91-22-2287 0702 CIN: L29290MH1972PLC015772
Email: info@manugraph.com Website: www.manugraph.com

CONSTRAD AGENCIES (BOMBAY) PVT. LTD.

Details of Capital evolution of the Companies involved in Scheme of Merger by Absorption:

Name of the Company: - **Constrad Agencies (Bombay) Private Limited (First Transferor Company)**

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
Upto 31.03.2002	640	100		640	N.A.
31.10.2002	360	100	Rights	1000	N.A.
12.05.2003	4000	100	Rights	5000	N.A.
27.11.2017	20000	100	Rights	25000	N.A.

For MANUGRAPH INDIA LIMITED

Mihir V. Mehta
Company Secretary

Registered Office: Sidhwa House, 1st Floor, N A Sawant Marg, Colaba, Mumbai – 400 005
Telephone : 022 – 2287 4815, Fax : 022-22870702, CIN: U51100MH1986PTC039336
Email: vk.murthy@manugraph.com

Details of Capital evolution of the Companies involved in Scheme of Merger by Absorption:

Name of the Company: - **Manu Enterprises Limited (Second Transferor Company)**

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
Upto 31.3.1998	25000	100		25000	N. A.
01.04.1999	20000	100	Bonus	45000	N.A.

For MANUGRAPH INDIA LIMITED

Mihir V. Mehta
Company Secretary

Details of Capital evolution of the Companies involved in Scheme of Merger by Absorption:

Name of the Company: - **Santsu Finance and Investment Private Limited (Third Transferor Company)**

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
29.08.1993	40	10	Initial issue	40	N.A.
28.01.1994	249960	10	Rights issue	250000	N.A.
29.03.1995	240000	10	Rights issue	490000	N.A.

For MANUGRAPH INDIA LIMITED

Mehta

Mihir V. Mehta
Company Secretary

ANNEXURE – O

MANUGRAPH
Technology in Print

To,

The Manager - Listing Department
BSE Limited,
1st Floor, New Trading Ring,
Rotunda building, P. J. Towers,
Dalal Street, Fort,
Mumbai - 400 001

BSE Scrip Code: 505324

The Manager - Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot no. C/1, G. Block,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051

NSE Symbol: MANUGRAPH

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Merger by Absorption

In connection with the above application, the Company hereby confirms that:

a) The proposed scheme of Merger by Absorption to be presented to The Hon'ble National Company Law Tribunal does not in any way violate or override or circumscribe the provisions of the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the requirements of Securities and Exchange Board of India ('SEBI') circulars and BSE Limited and National Stock Exchange of India Limited.

b) In the explanatory statement to be forwarded by the Company to the shareholders under section 230 of Companies Act 2013 accompanying a proposed resolution to be passed, the Company shall disclose:

   i) the Pre-Merger and Post-Merger capital structure and shareholding pattern;

   ii) The Valuation Report issued by M/s. SSPA & Co., dated May 7, 2018;

   iii) The fairness opinion on Valuation report issued by M/s. Fortress Capital Management Services Private Limited dated May 7, 2018;

MANUGRAPH INDIA LIMITED MUMBAI

iv) Information about unlisted companies involved in the scheme as per the format provided in Part D of Schedule VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009, if applicable;

v) The Complaint report as per Annexure III specified in SEBI Circular dated March 10 2017; and

vi) The observation letter issued by the stock exchanges.

c) The draft scheme of Merger by Absorption together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, has been disseminated on company's website as per Website link: http://www.manugraph.com/investor relations.html

d) The company shall disclose the observation letter of the stock exchange(s) on its website within 24 hours of receiving the same.

e) The Company shall obtain the approval of the public shareholders passed through e-voting. Further the Company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it.

f) The documents filed by the Company with the Exchange(s) are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.

g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of Merger by Absorption.

For Manugraph India Limited

Sanjay S. Shah
Vice Chairman & Managing Director

DIN.: 00248592
Date: - 04.07.2018

Natvarlal Vepari & Co.
CHARTERED ACCOUNTANTS
Oricon House, 4th Floor, 12, K. Dubash Marg, Mumbai-400 023. • Tel : 6752 7100 • Fax : 6752 7101 • E-Mail : nvc@nvc.in

AUDITORS' CERTIFICATE

To,
The Board of Directors,
Manugraph India Limited,
Sidhwa House 1st Floor,
N A Sawant Marg, Colaba,
Mumbai - 400005.

We, M/s Natvarlal Vepari & Co, Chartered Accountants, the Statutory Auditors of Manugraph India Limited (hereinafter referred to as 'the Company'), have examined the proposed accounting treatment specified in clause 7 of the Scheme of Merger by Absorption ('the Scheme') of Constrad Agencies (Bombay) Private Limited (First Transferor Company), Manu Enterprises Limited (Second Transferor Company) and Santsu Finance And Investment Private Limited (Third Transferor Company) with Manugraph India Limited (Transferee Company) in terms of the provisions of sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the of the Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 and Other Generally Accepted Accounting Principles.

The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is to examine and report whether the Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

NATVARLAL VEPARI & CO. Mumbai CHARTERED ACCOUNTANTS

Natvarlal Vepari & Co.
CHARTERED ACCOUNTANTS

Oricon House, 4th Floor, 12, K. Dubash Marg, Mumbai-400 023. • Tel : 6752 7100 • Fax : 6752 7101 • E-Mail : nvc@nvc.in

Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme in clause 7 is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013.

The Certificate is issued at the request of the Company pursuant to the requirements of circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Limited and National Stock Exchange of India Limited. This Certificate should not be used for any other purpose without prior written consent.

For Natvarlal Vepari & Co.
Chartered Accountants
Firm Registration Number: 106971W

Rinku Ghatalia

NATVARLAL VEPARI & CO. Mumbai CHARTERED ACCOUNTANTS

Rinku Ghatalia
Partner
M. No. 133762
Mumbai, Dated : May 15, 2018
Ref : A/0801/RG/18-19/023

2016-17

45th Annual Report

Bringing the world
to your doorstep daily

MANUGRAPH
Technology in Print

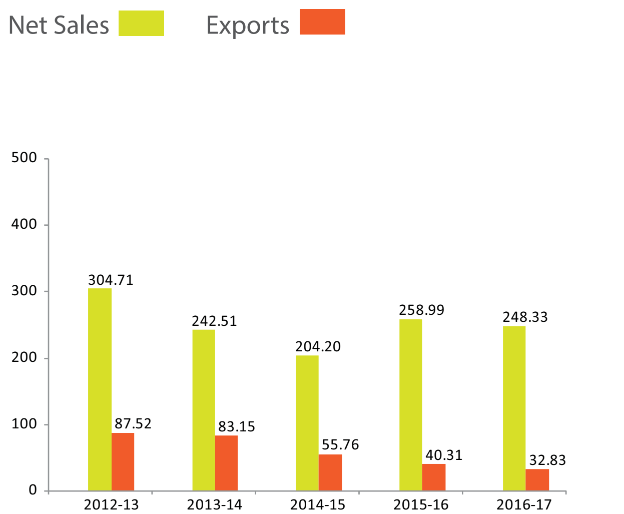
Manugraph India Ltd.

Manugraph India Ltd.

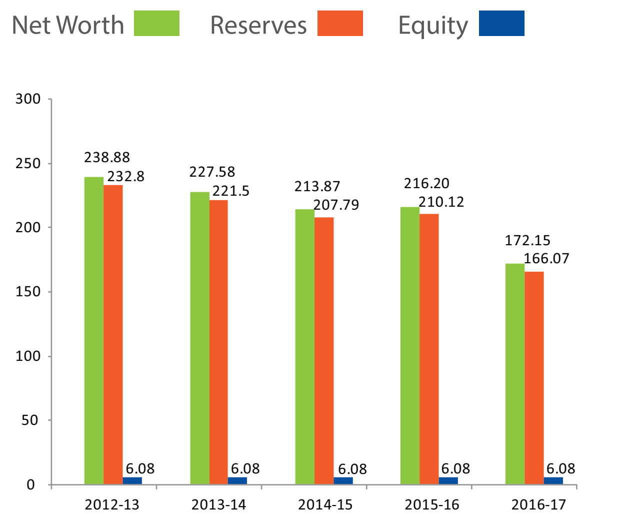
Standalone

₹ in crores

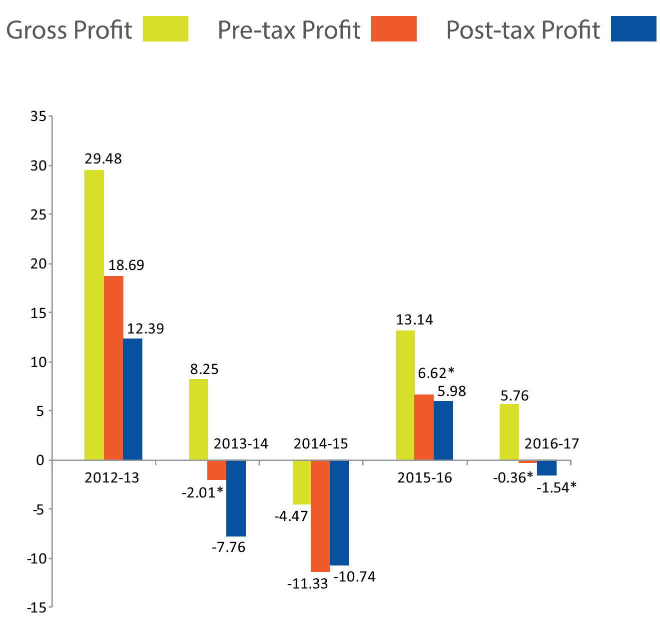
Sales



Networth



Profitability



* before exceptional item

Distribution of Income-2016-17

	%
Materials	53.04
Expenses	23.02
Manpower	20.70
Depreciation	2.09
Interest	0.23
Taxes	0.60
Retained Earnings	0.32

MANUGRAPH INDIA LIMITED

CIN: L29290MH1972PLC015772
Registered Office: 1st Floor, Sidhwa House, N.A. Sawant Marg, Colaba, Mumbai – 400 005, India
Phone: +91-22-2285 2256 / 57 / 58, Fax: +91-22-2287 0702 • Website: www.manugraph.com

BOARD OF DIRECTORS
Mr. Sanat M. Shah — *Chairman, Non-Executive Director*
Executive Directors
Mr. Sanjay S. Shah — *Vice Chairman & Managing Director*
Mr. Pradeep S. Shah — *Managing Director*
Mr. Bhupal B. Nandgave — *Whole Time Director (Works)*

Non-Executive Directors, Independent
Mr. Hiten C. Timbadia
Mr. Amit N. Dalal
Mr. Perses M. Bilimoria
Mr. Abhay J. Mehrotra
Mr. Jai S. Diwanji
Mrs. Sohni H. Daswani

Chief Financial Officer
Mr. Suresh Narayan

Company Secretary & Compliance Officer
Mr. Mihir Mehta

Statutory Auditors
M/s. Natvarlal Vepari & Co.
Oricon House, 4th Floor, 12, K. Dubhash Marg,
Mumbai – 400 023, India

Bankers
State Bank of India
HDFC Bank Ltd.

Audit Committee
Mr. Hiten C. Timbadia, *Chairman*
Mr. Perses M. Bilimoria
Mr. Abhay J. Mehrotra

Nomination & Remuneration Committee
Mr. Hiten C. Timbadia, *Chairman*
Mr. Perses M. Bilimoria
Mr. Abhay J. Mehrotra

Stakeholders Relationship Committee
Mr. Perses M. Bilimoria, *Chairman*
Mr. Sanjay S. Shah
Mrs. Sohni H. Daswani

CSR Committee
Mr. Pradeep S. Shah, *Chairman*
Mr. Bhupal B. Nandgave
Mr. Abhay J. Mehrotra

Registrar & Share Transfer Agents
Link Intime India Pvt. Ltd.
C-101, 247 Park,
L.B.S. Marg, Vikhroli (West),
Mumbai – 400 083, Maharashtra, India.
Phone: +91-22-4918 6270
Fax: +91-22-4918 6060

Investor Grievance E-Mail Id
sharegrievances@manugraph.com

45th ANNUAL GENERAL MEETING

Date: July 27, 2017 **Day:** Thursday **Time:** 12.00 noon
Place: M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001, Maharashtra, India

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MANUGRAPH INDIA LIMITED

CIN: L29290MH1972PLC015772
Registered Office: 1st Floor, Sidhwa House, N.A. Sawant Marg, Colaba, Mumbai – 400 005, India
Phone: +91-22-2285 2256 / 57 / 58, Fax: +91-22-2287 0702
Website: www.manugraph.com

NOTICE

NOTICE is hereby given that the Forty Fifth Annual General Meeting of the Members of the Company will be held at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001, India, on Thursday, July 27, 2017 at 12.00 noon to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited financial statements of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2017 and the report of the Auditors thereon and in this regard, pass the following resolution(s) as an **Ordinary Resolution(s):**

   (a) **"RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."

   (b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Auditors thereon be and are hereby considered and adopted."

2. To declare Dividend on equity shares for the financial year ended March 31, 2017 and in this regard, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, a dividend at the rate of ₹ 0.50/- per equity share on 30415061 equity shares of ₹ 2.00/- each fully paid up of the Company, aggregating ₹ 15,207,530.50/- be and is hereby declared for the financial year ended 31st March, 2017 and the same be paid to:

   (a) the equity shareholders or to their mandates whose names appeared on the Register of Members as on July 20, 2017; and

   (b) the beneficial owners of equity shares as per the particulars given by the National Securities Depository Limited and Central Depository Services (India) Limited, for this purpose."

3. To appoint a Director in place of Mr. Sanat M. Shah (DIN: 00248499), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT Mr. Sanat M. Shah (DIN: 00248499) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, and resolution passed by the members for appointment of M/s. Natvarlal Vepari & Co., Chartered Accountants, (Firm Registration No. 106971W) for a period of 5 (Five) years commencing from the conclusion of Forty Second Annual General Meeting, the appointment of M/s. Natvarlal Vepari & Co., Chartered Accountants, (Firm Registration No. 106971W) is ratified for the period concluding from the Forty Fifth Annual General Meeting till the conclusion of next Annual General Meeting on such remuneration to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee and reimbursement of all out of pocket expenses in connection with the audit for the year ending March 31, 2018."

SPECIAL BUSINESS:

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and 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(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid the remuneration of ₹ 350,000/- (Rupees Three Lakh and Fifty Thousand only) plus applicable taxes and out of pocket expenses incurred in connection with the Audit."

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

By Order of the Board of Directors

Mihir Mehta
Company Secretary

Registered Office:
1st Floor, Sidhwa House, N.A. Sawant Marg,
Colaba, Mumbai – 400 005, India.

Dated: May 26, 2017

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll, instead of himself / herself and the proxy need not be a Member of the Company. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, 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 proxy for any other person or Member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not later than forty-eight hours before the commencement of the Meeting. A proxy form for the AGM is provided on page no. 119 of this Annual Report. The holder of proxy shall prove his identity at the time of attending the Meeting.
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. In terms of Section 152 of the Companies Act, 2013, Mr. Sanat M. Shah (DIN: 00248499), Director, retires by rotation at the Meeting and being eligible, offers himself for reappointment. The Nomination and Remuneration Committee and the Board of Directors of the Company commends his re-appointment.

   Details of Director retiring by rotation as required to be provided pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Particulars	**Mr. Sanat M. Shah**
Age	84 years
Qualification	B.Com
Experience	52 years
Terms and Conditions of re-appointment	Appointed as Non-Executive Director, liable to retire by rotation.
Remuneration last drawn	No remuneration is paid to him. However, during the year, sitting fees of ₹ 60,000/- was paid to him.
Remuneration proposed to be paid	N.A.
Date of first appointment on the Board	25.04.1972
Shareholding in the Company	Please refer Corporate Governance Report section of the Annual Report 2016-17.
Relationship with other Directors / Key Managerial Personnel	
The number of Meetings of the Board attended during the year	
Details of other Directorships, Membership/ Chairmanship of Committees of other Boards	

4. In terms of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, the Company is providing the e-voting facility to its Members holding shares in physical or dematerialized

form, as on the cut-off date, being Thursday, July 20, 2017, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice (the "Remote e-voting"). The Remote e-voting commences on Monday, July 24, 2017 (10:00 A.M.) and ends on Wednesday, July 26, 2017 (5:00 P.M.). Detail of the process and manner of Remote e-voting along with the User ID and Password is being sent to all the Members along with the Notice.

5. In terms of the recent amendment to the Companies (Management and Administration) Rules, 2014 with respect to the Voting through electronic means, the Company is also offering the facility for voting by way of physical ballot at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cutoff date being Thursday, July 20, 2017.
6. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
7. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
9. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
10. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
11. The Company has notified closure of Register of Members and Share Transfer Books from Friday, July 21, 2017 to Thursday, July 27, 2017 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
12. The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched between Friday, July 28, 2017 and Friday, August 4, 2017 to those members who hold shares:
    a. In dematerialized mode, based on the beneficial ownership details to be received from National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on Thursday, July 20, 2017; and
    b. In physical mode, if their names appear in the Company's Register of Members after giving effect to all valid transfers in physical form lodged with the Company and its Registrar and Transfer Agents before Thursday, July 20, 2017.
13. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Link Intime India Private Limited ("Link") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
14. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Link.
15. The Members, desiring any information relating to the accounts, are requested to write to the Company at an early date, so as to enable the management to keep the information ready.
16. Electronic copy of the Annual Report for 2016-17 is being sent to all members whose email addresses are registered with the Company / Depository participant for communication purposes, unless any member has requested hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for 2016-17 are being sent in the permitted mode.
17. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
18. Attendance slip, proxy form and the route map of the venue of the Meeting is annexed hereto. The prominent landmark for the venue of the Meeting is Kala Ghoda Circle / Jehangir Art Gallery.

19. E VOTING PROCEDURE

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through 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 National Securities Depository Limited (NSDL).

II. The facility for voting through ballot paper shall be made available at 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 ballot paper.

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

IV. The remote e-voting period commences on Monday, July 24, 2017 (9:00 am) and ends on Wednesday, July 26, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 20, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "Name of the company".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to mail@ aashishbhatt.in with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM):

EVEN (Remote e-voting Event Number)	**USER ID**	**PASSWORD/PIN**

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, July 20, 2017.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, July 20, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Registrar viz. Link Intime India Pvt. Ltd at rnt.helpdesk@linkintime.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Mr. Aashish Bhatt, Company Secretary in Practice, (Membership No. 19639) have been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. 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 "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will 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 three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour 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.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company viz. www.manugraph.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

XVII. Subject to the receipt of requisite number of votes, the resolutions forming part of this AGM Notice shall be deemed to be passed on the date of AGM i.e. Thursday, July 27, 2017.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO SPECIAL BUSINESS:

Item No. 5:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2018.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

DIRECTORS' REPORT

Dear Members,

Your Directors have the pleasure in presenting this Forty Fifth Directors' Report together with the audited Annual Accounts of the Company for the financial year ended March 31, 2017.

FINANCIAL PERFORMANCE

The highlights of the financial position for the year under review as compared to the corresponding period in the previous year are given below:

(₹in Lakhs)

Particulars	Standalone		Consolidated	
	2016-17	**2015-16**	**2016-17**	**2015-16**
Total Income	26208.23	27734.97	33370.34	32155.81
Total Expenses	26244.22	27073.17	33272.69	31272.78
Profit / (Loss) before Taxation	(35.99)	661.80	97.65	883.03
Exceptional Items	(4195.88)	(308.00)	144.90	(308.00)
Tax Expense	172.98	(244.52)	3788.97	(64.03)
Profit / (Loss) after Taxation	(4404.85)	598.32	(3546.42)	639.06
Earnings Per Share (in ₹) (basic & considering exceptional items)	(14.48)	1.97	(11.66)	2.10

DIVIDEND

Your Directors are pleased to recommend **Dividend at 25% (₹ 0.50/- per Equity Share of ₹ 2/- each) on equity shares for the year ended March 31, 2017,** subject to the approval of shareholders at the ensuing annual general meeting of the Company. The Dividend distribution would result in cash outflow of ₹ 183.04 Lakhs (including Dividend Distribution Tax).

OPERATIONS AND FINANCE

Your directors have analyzed Company's operations and financials in detail in Management's Discussion and Analysis.

PRINTING INDUSTRY

Globally, particularly in the western countries, the increasing use of the Internet, primarily through large engines has changed the habits of readers. Instead of perusing general interest publications, such as newspapers, readers are more likely to seek particular writers, blogs or sources of information through targeted searches, thereby reducing dependency on newspaper for gathering news.

At a time when newspapers across the globe are struggling, India's print media industry will see some steady growth. The growth driver, though, is the regional media as opposed to English language dailies. . Vernacular or local language print media will continue to grow, according to a report by India Ratings and Research, a credit ratings agency and a unit of Fitch Ratings. This growth rate will be higher than that of the English language print media, it said, without specifying exact numbers. Vernacular newspapers and magazines will overshadow the English print media, which is likely to continue facing headwinds from the growing acceptance of digital media content.

COMPANY

Manugraph owes its strong position as a supplier of choice not only for its technical competence, but also for its clear orientation towards the customer needs. Once functionality and timing are agreed upon, the client could relax, knowing well Manugraph would deliver quality presses exactly as agreed upon, right on time. Manugraph develops strong business partnerships with clients, providing most satisfactory after-sale services on a continuous basis.

The performance of the Company during the financial year 2016-17 remained subtle. Your Company continues to face challenging external scenario including demand.

MANAGEMENT'S DISCUSSION AND ANALYSIS

In terms of the provisions of Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter referred to as 'SEBI Listing Regulations'), the management's discussion and analysis is set out in this Annual Report.

PUBLIC / FIXED DEPOSITS

Your Company has not accepted any public / fixed deposits during the year and as such no amount of interest and principal deposit was outstanding as on the balance sheet date.

SUBSIDIARIES

Manugraph Americas, Inc

The US economy in general, turned in the weakest performance as consumers sharply slowed their spending. The newspaper industry has faced dropping newsprint prices, slumping ad sales, significant loss of classified advertising and precipitous drops in circulation. In recent years, the number of newspapers slated for closure, bankruptcy or severe cutbacks has risen, where the industry has shed significant number of its journalists since 2001. Revenue has plunged while competition from Internet media has squeezed print publishers.

During the year under review, Company's subsidiary has performed well despite slowdown in the global economies. However, the performance has deteriorated in the second half mainly due to lack of orders. The Company is in the process of evaluating the strategy and business model in US and take necessary restructuring actions. During the year under review, the company has made a provision for impairment of investment in this subsidiary for a value of ₹ 4500 lakhs, based on an independent assessment.

A report on the performance and financial position of each of the subsidiaries, associates and joint ventures as per the Companies Act, 2013 is provided after Consolidated Financial Statements. The policy for determining material subsidiaries as approved by the Board may be accessed on the Company's website viz. www.manugraph.com.

The Consolidated Financial Statements pursuant to Section 129(3) of the Companies Act, 2013, prepared in accordance with the Accounting Standards prescribed by the Institute of Chartered Accountants of India, forms part of this Annual Report. The Auditors report to the shareholders does not contain any qualification, observation or adverse comment.

The Annual financial statements of the subsidiaries and related detailed information will be kept at the registered office of the Company and will also be available to investors seeking information at any time.

BOARD OF DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and Company's Articles of Association, Mr. Sanat M. Shah retires by rotation and is eligible for re-appointment. The Board recommends his re-appointment. None of the independent directors are due for retirement.

Brief profile of Mr. Sanat M. Shah proposed to be re-appointed as Director of the Company is provided in the notice convening the ensuing Annual General Meeting.

Board Evaluation

Evaluation of performance of all Directors is undertaken annually. The Company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual Directors on the basis of a structured questionnaire which comprises evaluation criteria taking into consideration various performance related aspects. The Board of Directors has expressed their satisfaction with the evaluation process.

The statement indicating the manner in which formal annual evaluation of the Directors, the Board and Board level Committees are given in detail in the report on Corporate Governance, which forms part of this Annual Report.

Independent Directors also reviewed the performance of non-independent Directors and the Board as a whole in line with the Company's policy on Board Evaluation.

Appointment & Remuneration Policy

The Board of Directors had reviewed Policy for Appointment of Directors and Senior Management and Evaluation of Directors' Performance, annexed as 'Annexure A'.

Non Executive Directors

The Non Executive Directors are paid remuneration by way of Sitting Fees. During the year, the Company paid sitting fees of ₹ 15,000/- per meeting to the NEDs for attending meetings of the Board & Audit Committee and ₹ 9,000/- per meeting to the NEDs for attending Nomination & Remuneration Committee meeting.

Executive Directors

Executive Directors are paid remuneration by way of salary, perquisites, allowances and commission. Salary is paid within the range fixed by the members of the Company.

Management Staff

Remuneration of employees largely consists of basic remuneration, perquisites, allowances and performance incentives. The components of the total remuneration vary for different grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by him, his annual performance, etc.

DISCLOSURES

Meetings of the Board

Four Board Meetings were held during the year and the gap between any two Board Meetings was not more than one hundred and twenty days, thereby complying with applicable statutory requirements. The meetings were held on May 26, 2016, August 4, 2016, October 26, 2016 and February 9, 2017.

Board Committees

Audit Committee

Mr. Hiten C. Timbadia, Chairman

Mr. Perses M. Bilimoria

Mr. Abhay J. Mehrotra

Stakeholders Relationship Committee

Mr. Perses M. Bilimoria, Chairman

Mr. Sanjay S. Shah

Mrs. Sohni H. Daswani

Nomination & Remuneration Committee

Mr. Hiten C. Timbadia, Chairman

Mr. Perses M. Bilimoria

Mr. Abhay J. Mehrotra

CSR Committee

Mr. Pradeep S. Shah, Chairman

Mr. Bhupal B. Nandgave

Mr. Abhay J. Mehrotra

The details of various functions / role are provided separately under Corporate Governance Report of this Annual Report.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons or entities which may have a potential conflict with the interest of the Company at large.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. Attention of members is drawn to the disclosure of transactions with related parties set out in Note No. 33 of Standalone Financial Statements, forming part of the Annual Report.

The policy on Related Party Transactions as approved by the Board is available on website of the Company viz.: www.manugraph.com.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company aims to further the socio economic welfare to the lesser privileged and to those in need through its CSR activities. Your Company lays special emphasis on education and vocational training of youth including females in the local community for their economic empowerment. In order to achieve this objective your Company continues to support Industrial Training Institutes.

Apart from the above, the Company provides education and other loans to employees which enable their children for higher education.

Since the Company has not earned average net profits in the last three financial years, the Company is not mandatorily required to contribute towards CSR activities. However, the Company spent ₹ 5 Lakh towards health care and rehabilitation. The Annual Report on our CSR Activities is appended as 'Annexure B' to this report.

EXTRACTS OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT 9 is annexed herewith as 'Annexure C'.

AUDITORS

The members of the Company at its Annual General Meeting held on August 27, 2014 have appointed M/s. Natvarlal Vepari & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office upto the conclusion of the fifth consecutive annual general meeting of the Company.

In terms of the first proviso to Section 139 of the Companies Act, 2013 the appointment of auditors shall be placed for ratification at every Annual General Meeting.

Accordingly, the appointment of M/s. Natvarlal Vepari & Co. as statutory auditors of the Company is placed for ratification by the shareholders.

M/s. Natvarlal Vepari & Co. has confirmed their eligibility for re-appointment as Statutory Auditors. M/s. Natvarlal Vepari & Co. has also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The report of the auditors to the shareholders is a part of the Annual Report. The notes to the Accounts, that are a part of the financial statements, are self-explanatory and need no further clarifications or explanations.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

(i) that in the preparation of the annual financial statements for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.

(ii) that such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the loss of the Company for the year ended on that date;

(iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) that the annual financial statements have been prepared on a going concern basis;

(v) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;

(vi) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

CORPORATE GOVERNANCE

The Company's philosophy is based on the values of transparency, customer satisfaction, integrity, professionalism and accountability. The Company adheres to corporate culture of integrity and consciousness. Corporate Governance is a journey for constantly improving sustainable value creation.

As required under the provisions of Regulation 34(3) read with Schedule V of the SEBI Listing Regulations, a separate report on

Corporate Governance forms part of this Annual Report, together with a Certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance.

HUMAN RESOURCES

Employees are vital to the Company. Your Company considers that 'the power of knowledge engineering' is powered by its people. To achieve its aim of attracting, retaining and developing a committed workforce, your Company sustained various growth and developments initiatives during the year. However, Long-term settlement agreement with workers has delayed because of very high demand for hike in already high wage levels. The Company is at advance stage of negotiations for settlement with the Labour Union.

Your Company is committed to provide a healthy and safe work environment free from accidents, injuries and occupational health hazards.

The Company had a total of 1013 permanent employees as on March 31, 2017.

Particulars of Employees

The table containing the names and other particulars of employees in accordance with the provisions of Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as 'Annexure D'.

The Company states that there are no employees (other than Managing Directors) employed throughout the financial year 2016-17 and drawing a salary of ₹ 1.02 crore per annum or more or employed for part of the year and in receipt of remuneration of ₹ 8.50 Lakhs or more per month as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The details of salary paid to Managing Directors are part of Corporate Governance Report, forming part of this Report.

SECRETARIAL AUDIT

M/s. Aashish K. Bhatt & Associates, a Company Secretary in Practice was appointed to conduct the secretarial audit of the Company for the financial year 2016-17 as required under Section 204 of the Companies Act, 2013 and Rules framed thereunder. The Report of the Secretarial Audit is annexed herewith as 'Annexure E'. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and Annual General Meetings.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

RISK MANAGEMENT

Risks are an integral part of any business and the risk profile, to a great extent, depends on the climatic conditions, economic and business conditions and the markets and customers we serve.

To establish and maintain a system of risk management and internal control, the Board periodically reviews the risk management system and maintenance of a risk profile (both financial and non-financial risks).

A brief report on risk evaluation and management is provided under Management's Discussion and Analysis Report forming part of this Annual Report.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems for internal control that are commensurate with its size and the nature of operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information complying with applicable statutes, safeguarding assets from unauthorised use or losses executing transactions with proper authorisation and ensuring compliance of corporate policies.

To have a strong monitoring system in place, the Audit Committee reviews internal control systems. The Company has also appointed an independent Internal Audit Firms. These firms of Independent Chartered Accountants conduct audits on the basis of Annual Audit Plan, as approved by the Audit Committee of the Board, covering the factories and Office of the Company. The objective of such audits is to ensure adequacy of internal control systems and processes, adherence to the Company's policies and guidelines and compliance with applicable statutes.

These audits also determine whether adequate controls are in place to mitigate risks. Internal Audit has a follow-up process in place to verify the implementation of recommendations made.

During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

WHISTLE BLOWER POLICY / VIGIL MECHANISM

The Board has adopted a Whistle Blower Policy to maintain highest standards of professionalism, honesty, integrity, ethical behaviour and to provide a vigil mechanism for Directors/Employees to voice concern in a responsible and effective manner about all protected disclosures concerning unethical matters involving serious malpractice, abuse or wrongdoing within the organisation.

The WB Policy also provides for adequate safeguards against victimization of Director(s) / Employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

The Whistle Blower Policy has been posted on the website of the Company viz. www.manugraph.com.

DISCLOSURE IN TERMS OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has set up an Internal Complaints Committee for providing a redressal mechanism pertaining to sexual harassment of women employees at workplace. During the year, there were no complaints relating to sexual harassment.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is annexed as 'Annexure F'.

CAUTIONARY STATEMENT

Statements in the Directors' Report & Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include cyclical demand, changes in government regulations, tax regimes, economic development and other ancillary factors.

APPRECIATIONS

Your Directors would like to thank all stakeholders, namely, customers, shareholders, dealers, suppliers, bankers, employees and all other business associates for the continuous support given by them to the Company and its Management.

For and on behalf of the Board

Sd/-
Sanat Shah
Chairman

Place: Mumbai
Date: 26-May-2017.

Annexure A

POLICY FOR APPOINTMENT OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT AND EVALUATION OF THEIR PERFORMANCE

1. INTRODUCTION

This policy on nomination of Directors, Key Managerial Personnel and Senior Management has been formulated by Nomination and Remuneration Committee and approved by the Board of Directors.

2. OBJECTIVES OF THE POLICY

The Committee shall:

i. Formulate the criteria for determining qualifications, positive attributes and independence of a director.

ii. Formulate of criteria for evaluation of Independent Directors and the Board.

iii. Identify persons who are qualified to become Directors and persons who may be appointed in Senior Management positions in accordance with the criteria laid down in this Policy.

iv. Recommend to the Board, appointment, remuneration, evaluation and removal of Directors, Key Managerial Personnel and Senior Management Personnel.

3. DEFINITIONS

"Act" means the Companies Act, 2013 and the Rules made thereunder, as amended from time to time

"Company" means Manugraph India Limited

"Board of Directors" or "Board" means the collective body of the Board of Directors of Manugraph India Limited, as constituted from time to time.

"Committee" means Nomination and Remuneration Committee of the Company as Constituted or reconstituted by the Board, from time to time.

"Director" means any Director on the Board of the Company.

"Independent Director" means a Director as defined in Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Act.

"Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

"Senior Management" - means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

The words and expressions used but not defined herein, but defined under the Companies Act, 2013 shall have the meaning assigned therein.

4. KEY MANAGERIAL PERSONNEL

Key Managerial Personnel (KMP) as defined in Section 2(51) of the Act means-

(i) The Chief Executive Officer or the Managing Director or the manager;

(ii) The Company Secretary;

(iii) The Whole-Time Director;

(iv) The Chief Financial Officer; and

(v) Such other officer as may be prescribed under relevant provision of the Act and Rules framed thereunder

5. APPLICABILITY

The Policy is applicable to

(i) Directors (Executive and Non Executive)

(ii) Key Managerial Personnel

(iii) Senior Management Personnel

6. APPOINTMENT AND REMOVAL OF DIRECTORS, KMPs AND SENIOR MANAGEMENT

Appointment criteria and qualifications:

i. The Committee shall identify and ascertain the integrity, qualifications, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

ii. A person should possess adequate qualifications, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualifications, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.

iii. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term / Tenure:

A. Managing Director/Whole-time Director (Managerial Person):

The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

B. Independent Director:

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

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

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

C. Performance Evaluation:

The performance evaluation of Independent Directors shall be done by the entire Board of Directors (excluding the director being evaluated).

On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director.

The Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of non-independent Directors and members of management.

The Independent Directors in the meeting shall:

i. Review the performance of non-independent Directors and the Board as a whole.

ii. Review the performance of the Chairperson of the Company, taking into account the views of executive Directors and non-executive Directors.

D. Removal:

Due to reasons for any disqualification mentioned in the Act, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Act, rules and regulations framed thereunder.

E. Retirement:

The Directors, KMPs and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain any Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, if the said retention is in the interest of the Company.

7. CRITERIA FOR EVALUATION OF INDEPENDENT DIRECTORS AND THE BOARD

Following are the Criteria for evaluation of performance of Independent Directors and the Board:

(A) EXECUTIVE DIRECTORS

The performance of Managing Director and Chief Executive Officer and other Executive Directors, if any, shall be evaluated on the basis of achievement of performance targets / criteria given to them by the Board from time to time.

(B) NON EXECUTIVE DIRECTORS INCLUDING INDEPENDENT DIRECTORS

The performance of Non Executive Directors including Independent Directors shall be evaluated on the basis of the following criteria i.e. whether they:

(a) Act objectively and constructively while exercising their duties;

(b) Exercise their responsibilities in a bona fide manner in the interest of the company;

(c) Devote sufficient time and attention to their professional obligations for informed and balanced decision making;

(d) Do not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

(e) Refrain from any action that would lead to loss of his independence;

(f) Inform the Board immediately when they lose their independence ;

(g) Assist the Company in implementing the best corporate governance practices;

(h) Strive to attend all meetings of the Board of Directors and its Committees of which they are chairpersons or members

(i) Participate constructively and actively in the Committees of the Board in which they are chairpersons or members;

(j) Strive to attend the general meetings of the Company;

(k) keep themselves well informed about the Company and the external environment in which it operates;

(l) Does not unfairly obstruct the functioning of an otherwise proper Board meeting or Committee meeting of the Board;

(m) Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholders' interest ;

(n) Abide by Company's Memorandum and Articles of Association, Company's policies and procedures including Code of Conduct, Insider Trading Code etc.

8. REMUNERATION

The Key Managerial Personnel, Senior Management Personnel and other employees shall be paid remuneration as per the HR policy of the Company.

The Human Resource department will inform the Committee, the requisite details on the proposed increments.

The compensation structure will also be based on the market salary survey. The survey for total remuneration would be commissioned with external consultants, if required.

The composition of remuneration so determined by the committee shall be reasonable and sufficient to attract, retain and motivate the Key Managerial Personnel and Senior Management of the quality required to meet high standards of performance. The Committee may review remuneration of identified senior management personnel from time to time.

Remuneration to Non-Executive & Independent Directors: The Non-executive Directors and Independent Directors of the Company are entitled to sitting fees as determined by Board from time to time for attending Board / Committee meetings thereof in accordance with the provisions of Act.

9. DISCLOSURE

The Company shall disclose the criteria for performance evaluation, as laid down by the Nomination and Remuneration Committee, in its Annual Report.

Annexure B

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2016-17

1. Brief outline of the Company's CSR Policy:

Recognising that the business enterprises are economic organs of the society and draw on societal resources, Manugraph India Limited ('the Company') believes in sustainability of environment replenishment, economic development and well-being of the communities and employees.

The Company's CSR activities, amongst others, will focus on:

- Hunger, Poverty, Malnutrition and Health / Health Care
- Education
- Rural Development
- Gender Equality and empowerment of Women
- Environmental sustainability including providing direct assistance or through Prime Minister's Relief Fund or Chief Minister's Relief Fund or any other national level or state level calamity relief fund to needy who have suffered due to natural disaster and calamities.

The Company undertakes its CSR activities approved by the CSR Committee either by the Company's personnel or through such other institutions / organisations as approved by the CSR Committee from time to time.

2. Composition of CSR Committee:

Mr. Pradeep S. Shah, Chairman of the Committee

Mr. Bhupal B. Nandgave, Member

Mr. Abhay J. Mehrotra, Member

3. Average Net profits of the Company for the last three financial years – ₹ -2705.65 Lakhs

4. Prescribed CSR Expenditure (two per cent of the amount as above) – ₹ -18.04 Lakhs

5. Details of CSR spent during the financial year:

Total Amount spent for the financial year – ₹ 5 Lakh

Amount unspent, if any – Not Applicable

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

(₹)

Sr. No.	CSR Project or activity identified	Projects or Programs (1) Local Area or other (2) Specify the state and District where project or program was undertaken	Amount Outlay (budget) project or program wise	Amount spent on the projects or programs sub heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent direct or through implementing agency
1.	Health Care	Abode for differently abled women / adults	500,000	500,000	500,000	Direct

The Responsibility Statement of the Corporate Social Responsibility Committee of the Board of Directors of the Company is reproduced below:
'The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company.'

Sd/-	Sd/-
Sanjay S. Shah	**Pradeep S. Shah**
Vice Chairman & Managing Director	Chairman of the CSR Committee

Annexure C

Form MGT - 9

Extracts of Annual Return

As on the financial year ended March 31, 2017

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

I.	**Registration and Other details**	
i)	CIN	L29290MH1972PLC015772
ii)	Registration date	25-04-1972
iii)	Name of the Company	Manugraph India Limited
iv)	Category / Sub Category of the Company	Public Company, limited by shares
v)	Address of the Registered Office and contact details	Sidhwa House, 1st Floor, N.A. Sawant Marg, Colaba, Mumbai - 400 005
vi)	Whether listed company	Yes
vii)	Name, address and contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited, C 101, 247 Park LBS Marg, Vikhroli (West) Mumbai - 400 083 Phone: +91 22 49186270 Fax: +91 22 49186060
II.	**Principal business activities of the Company**	Manufacturer of Printing Machinery

III.	**Particulars of Holding, Subsidiary and Associate Companies**					
Sr. No.	**Name of the Company**	**Address**	**CIN / GLN**	**Holding / Subsidiary / Associate**	**% of shares held**	**Applicable Section**
1)	Manugraph Americas Inc.	P.O. Box 573, Elizabethville, PA 17023 USA	NA	Subsidiary	100%	2(87)(ii)
2)	Constrad Agencies (Bombay) Pvt. Ltd.	Sidhwa House, 1st Floor, N.A. Sawant Marg, Colaba, Mumbai - 400 005	U51100MH1986PTC039336	Subsidiary	100%	2(87)(ii)

IV.	**Shareholding pattern (Equity share capital breakup as percentage of Total Capital)**	
i)	Category wise share holding	Annexure 1
ii)	Shareholding of promoters	Annexure 2
iii)	Change in promoters' shareholding	Annexure 3
iv)	Shareholding pattern of top 10 shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	Annexure 4
v)	Shareholding of Directors and Key Managerial Personnel	Annexure 5
V.	**Indebtedness**	
	Indebtedness of the Company including interest outstanding / accrued but not due for payment	Annexure 6
VI.	**Remuneration of Directors and Key Managerial Personnel**	Annexure 7
	- Remuneration to Managing Director, Whole Time Director and/or Manager	
	- Remuneration to Other Directors	
	- Remuneration to Key Managerial Personnel other than MD / Manager / WTD	
VII.	**Penalties / Punishment / Compounding of Offences**	Annexure 8

Annexure 1

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

i) Category wise share holding

	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	**Promoters**									
(1)	**Indian**									
a)	Individual / HUF	7,688,551	-	7,688,551	25.28%	6,682,051	-	6,682,051	21.97%	-3.31%
b)	Central Govt. or State Govt.	-	-	-	0.00%	-	-	-	0.00%	0.00%
c)	Bodies Corporates	9,802,027	-	9,802,027	32.23%	10,808,527	-	10,808,527	35.54%	3.31%
d)	Bank/FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
e)	Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total: (A) (1)		**17,490,578**	**-**	**17,490,578**	**57.51%**	**17,490,578**	**-**	**17,490,578**	**57.51%**	**0.00%**
(2)	**Foreign**									
a)	NRI- Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b)	Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c)	Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d)	Banks/FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
e)	Any other…	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)		-	-	-	0.00%	-	-	-	0.00%	0.00%
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)		**17,490,578**	**-**	**17,490,578**	**57.51%**	**17,490,578**	**-**	**17,490,578**	**57.51%**	**0.00%**
B.	**Public Shareholding**									
(1)	**Institutions**									
a)	Mutual Funds	1,710,228	2,005	1,712,233	5.63%	250	2,005	2,255	0.01%	-5.62%
b)	Banks/FI	250	-	250	0.00%	250	-	250	0.00%	0.00%
c)	Central Govt.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d)	State Govt.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e)	Venture Capital Fund	-	-	-	0.00%	-	-	-	0.00%	0.00%
f)	Insurance Companies	732,971	-	732,971	2.41%	702,636	-	702,636	2.31%	-0.10%
g)	FIIS	-	-	-	0.00%	-	-	-	0.00%	0.00%
h)	Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i)	Unit Trust of India	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (B)(1):		**2,443,449**	**2,005**	**2,445,454**	**8.04%**	**703,136**	**2,005**	**705,141**	**2.32%**	**-5.72%**

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2)	**Non Institutions**									
a)	**Bodies corporates**									
i)	Indian	1,661,091	37,540	1,698,631	5.58%	2,147,093	37,340	2,184,433	7.18%	1.60%
ii)	Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b)	Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
i)	Individual shareholders holding nominal share capital upto ₹ 1 Lakhs	5,377,786	966,181	6,343,967	20.86%	5,378,780	939,386	6,318,166	20.77%	-0.08%
ii)	Individuals shareholders holding nominal share capital in excess of ₹ 1 Lakhs	1,723,579	-	1,723,579	5.67%	2,699,826	-	2,699,826	8.88%	3.21%
c)	Others (specify)									
i)	Non Resident Indians (Repat)	133,394	18,020	151,414	0.50%	122,643	18,020	140,663	0.46%	-0.04%
ii)	Non Resident Indians (Non Repat)	85,543	-	85,543	0.28%	84,712	-	84,712	0.28%	0.00%
iii)	Foreign Companies	-	250	250	0.00%	-	250	250	0.00%	0.00%
iv)	Clearing Member	101,734	-	101,734	0.33%	347,093	-	347,093	1.14%	0.81%
v)	Foreign Nationals	3,620	-	3,620	0.01%	3,620	-	3,620	0.01%	0.00%
vi)	HUF	310,506	-	310,506	1.02%	382,294	-	382,294	1.26%	0.24%
vii)	Directors / Relatives	57,535	750	58,285	0.19%	57,535	750	58,285	0.19%	0.00%
viii)	Trusts	1,500	-	1,500	0.00%	-	-	-	0.00%	0.00%
Sub Total (B)(2):		9,456,288	1,022,741	10,479,029	34.45%	11,223,596	995,746	12,219,342	40.18%	5.72%
Total Public Shareholding (B)= (B)(1)+(B)(2)		**11,899,737**	**1,024,746**	**12,924,483**	**42.49%**	**11,926,732**	**997,751**	**12,924,483**	**42.49%**	**0.00%**
C. Shares held by Custodian for GD& ADRs		-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)		**29,390,315**	**1,024,746**	**30,415,061**	**100.00%**	**29,417,310**	**997,751**	**30,415,061**	**100.00%**	**0.00%**

Annexure 2

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

ii) Shareholding of Promoters

Sr. No.	Shareholders' Name	Shareholding at the beginning of the year (As on April 1, 2016 i.e. on the basis of shareholding pattern of March 31, 2016)			Shareholding at the end of the year (As on March 31, 2017 i.e. on the basis of shareholding pattern of March 31, 2017)			% change during the year
		No. of Shares	% of Total Shares of the Company	% of shares pledged / encumbered to total shares*	No. of Shares	% of Total Shares of the Company	% of shares pledged / encumbered to total shares*	
1	Multigraph Machinery Co. Ltd.	5,955,027	19.58%	-	5,955,027	19.58%	-	0.00%
2	Sanat Manilal Shah	2,491,209	8.19%	-	1,484,709	4.88%	-	-3.31%
3	Manu Enterprises Limited	1,941,500	6.38%	-	2,316,500	7.62%	-	1.23%
4	Santsu Finance and Investment Pvt. Ltd.	1,905,500	6.26%	-	2,537,000	8.34%	-	2.08%
5	Pradeep S. Shah	1,765,721	5.81%	-	1,765,721	5.81%	-	0.00%
6	Sudha S. Shah	1,491,570	4.90%	-	1,491,570	4.90%	-	0.00%
7	Sanjay S. Shah	1,373,461	4.52%	-	1,373,461	4.52%	-	0.00%
8	Ameeta S. Shah	349,450	1.15%	-	349,450	1.15%	-	0.00%
9	Aditya S. Shah	116,475	0.38%	-	116,475	0.38%	-	0.00%
10	Rupalli P. Shah	87,165	0.29%	-	87,165	0.29%	-	0.00%
11	Kushal S. Shah	13,500	0.04%	-	13,500	0.04%	-	0.00%
		17,490,578	**57.51%**	**-**	**17,490,578**	**57.51%**	**-**	**0.00%**

(*) The term encumbrance has the same meaning as assigned to it in Regulation 28(3) of SEBI (Substantial Acquisition of Shares and takeovers) Regulations, 2011.

Annexure 3

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

iii) Change in Promoters' shareholding

Sr. No.		Shareholding at the beginning of the year (As on April 1, 2016 i.e. on the basis of shareholding pattern of March 31, 2017)		Cumulative shareholding during the year	
		No. of Shares	% of the total shares of the Company	No. of Shares	% of the total shares of the Company
	At the beginning of the year	17,490,578	57.51	17,490,578	57.51
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)				
	At the end of the year	**17,490,578**	**57.51**	**17,490,578**	**57.51**

Annexure 4

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

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

Sr. No.	Name	Shareholding at the beginning of the year		Increase / Decrease in Shareholding			Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date	Increase / Decrease	Reason	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	JM Financial Services Ltd.	0	0.0000%		0	0	0	0.00%	0	0.00%
				22-Apr-2016	250	Transfer	250	0.00%		
				06-May-2016	-250	Transfer	0	0.00%		
				10-Jun-2016	2892	Transfer	2892	0.01%		
				17-Jun-2016	807	Transfer	3699	0.01%		
				24-Jun-2016	-807	Transfer	2892	0.01%		
				01-Jul-2016	4550	Transfer	7442	0.02%		
				08-Jul-2016	-4999	Transfer	2443	0.01%		
				15-Jul-2016	-400	Transfer	2043	0.01%		
				22-Jul-2016	158	Transfer	2201	0.01%		
				29-Jul-2016	6660	Transfer	8861	0.03%		
				05-Aug-2016	2931	Transfer	11792	0.04%		
				12-Aug-2016	-9749	Transfer	2043	0.01%		
				09-Sep-2016	810	Transfer	2853	0.01%		
				16-Sep-2016	3357	Transfer	6210	0.02%		
				23-Sep-2016	10491	Transfer	16701	0.05%		
				30-Sep-2016	-13688	Transfer	3013	0.01%		
				07-Oct-2016	7670	Transfer	10683	0.04%		
				14-Oct-2016	14349	Transfer	25032	0.08%		
				21-Oct-2016	-19269	Transfer	5763	0.02%		
				28-Oct-2016	30193	Transfer	35956	0.12%		
				04-Nov-2016	-33913	Transfer	2043	0.01%		
				11-Nov-2016	69605	Transfer	71648	0.24%		
				18-Nov-2016	-69355	Transfer	2293	0.01%		
				25-Nov-2016	-66	Transfer	2227	0.01%		
				09-Dec-2016	1500	Transfer	3727	0.01%		
				23-Dec-2016	156155	Transfer	159882	0.53%		

Sr. No.	Name	Shareholding at the beginning of the year		Increase / Decrease in Shareholding			Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date	Increase / Decrease	Reason	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
				30-Dec-2016	2198	Transfer	162080	0.53%		
				06-Jan-2017	2782	Transfer	164862	0.54%		
				13-Jan-2017	-662	Transfer	164200	0.54%		
				20-Jan-2017	-4318	Transfer	159882	0.53%		
				27-Jan-2017	5173	Transfer	165055	0.54%		
				03-Feb-2017	8617	Transfer	173672	0.57%		
				10-Feb-2017	-8258	Transfer	165414	0.54%		
				17-Feb-2017	17522	Transfer	182936	0.60%		
				24-Feb-2017	-4914	Transfer	178022	0.59%		
				03-Mar-2017	-17640	Transfer	160382	0.53%		
				10-Mar-2017	20921	Transfer	181303	0.60%		
				17-Mar-2017	-12254	Transfer	169049	0.56%		
				24-Mar-2017	-9167	Transfer	159882	0.53%		
				31-Mar-2017	122711	Transfer	282593	0.93%	282593	0.93%
2	Life Insurance Corporation Of India	702636	2.3102%	31-Mar-17	0	Transfer	702636	2.31%	702636	2.31%
3	Raviraj Developers Ltd	37377	0.1229%	29-Apr-16	-4872	Transfer	32505	0.11%		
				20-May-16	3000	Transfer	35505	0.12%		
				27-May-16	3340	Transfer	38845	0.13%		
				3-Jun-16	9071	Transfer	47916	0.16%		
				10-Jun-16	-10738	Transfer	37178	0.12%		
				17-Jun-16	-13165	Transfer	24013	0.08%		
				30-Jun-16	-5000	Transfer	19013	0.06%		
				8-Jul-16	-3000	Transfer	16013	0.05%		
				29-Jul-16	470	Transfer	16483	0.05%		
				12-Aug-16	11518	Transfer	28001	0.09%		
				16-Sep-16	684	Transfer	28685	0.09%		
				30-Sep-16	5000	Transfer	33685	0.11%		
				7-Oct-16	18000	Transfer	51685	0.17%		
				21-Oct-16	14594	Transfer	66279	0.22%		
				28-Oct-16	18939	Transfer	85218	0.28%		

Sr. No.	Name	Shareholding at the beginning of the year		Increase / Decrease in Shareholding			Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date	Increase / Decrease	Reason	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
				4-Nov-16	14555	Transfer	99773	0.33%		
				11-Nov-16	67131	Transfer	166904	0.55%		
				18-Nov-16	36783	Transfer	203687	0.67%		
				25-Nov-16	920	Transfer	204607	0.67%		
				2-Dec-16	191	Transfer	204798	0.67%		
				20-Jan-17	1000	Transfer	205798	0.68%		
				10-Feb-17	8268	Transfer	214066	0.70%		
				24-Feb-17	8054	Transfer	222120	0.73%		
				3-Mar-17	-1674	Transfer	220446	0.72%		
				31-Mar-17	0	Transfer	220446	0.72%	220446	0.72%
4	Sekhar Shyam .	122376	0.4024%	31-Mar-17	0	Transfer	122376	0.40%	122376	0.40%
5	Bharat Jayantilal Patel	187017	0.6149%	31-Mar-17	0	Transfer	187017	0.61%	187017	0.61%
6	East India Securities Ltd.	458765	1.5083%	10-Jun-16	-1500	Transfer	457265	1.50%		
				17-Jun-16	-4466	Transfer	452799	1.49%		
				30-Jun-16	-2000	Transfer	450799	1.48%		
				1-Jul-16	-2916	Transfer	447883	1.47%		
				8-Jul-16	-12591	Transfer	435292	1.43%		
				15-Jul-16	-900	Transfer	434392	1.43%		
				31-Mar-17	0	Transfer	434392	1.43%	434392	1.43%
7	Hridaynath Consultancy Private Limited	172268	0.5664%	31-Mar-17	0	Transfer	172268	0.57%	172268	0.57%
8	Minal Bharat Patel	300000	0.9864%	31-Mar-17	0	Transfer	300000	0.99%	300000	0.99%
9	Prithvi Vincom Private Limited	46931	0.1543%	11-Nov-16	35000	Transfer	81931	0.27%		
				18-Nov-16	1573	Transfer	83504	0.27%		
				24-Feb-17	15000	Transfer	98504	0.32%		
				3-Mar-17	55000	Transfer	153504	0.50%	153504	0.50%
								0.00%		
10	Smart Value Equisearch P Ltd	77068	0.2534%	31-Mar-17	0	Transfer	77068	0.25%	77068	0.25%
11	Vikram Pratapbhai Kotak	0	0.0000				0.0000	0.00%	0	0.00%
				3-Mar-17	290000	Transfer	290000	0.95%		
				10-Mar-17	-22000	Transfer	268000	0.88%		
				24-Mar-17	32000	Transfer	300000	0.99%		
				31-Mar-17	0	Transfer	300000	0.99%	300000	0.99%
12	S.Shyam	275784	0.9067%	31-Mar-17	0	Transfer	275784	0.91%	275784	0.91%

Sr. No.	Name	Shareholding at the beginning of the year		Increase / Decrease in Shareholding			Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date	Increase / Decrease	Reason	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
13	Vijaya S	247535	0.8139%	31-Mar-17	0	Transfer	247535	0.81%	247535	0.81%
14	Vikash Agarwal	114449	0.3763%	31-Mar-17	0	Transfer	114449	0.38%	114449	0.38%
15	Uma Shankar Agarwal	71768	0.2360	31-Mar-17	0	Transfer	71768	0.24%	71768	0.24%
16	Lakshmendra Kr. Agarwal	77176	0.2537%	31-Mar-17	0	Transfer	77176	0.25%	77176	0.25%
17	Sushila Agarwal	86813	0.2854%	31-Mar-17	0	Transfer	86813	0.29%	86813	0.29%
18	Hardik Bharat Patel	62843	0.2066%	7-Oct-16	328049	Transfer	390892	1.29%		
				31-Mar-17	0	Transfer	390892	1.29%	390892	1.29%
19	Eknath Jiwaji Shirgaonkar	0	0.0000		0		0.0000	0.00%		
				28-Oct-16	52385	Transfer	52385	0.17%		
				13-Jan-17	18791	Transfer	71176	0.23%		
				3-Mar-17	40000	Transfer	111176	0.37%		
				10-Mar-17	20000	Transfer	131176	0.43%		
				31-Mar-17	6200	Transfer	137376	0.45%	137376	0.45%
20	Indianivesh Capitals Limited	0	0.0000		0		0	0.00%	0	0.00%
				30-Jun-16	100000	Transfer	100000	0.33%		
				30-Sep-16	-100000	Transfer	0	0.00%		
				2-Dec-16	100000	Transfer	100000	0.33%		
				31-Mar-17	0	Transfer	100000	0.33%	100000	0.33%
21	Pat Financial Consultants Private Limited	328049	1.0786%	7-Oct-16	-328049	Transfer	328049	1.08%		
				31-Mar-17	0	Transfer	0	0.00%	0	0.00%
22	Reliance Capital Trustee Co Ltd-A/C Reliance Mid & Small Cap Fund	1709978	5.6221%	4-Nov-16	-50583	Transfer	1659395	5.46%		
				11-Nov-16	-403388	Transfer	1256007	4.13%		
				13-Jan-17	-16625	Transfer	1239382	4.07%		
				3-Mar-17	-1239382	Transfer	0	0.00%	0	0.00%

Note: Top 10 shareholders as on April 1, 2016 and March 31, 2017 and any change in their shareholding

Annexure 5

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

v) Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name	Shareholding at the beginning of the year		Increase / Decrease in Shareholding		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Increase	Decrease	No. of shares	% of total shares of the Company
(1)	Sanat M. Shah, Chairman	2,491,209	8.19%	-	1,006,500	1,484,709	4.88%
(2)	Sanjay S. Shah, Vice Chairman & Managing Director	1,373,461	4.52%	-	-	1,373,461	4.52%
(3)	Pradeep S. Shah, Managing Director	1,765,721	5.81%	-	-	1,765,721	5.81%
(4)	Hiten C. Timbadia, Independent Director	3,500	0.01%	-	-	3,500	0.01%
(5)	Amit N. Dalal, Independent Director	0	0.00%	-	-	0	0.00%
(6)	Perses M. Bilimoria, Independent Director	0	0.00%	-	-	0	0.00%
(7)	Abhay J. Mehrotra, Independent Director	0	0.00%	-	-	0	0.00%
(8)	Jai S. Diwanji, Independent Director	0	0.00%	-	-	0	0.00%
(9)	Sohni H. Daswani, Independent Director	0	0.00%	-	-	0	0.00%
(10)	Bhupal B. Nandgave, Whole Time Director (Works)	1,200	0.00%	-	-	1,200	0.00%
(11)	Suresh Narayan, Chief Financial Officer	0	0.00%	-	-	0	0.00%
(12)	Mihir Mehta, Company Secretary	0	0.00%	-	-	0	0.00%

Annexure 6

Indebtedness

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

(Amount in ₹ Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (As on April 1, 2016)				
i) Principal Amount	--	--	--	--
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	--	--	--
Change in Indebtedness during the financial year				
Addition	1332.93	--	--	1332.93
Reduction	(1332.93)	--	--	(1332.93)
Exchange difference	--	--	--	--
Net Change	**--**	**--**	**--**	**--**
Indebtedness at the end of the financial year (As on March 31, 2017)				
i) Principal Amount	--	--	--	--
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	**--**	**--**	**--**	**--**

Annexure 7

Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Directors, Whole Time Directors and / or Manager

(Amount in ₹ Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount
		Sanjay S. Shah	Pradeep S. Shah	Bhupal B. Nandgave	
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	106.79	106.99	22.20	235.98
	(b) Value of perquisites u/s. 17(2) of the Income Tax Act, 1961	11.71	11.46	-	23.17
	(c) Profits in lieu of Salary u/s. 17(3) of the Income Tax Act, 1961	-	-	-	-
2.	Stock Options	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	As % of Profits	-	-	-	-
	Others, specify	-	-	-	-
5.	Others	-	-	-	-
	Total A	**118.50**	**118.45**	**22.20**	**259.15**
	Ceiling as per the Act	₹ 120 Lakhs for each of the Managing / Whole Time Director			

B. Remuneration to other Directors

(Amount in ₹ Lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors							Total Amount
		Hiten C. Timbadia	Amit Dalal	Perses M. Bilimoria	Abhay J. Mehrotra	Jai S. Diwanji	Sohni H. Daswani	Sanat M. Shah	
1.	Independent Directors								
	(a) Fee for attending Board / Committee Meetings	1.54	0.45	1.54	1.24	0.40	0.55	-	**5.72**
	(b) Commission	--	--	--	--	--	--	--	**--**
	(c) Others	--	--	--	--	--	--	--	**--**
	Total – 1	**1.54**	**0.45**	**1.54**	**1.24**	**0.40**	**0.55**	**--**	**5.72**
2.	Other Non-Executive Directors								
	(a) Fee for attending Board / Committee Meetings	--	--	--	--	--	--	0.60	**0.60**
	(b) Commission	--	--	--	--	--	--	--	**--**
	(c) Others	--	--	--	--	--	--	--	**--**
	Total - 2	--	--	--	--	--	--	0.60	**0.60**
3.	**Total B (1 + 2)**	**1.54**	**0.45**	**1.54**	**1.24**	**0.40**	**0.55**	**0.60**	**6.32**
	Total Managerial Remuneration*								**264.47 Lakhs**
	Overall Ceiling as per the Act	₹ 120 Lakhs for each of the Managing / Whole Time Director and sitting fees per non-executive director upto ₹ 1 Lakh per meeting of the Board of Directors or its Committee.							

* Total remuneration to Managing Directors, Whole Time Director and Other Directors (being the total of A and B)

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

(Amount in ₹ Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	CFO (Suresh Narayan)	Company Secretary (Mihir Mehta)	
1.	Gross Salary	Not Applicable			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961		30.54	15.41	45.95
	(b) Value of perquisites u/s. 17(2) of the Income Tax Act, 1961		--	--	--
	(c) Profits in lieu of Salary u/s. 17(3) of the Income Tax Act, 1961		--	--	--
2.	Stock Options		--	--	--
3.	Sweat Equity		--	--	--
4.	Commission				
	- As % of Profits		--	--	--
	- Others, specify		--	--	--
5.	Others		--	--	--
	Total		30.54	15.41	45.95

Annexure 8

Penalties / Punishment / Compounding of Offences

Type	Section of the Companies Act	Brief description	Details of penalties / punishment / compounding fees impound	Authority (RD / NCLT / COURT)	Appeal made, if any (give details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers in Default					
Penalty					
Punishment					
Compounding					

Annexure D

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Name of the Director	Title	Remuneration in FY 2016-17 (₹ in Lakhs)	% Increase in Remuneration in FY 2016-17	Ratio of remuneration of each Director to median remuneration of employees
Sanjay S. Shah	Vice Chairman & Managing Director	118.50	NIL	31.64
Pradeep S. Shah	Managing Director	118.45	NIL	31.63
Sanat M. Shah	Chairman	0.60	Non-Executive Directors are not paid any remuneration / commission save and except the sitting fees.	0.16
Hiten C. Timbadia	Independent Director	1.54		0.41
Amit N. Dalal	Independent Director	0.45		0.12
Perses M. Bilimoria	Independent Director	1.54		0.41
Abhay J. Mehrotra	Independent Director	1.24		0.33
Jai S. Diwanji	Independent Director	0.40		0.11
Sohni H. Daswani	Independent Director	0.55		0.15
Bhupal B. Nandgave	Whole Time Director (Works)	22.20	6.50%	5.93
Suresh Narayan	Chief Financial Officer	30.55	12.94%	Not Applicable
Mihir Mehta	Company Secretary	15.42	2.17%	Not Applicable

- The median remuneration of employees of the Company during the financial year was ₹ 3.74 Lakhs
- In the financial year, there was an increase of 1.46% in the median remuneration of employees
- There were 1013 permanent employees on the rolls of Company as on March 31, 2017
- Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2016-17 was approx. 2% whereas the increase in the managerial remuneration for the same financial year was 2.01%.
- It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the foresaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

(ii) Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Employee Name	**Mr. Sanat M. Shah**
Designation	Chairman
Educational Qualification	B.Com
Age	84
Experience (in years)	52 years
Date of joining	25-04-1972
Gross Remuneration (₹ Lakhs)	No remuneration is paid to him. However, during the year, sitting fees of ₹ 60,000/- was paid to him.
Previous employment	N.A.

Annexure E

Form No. MR-3

Secretarial Audit Report
for the financial year ended 31st March, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members,
Manugraph India Limited
Mumbai

Dear Sirs,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **Manugraph India Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the financial year ended 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2017, according to the provisions of:

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

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

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder – Not Applicable;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment; There are no external commercial borrowing.

v. The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (the 'SEBI Act') are applicable :-

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

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

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

   Following regulations and guidelines as prescribed under the SEBI Act are not applicable to the Company during the financial year under report:-

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

   e) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014;

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

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

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

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

vi. Taking into consideration, business activities and confirmation received by the Company, there are no specific regulator / law whose approval is required for undertaking business operations of the Company and hence no comment is invited in respect of the same. We have in-principally verified existing systems and mechanism which is followed by the Company to ensure compliance of other applicable laws and have relied on the representation made by the Company and its Officers in respect of aforesaid systems and mechanism for compliances of other applicable acts, laws and regulations and found the satisfactory operation of the same.

I have also examined compliances with applicable clauses of Secretarial Standards issued by the Institute of the Company Secretaries of India.

During the financial year under report, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards etc. as mentioned above and we have no material observation(s) of instances of non compliance in respect of the same.

I further report that:

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

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

Majority decisions are carried through while the dissenting members' views are captured and recorded as part of the minutes.

I have relied on the representation made by the Company and its Officers for adequate systems and processes in the Company commensurate with its size & operation to monitor and ensure compliance with applicable laws.

I further report that during the audit period, the Company has undertaken event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

(i) Declaration of Dividend.

For **Aashish K. Bhatt & Associates**
Company Secretaries
(ICSI Unique Code S2008MH100200)

Aashish Bhatt
Proprietor
ACS No.: 19639
COP No.: 7023

Place: Mumbai
Dated: May 26, 2017

APPENDIX A

To,
The Members,
Manugraph India Limited

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

1. The responsibility of maintaining Secretarial record is of the management and based on our audit, we have expressed my opinion on these records.
2. I am of the opinion that the audit practices and process adopted to obtain assurance about the correctness of the Secretarial records were reasonable for verification.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The management is responsible for compliances with corporate and other applicable laws, rules, regulations, standards etc. Our examination was limited to the verification of procedure and wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations etc.
5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Aashish K. Bhatt & Associates**
Company Secretaries
(ICSI Unique Code S2008MH100200)

Aashish Bhatt
Proprietor
ACS No.: 19639
COP No.: 7023

Place: Mumbai
Dated: May 26, 2017

Annexure F

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES (ACCOUNTS) RULES, 2014

A. CONSERVATION OF ENERGY

Apart from implementing systematically the energy conservation measures mentioned in the earlier report, conscious efforts were made to bring awareness among energy users for energy conservation. The additional efforts were also made.

1. Power factor of plant is maintained to unity resulting in optimum utilization of power.
2. Replacement of high power consuming conventional/PLL tube lights with energy efficient LED lamps/tube lights, qty.644 Nos.
3. Replacement of high power consuming conventional Hi Bay luminaries with energy efficient LED luminaries, qty.14 Nos.
4. Replacement of high power consuming conventional Flood/ Street light luminaries with energy efficient LED luminaries, qty.14 Nos.
5. Replacement of high power consuming conventional incandescent/PLL Machine Lamps with energy efficient LED lamps, qty.36 Nos.
6. Replaced rusted and leaked GI water pipeline to APVC pipeline & valves to avoid wastage of water.
7. The waste treated water from ETP plant is being used for gardening purpose through pipeline. It produces the better hygienic, green & ecofriendly atmosphere.
8. Various domestic trials are taken with energy efficient LED lamps to reduce existing high energy consumption lamps.
9. 12W LED fixtures used in executive building against ordinary 25Watt Havels fixtures = 20Nos.
10. Use of electronic ballast against conventional copper chocks for 40Watt tube light
11. Replaced Philips 36X2 Watt tube to 24Watt datum make LED tube light = 26Nos.
12. Replaced Asian 36Watt x 2Nos Philips into Syska 22Watt LED tube light = 20Nos.
13. Replaced 400Watt Philips MV lamps into 120Watt high bay lamp = 4Nos.

B. TECHNOLOGY ABSORPTION: -

1. Efforts made in technology absorption:

The focus on improvement in existing products and development of new products was maintained throughout the year. Thrust is given on strengthening of manpower infrastructure in application of Computer Aided Design and Engineering software to meet the diverse customer requirements for different types of presslines. Efforts are taken to enhance ERP system to facilitate improving design cycle. Software development wing is strengthened for effective implementation of in-house developed software's for Printing machines.

The new machines and main features under development / developed are:

i. Ecoline (Compact Newspaper Pressline) in 533 Cut off is developed and launched.

ii. Indigenization of high speed flying splicer MP22 is completed and Splicer launched.

iii. Development of Ecoline in 578 cut off and 915mm web width is in progress.

iv. Development of S-Line Printing Tower in 2x1 segment with 40000 IPH speed is in progress.

v. Development of Flying Splicer AP3550 for 35000 IPH speed and 50" reel handling capacity is in progress with Optional modular Infeed for speed up to 45000 IPH.

vi. Flexo Printing technology absorption in co-operation with Italian Partner is in process.

vii. MIL Product interfacing (design support) with other make Pressline.

2. Benefits derived as a result of the above R&D:

a. New products developed.

b. More automation on existing products.

c. Cost reduction and space saving on machines.

d. Performance improvement.

e. Shorter time to market for new products.

f. Expanding domestic & Export market.

g. Import substitution.

3. Expenditure on R&D:

		(₹ in Lakhs)
a.	Capital	50.89
b.	Recurring	285.65
c.	Total	336.54
d.	Total R&D expenditure as a percentage of net sales	1.36%

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

1. Activities relating to exports; Initiatives taken to increase exports, development of new export markets for products and services; and export plans;

   During the year under review, the Company is continuously exploring the possibilities of exporting more of its products to countries in Europe, Middle East Asia, Africa, South America and Australia.

2. Total foreign exchange used and earned :

   The information on foreign exchange earnings and outgo is contained in note numbers 28 & 29 of standalone financial results.

MANAGEMENT'S DISCUSSION & ANALYSIS

Economic Overview FY 2016-17

Economic growth has recovered since 2014 and India has become the fastest-growing G20 economy, with annual growth rates around 7.5%. Private consumption in urban areas has been buoyed by prospects of higher public wages and pensions while government investment and consumption remained strong. The return to a normal monsoon in 2016, after two consecutive years of bad weather, is supporting a recovery in agricultural income and rural consumption. The demonetisation has impacted consumption and other macroeconomic parameters, at least temporarily. Despite sustained public investment, total investment declined in real terms. Exports fell as external demand was weak and the real effective exchange rate appreciated.

Printing Industry

Like other industries, printing industry also slowed down with the global economic meltdown & the inflation. Furthermore, due to digitalization, the newspaper publication industry has weakened. With global growth expected to slow further, growth in the industry will also be affected.

Newsprint or the printing paper accounts for 40% of the total costs of dailies. The advertising revenue, the biggest source of income for newspapers, is slacking. Subscription income is usually a fraction of the total revenue. Corporate ad spends depends largely on GDP growth, which have remained subtle during the present financial year.

Company overview

Manugraph owes its strong position as a supplier of choice not only for its technical competence, but also for its clear orientation towards the customer needs. Once functionality and timing are agreed upon, the client could relax, knowing well Manugraph would deliver quality presses exactly as agreed upon, right on time. Manugraph develops strong business partnerships with clients, providing most satisfactory after-sale services on a continuous basis.

On a Standalone basis, Company recorded sales of ₹ 24832.67 Lakhs as compared to ₹ 25,899.20 Lakhs in the previous financial year. The EBIDTA for the financial year ended March 31, 2017 is ₹ 643.14 Lakhs as compared to ₹ 1,480 Lakhs in the previous financial year ended March 31, 2016. During the year, the Company incurred net loss of ₹ 4404.85 Lakhs as compared to profit of ₹ 598.32 Lakhs in the previous year. The loss was on account of provision for diminution in value of investments in Manugraph Americas, Inc., subsidiary Company.

Your Company continues to face challenging demand in export markets scenario. However, with strengthening of its research, development and technical support mechanism, the Company is striving for more growth by developing new businesses.

Opportunities

India is the country with largest number of printing presses in the world. The two sectors of the Indian Printing Industry which are projected to grow the most in India are Packaging and Printing. This growth is primarily due to increase in population, higher rate of literacy and a growing economy. Increasing literacy rates across India has driven the localisation of newspapers, made possible by the changes in printing technology. The increasing literacy rates in rural areas of India has seen the investment in newspapers grow. Printing sector has evolved from a manufacturing industry into a service industry in India of late. Publishing have come up to the international standards.

Countries like UK, USA and Japan outsource printing jobs to India because of the low cost of labor, english language proficiency, design capabilities, talent pool, technology and communication costs. With various development policies & initiatives of the Government, the Company foresees subtle growth in print industry. Technology continues to be the prime focus for your company. With strong in-house R & D activities, your company is in a position to introduce technologically superior products at competitive prices. India is expected to maintain its leadership position as a low cost nation for quality engineering capabilities.

Threats

Unprecedented currency depreciation in certain key export markets is dampening demand from international markets. Electronic media continues to gain growth and competes with print media. Further, Government's "Environment Friendly" campaign has adverse effect on sale of newspaper.

However, expansion in market size and regionalization of printing is partly compensating this negative trend. As for the internet, until India's literacy, electricity and broad band problems are taken care of, it is a long way from being a threat to any media, let alone print.

Depreciating rupee has resulted in increased import cost. However, your company continues to pursue cost reduction initiatives and work towards improving operating margins.

Outlook

India is expected to regain its economic momentum and growth is expected to recover gradually to its high long term potential.

The key challenges for the Indian economy this year would be to fast track infrastructure projects, improve electricity generation and increase industrial production. We can relatively be sure of this growth due to the fact that the government will push harder for reforms to keep the Indian growth story alive.

The Print media sector is expected to grow, albeit at a low rate due to increase in literacy and regionalization of publications.

Risk and concerns

Geographical concentration and competition risk are one of the major concerns for the Company. The Company has taken various measures which help the Company to outline the principal risks and uncertainties and then take appropriate actions that could avert operating and financial performance.

Normal foreseeable risks of the Company's assets are adequately covered by comprehensive insurance. Risk assessments, inspections and safety audits are carried out periodically.

Wage Agreement with Workers' Union is due. The negotiation with the Union and the outcome may result in financial concerns for the Company.

Internal Control System

Control ensures that freedom of management is exercised within a framework of checks and balances and is designed to prevent misuse of power, facilitate timely management of change and ensure effective management of risks.

The Company's well structured internal control systems which are subjected to regular assessment for its effectiveness, reinforces integrity of Management and fairness in dealing with the Company's stakeholders.

Your company has appointed an Independent Internal Audit teams for conducting regular internal audits of the systems and procedures of financial reporting and operations of the Company. The Audit Committee periodically reviews the Internal Audit Reports, scopes and plans, significant findings and corrective actions, if any.

The Statutory Auditors have conducted a review of Internal Financial Control as required under the Companies (Auditor's Report) Order, 2016 and have found the same to be very effective.

REPORT ON CORPORATE GOVERNANCE

This chapter reports on Company's compliance with the Regulation 34(3) and Schedule V(C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') with the Stock Exchanges.

1. Company's philosophy on code of governance

Manugraph India Ltd. (MIL) considers corporate governance as a pre-requisite for meeting the needs of its stakeholders. The principles of transparency, accountability, trusteeship, creating robust policies and practices for key processes, equity in all facets of its operations and integrity are at the core of the Company's basic character.

The Company respects the inalienable rights of the shareholders to information on the performance of the Company. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations.

In addition, the Company has a strong sense of participation in community development. Its established systems encourage and recognize employee participation in environmental and social initiatives that contribute to organizational sustainability, conservation of energy, and promotion of safety and health.

Our Corporate Governance framework ensures that we make timely disclosures, there are transparent accounting policies and a strong and independent Board to go a long way in maintaining good corporate governance, preserving shareholders' trust and maximizing long-term corporate value.

The Board of Directors ('the Board') is at the core of our Corporate Governance practices and oversees how the management serves and protects the long-term interests of our stakeholders.

2. Board of Directors

The Directors have expertise in the fields of strategy, management, finance, operations, human resource development and economics. The Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure.

The Board continuously reviews the Company's governance, risk and compliance framework, business plans, and organisation structure to align with the global standards and competitive benchmark.

An active, well informed and independent Board is necessary to ensure high level of corporate governance.

A. Composition of the Board of Directors

The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations, the Companies Act, 2013 and in accordance with the best practices in Corporate Governance.

The Board comprises eminent persons with high credentials of considerable professional experience and expertise in diverse fields who actively contribute in the deliberations of the Board, covering all strategic policy matters and decisions.

The Board comprises of 10 Directors of which 6 (Six) Directors are Independent, 1 (One) Director is Non Executive and 3 (Three) Directors are Executive.

The Composition of Board and category of Directors are as follows:

Category	Executive Directors	Non Executive Directors
Promoter Directors	Mr. Sanjay S. Shah Mr. Pradeep S. Shah	Mr. Sanat M. Shah
Non Promoter Director	Mr. Bhupal B. Nandgave	--
Independent Directors	--	Mr. Hiten C. Timbadia Mr. Amit N. Dalal Mr. Perses M. Bilimoria Mr. Abhay J. Mehrotra Mr. Jai S. Diwanji Mrs. Sohni H. Daswani

Mr. Sanjay S. Shah, Vice Chairman & Managing Director and Mr. Pradeep S. Shah, Managing Director are related to Mr. Sanat M. Shah, Chairman.

All the Directors possess the requisite qualifications and experience in general corporate management, finance, banking, insurance and other allied fields enabling them to contribute effectively in their capacity as Directors of the Company.

As mandated under the existing Regulation 16 of the SEBI Listing Regulations, the Independent Directors on the Board of the Company:

- ✓ Apart from receiving Director's remuneration, do not have any material pecuniary relationships or transactions with the Company, its Promoters, Directors, Senior Management or its Holding Company, Subsidiaries and Associates which may affect independence as a Director;
- ✓ Are not related to Promoters or persons occupying management positions at the Board level or at one level below the Board;
- ✓ Have not been executive(s) of the Company in the immediately preceding three financial years;
- ✓ Are not partner(s) or executive(s) or were not partner(s) or executive(s) during the preceding three years, of any of the following:
- ✓ Statutory audit firm or the internal audit firm that is associated with the Company
- ✓ Legal firm(s) and consulting firm(s) that have a material association with the Company.
- ✓ Are not material supplier(s), service provider(s) or customer(s) or lessor(s) or lessee(s) of the Company, which may affect independence of the Director;
- ✓ Are not substantial shareholders of the Company i.e. do not own two per cent or more of the block of voting shares;
- ✓ Are not less than 21 years of age.

B. Board Independence

Regulation 16 of the SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013 provides the criteria of Independence of a Director. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, all Non-Executive Directors other than the Chairman are Independent in terms of Regulation 16 of the SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013.

C. Board Meetings

The Board meets at regular intervals to discuss and decide on Company / business policy, functioning of foreign subsidiaries, foreign exchange exposures and strategy apart from other Board business.

The notice of Board meeting is given well in advance to all the Directors. The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Vice Chairman and Managing Director of the Company. The Agenda is circulated with appropriate time prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

Further, the Board also periodically reviews the compliance reports of applicable laws to the Company as well as steps taken to rectify instances of non compliances, if any.

During the financial year 2016-17, the Board met four times. The meetings were held on May 26, 2016, August 4, 2016, October 26, 2016, and February 9, 2017.

The maximum interval between any two meetings was well within the maximum allowed gap of 120 days.

D. Independent Directors' Meetings

The Independent Directors met once during the financial year 2016-17, without the presence of Executive Directors or Management representatives. The issues and concerns, if any, of the meeting were then discussed with the Non-Executive Chairman.

E. Directors' attendance record and details of Directorships/Committee Positions held

As provided under Regulation 25 of the SEBI Listing Regulations, none of the Independent Directors on Board acts as an Independent Director in more than seven listed entities, none of the whole time / executive Directors on Board acts as an Independent Director in more than three listed entities, none of the Directors are members in more than ten committees or acts as a Chairman of more than five such committees.

The following table provides the attendance record at the Board Meeting and Annual General Meeting of the Company during the financial year 2016-17 and directorships, memberships and chairmanships in other companies:

Sr. No.	Name of the Director	Category	Board membership in other companies (*)	Committee chairmanship in other companies	Committee membership in other companies	No. of Board Meetings of MIL attended	Attendance at the last AGM (Yes/No)
1.	Mr. Sanat M. Shah (DIN: 00248499)	Non-Executive Chairman (Promoter)	5	Nil	Nil	4	Yes
2.	Mr. Sanjay S. Shah (DIN: 00248592)	Vice Chairman & Managing Director (Promoter)	8	Nil	Nil	4	Yes
3.	Mr. Pradeep S. Shah (DIN: 00248692)	Managing Director (Promoter)	12	Nil	Nil	4	Yes
4.	Mr. Bhupal B. Nandgave (DIN: 06447544)	Whole-time Director (Works) Executive - Non Independent	Nil	Nil	Nil	3	Yes
5.	Mr. Hiten C. Timbadia (DIN: 00210210)	Independent Non-Executive Director	5	1	Nil	4	Yes
6.	Mr. Amit N. Dalal (DIN: 00297603)	Independent Non-Executive Director	8	1	5	3	Yes
7.	Mr. Perses M. Bilimoria (DIN: 00781535)	Independent Non-Executive Director	1	Nil	Nil	4	Yes
8.	Mr. Abhay J. Mehrotra (DIN: 01673801)	Independent Non-Executive Director	4	Nil	Nil	3	Yes
9.	Mr. Jai S. Diwanji (DIN: 00910410)	Independent Non-Executive Director	5	2	3	2	Yes
10.	Mrs. Sohni H. Daswani (DIN: 01933506)	Independent Non-Executive Director	1	Nil	Nil	3	Yes

* Includes private Companies and foreign Company directorship.

3. Audit Committee

The Company's Audit Committee comprises three Independent Directors. The Audit Committee is headed by Mr. Hiten C. Timbadia and has Mr. P.M. Bilimoria and Mr. Abhay J. Mehrotra as its members. All the members of the Committee have relevant experience in financial matters.

The Audit Committee of the Company is entrusted with the responsibility as provided under Regulation 18 of the SEBI Listing Regulations and Sec. 177 of the Companies Act, 2013, gist of which are as follows:

- ✓ to supervise the Company's internal controls and financial reporting process:
- ✓ overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- ✓ recommending the appointment and removal of external auditors, fixation of audit fee and approval for payment of any other services;
- ✓ reviewing with management the quarterly and annual financial results before submission to the Board;
- ✓ reviewing with management the annual financial statements of the subsidiary companies;

- ✓ reviewing the adequacy of internal control systems with the management, external auditors and internal auditor;
- ✓ reviewing the adequacy of internal audit function;
- ✓ discussing with internal auditor any significant findings and reviewing the progress of corrective actions on such issues;
- ✓ reviewing the findings of any internal investigations by the internal auditor in matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and then reporting such matters to the Board;
- ✓ discussing with external auditors, before the audit commences, the nature and scope of audit as well as having post-audit discussions to ascertain areas of concern, if any;
- ✓ recommending the appointment and removal of cost auditors;
- ✓ reviewing the Company's financial and risk management policies;
- ✓ examining reasons for substantial default in the payment to Members (in case of non-payment of declared dividends) and creditors, if any;

The Audit Committee also reviews various functions, business risk assessment, controls and critical IT applications with implications of security and internal audit reports of all the major divisions of the Company. The Audit Committee also reviews the functioning of the Code of Business Principles and Whistle Blower Policy of the Company.

The meetings of Audit Committee are also attended by the Chief Financial Officer, Statutory Auditors and Internal Auditor as special invitees. The Company Secretary acts as the Secretary to the Committee. The minutes of each Audit Committee meeting are placed and confirmed in the next meeting of the Board. The Audit Committee also meets the internal and external auditors separately, without the presence of Management representatives.

The Audit Committee met five times during the year on May 26, 2016, August 4, 2016, September 17, 2016, October 26, 2016 and February 9, 2017.

The details of attendance at the Audit committee are as follows:

Sr. No.	Name of the Director	No. of meetings held	No. of meetings attended
1	Mr. Hiten C. Timbadia	5	5
2	Mr. Perses M. Bilimoria	5	5
3	Mr. Abhay J. Mehrotra	5	4

The Chairman of the Audit Committee attended the Annual General Meeting of the Company held during the year under review.

4. Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of Mr. Hiten C. Timbadia, Mr. Perses M. Bilimoria and Mr. Abhay J. Mehrotra. Mr. Hiten C. Timbadia is the Chairman of the Committee. All the members of the Committee are non-executive independent directors.

The role of Nomination and Remuneration Committee is as follows:

- ✓ determining / recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- ✓ determining / recommending the criteria for qualifications, positive attributes and independence of Directors;
- ✓ reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc.;
- ✓ evaluating performance of each Director and performance of the Board as a whole;

The Nomination and Remuneration Committee met once on May 26, 2016.

Attendance at the remuneration committee meetings:

Sr. No.	Name of the Director	No. of meetings held	No. of meetings attended
1	Mr. Hiten C. Timbadia	1	1
2	Mr. Perses M. Bilimoria	1	1
3	Mr. Abhay J. Mehrotra	1	1

The Company paid sitting fees to each Non-Executive Director for attending meetings of the Board. Audit Committee and Nomination and Remuneration Committee. The Company also paid sitting fees to each Independent Director for attending meeting of Independent Directors.

The details of remuneration paid to the Directors of the Company during the financial year 2016-17 are given below:

(Amount in ₹ Lakhs)

Sr. No.	Name of the Director	Salary and perquisites*	Commission	Sitting fee for Board and Committee meetings	Total
1	Mr. Sanjay S. Shah	118.50	--	--	118.50
2	Mr. Pradeep S. Shah	118.45	--	--	118.45
3	Mr. Bhupal B. Nandgave	22.20	--	--	22.20
4	Mr. Sanat M. Shah	--	--	0.60	0.60
5	Mr. Hiten C. Timbadia	--	--	1.54	1.54
6	Mr. Amit N. Dalal	--	--	0.45	0.45
7	Mr. Perses M. Bilimoria	--	--	1.54	1.54
8	Mr. Abhay J. Mehrotra	--	--	1.24	1.24
9	Mr. Jai S. Diwanji	--	--	0.40	0.40
10	Mrs. Sohni H. Daswani	--	--	0.55	0.55

*Excluding Provident & Other Funds

Your Company presently does not have a scheme for grant of stock options or performance-linked incentives for its directors.

5. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee looks into the shareholders' and investors' grievances, cases of transfers, transmissions, issue of duplicate share certificates, etc.

Name of the Director	Category	Position	No. of meetings attended	
			held	attended
Mr. Perses M. Bilimoria	Independent Director	Chairman	4	4
Mr. Sanjay S. Shah	Vice Chairman & Managing Director	Member	4	4
Mrs. Sohni H. Daswani	Independent Director	Member	4	3

During the year under review, the Company received a complaint from a shareholder relating to non-receipt of dividend which was duly redressed within time.

Status of receipt and redressal of Investors' Grievances during the financial year is as under:

Investors' Grievances pending as on April 1, 2016	Nil
Add : Investors' Grievances received during the year	1
Less : Investors' Grievances redressed during the year	1
Investors' Grievances pending as on March 31, 2017	Nil

The name and contact details of compliance officer is provided in the section "General Shareholders Information" forming part of this report.

6. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee comprises Mr. Pradeep S. Shah as the Chairman and Mr. B.B. Nandgave and Mr. Abhay J. Mehrotra as members of the Committee.

The role of Corporate Social Responsibility Committee is as follows:

- ✓ formulating and recommending to the Board Corporate Social Responsibility Policy and the activities to be undertaken by the Company;
- ✓ recommending the amount of expenditure to be incurred on the activities undertaken;
- ✓ reviewing the performance of the Company in the area of Corporate Social Responsibility;
- ✓ providing external and independent oversight and guidance on the environmental and social impact of how the Company conducts its business;
- ✓ monitoring Corporate Social Responsibility Policy of the Company from time to time.

The CSR Committee met once during the financial year 2016-17 on May 26, 2016. Every member of the committee attended the meeting.

7. General Body Meetings

Financial year	2015-16 44th AGM	2014-15 43rd AGM	2013-2014 42nd AGM
Venue	M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001	M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001	M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001
Day	Tuesday	Thursday	Wednesday
Date	July 26, 2016	August 13, 2015	27th August, 2014
Time	12.00 noon	3.00 p. m.	3.00 p. m.
No. of Special Resolution(s) passed	Nil	Three	Nil

All resolutions as set out in the respective notices were duly passed by the shareholders.

During the year, no resolutions were passed through postal ballot.

8. Disclosures

CEO and CFO Certification:

The Managing Director and Chief Financial Officer have given a certificate to the Board as contemplated in Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Related Parties Transactions:

The Company has not entered into any transaction of a material nature with the promoters, directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large. The register of contracts containing transactions, in which directors are interested, is placed before the board regularly.

Code of Conduct:

The Board of Directors has laid down a "Code of Conduct" (Code) for all the Board Members and the senior management of the Company and this Code is posted on the Website of the Company. Annual compliance affirmation is obtained from every person covered under the Code.

Risk Management:

The Audit Committee and the Board periodically discuss the significant business risks identified by the Management and review the measures taken for their mitigation.

Statutory Compliance, Penalties and Strictures:

The Company has complied with all the requirements of regulatory authorities on matters relating to capital markets and no penalties / strictures have been imposed on the Company by the Stock Exchange or SEBI.

Whistle Blower Policy:

The Company encourages an open door policy where employees have access to the Head of the Business / Function. In terms of Manugraph India Limited's Code of Conduct, any instance of non-adherence to the Code or any other observed / unethical behavior is to be brought to the attention of the immediate reporting authority, who is required to report the same to Head of Corporate Human Resource.

9. Means of Communication

The Company publishes its quarterly, half-yearly and yearly financial results in leading English and Marathi newspapers. The results are also posted on Company's website viz. www.manugraph.com and websites of the stock exchange. Information relating to shareholding pattern and compliance on corporate governance norms are also posted on Company's website.

All price sensitive information are immediately informed to Stock Exchange before the same is communicated to general public through press releases, if any.

10. Non-Mandatory Requirements

a) Office of the Chairman of the Board and reimbursement of expenses by the Company.
The Company is presently reimbursing the expenses incurred in performance of duties.

b) Shareholders' rights – furnishing of half-yearly results.
The Company's half-yearly results are published in English and Marathi newspapers having wide circulation.

c) Postal Ballot
As and when the occasion arises, the Company will seek shareholders' approval through postal ballot in respect of such resolutions required under the Listing Regulations and provisions of the Companies Act, 2013 and Rules, Regulations made thereunder.

General Shareholder Information

(i) 45th Annual General Meeting

Day & date	Thursday, July 27, 2017
Time	12.00 Noon
Venue	M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001

(ii) Financial Year : April to March

(iii) Dates of book closure : Friday, July 21, 2017 – Thursday, July 27, 2017 (both days inclusive)

(iv) Dividend payment date : Credit/dispatch of dividend warrants between Friday, July 28, 2017 and Friday, August 4, 2017.

(v) Listing of Equity shares on Stock Exchanges

Name of Stock Exchanges	Stock Code/Symbol
BSE Limited	505324
National Stock Exchange of India Limited	MANUGRAPH Security Series: EQ
Demat ISIN in NSDL & CDSL	INE867A 01022

The listing fees for the year 2016-17 and 2017-18 have been paid to the above stock exchanges where the securities of the Company are listed. The annual custodian fees for 2016-17 and 2017-18 to NSDL & CDSL has also been paid within the due dates.

(vi) Financial Calendar:

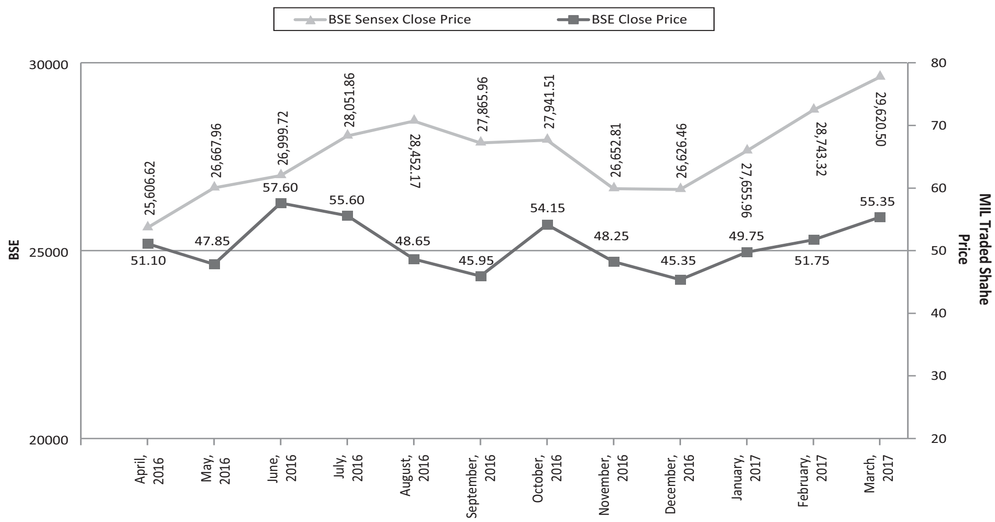
The Board of Director of the Company approves unaudited results for each quarter within such number of days as may be prescribed under SEBI Regulation from time to time.

(vii) Market price data:

Monthly high and low quotations of shares traded on Bombay Stock Exchange Limited and National Stock Exchange of India Limited for the financial year 2016-17:

Months	BSE Ltd. (BSE)		National Stock Exchange of India Ltd. (NSE)	
	Month's High price	Month's Low price	Month's High price	Month's Low price
April, 2016	57.80	45.90	58.90	46.00
May, 2016	55.00	47.05	52.50	46.00
June, 2016	64.00	47.05	64.20	47.80
July, 2016	62.40	54.25	62.35	53.40
August, 2016	58.60	45.45	58.05	45.00
September, 2016	49.85	43.25	50.95	41.30
October, 2016	63.00	46.00	63.40	45.85
November, 2016	54.00	40.20	54.00	41.55
December, 2016	48.25	44.60	48.85	44.00
January, 2017	55.80	46.10	55.60	45.30
February, 2017	56.30	42.80	56.45	42.50
March, 2017	62.70	50.75	62.70	50.05

(viii) Performance in comparison to broad-based indices BSE Sensex.



(ix) Registrar and share transfer agents

Link Intime India Pvt. Ltd.
C-101, 247 Park,
L.B.S. Marg, Vikhroli (West),
Mumbai – 400 083, Maharashtra, India.
Phone : +91-22-4918 6270
Fax : +91-22-4918 6060
Email : rnt.helpdesk@linkintime.co.in.

(x) Share transfer system

Shareholders are requested to communicate with Link Intime India Private Limited, Company's Registrar and Share Transfer Agents for matters related to share transfers in physical form, dividend, share certificates, change of address.

The Company ensures that the Registrar process all the requests received from shareholders within maximum three weeks from the date of receipt provided the documents are in order. The Registrar also updates the Company on action status.

The shares held in dematerialized form are electronically traded in the depository and the Registrar & Share Transfer Agents receives from Depositories, periodical details of beneficiary holdings to update their records and registers.

The Stakeholders' Grievance Committee of Board of Directors of the Company take note of status of investor's grievances / correspondences received during the quarter and also ratifies transfers effected during the quarter.

(xi) Distribution of shareholdings as on 31st March, 2017 :

No. of Equity Shares	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholdings
1 – 500	9413	76.75	1600166	5.26
501 – 1000	1357	11.07	1099606	3.61
1001 – 2000	802	6.54	1226891	4.03
2001 – 3000	260	2.12	657693	2.16
3001 – 4000	107	0.87	378662	1.25
4001 – 5000	87	0.71	407109	1.34
5001 – 10000	106	0.86	769035	2.53
10001and above	133	1.08	24275899	79.82
Total	**12265**	**100.00**	**30415061**	**100.00**

(xii) Shareholding pattern as on 31st March, 2017:

	Category	No. of shares held	% of shareholding
A	**Promoters' Holding**	17490578	57.51
	Sub-Total (A):-	**17490578**	**57.51**
	Non-promoter's holding		
B	1. Institutional Investors		
	a. Mutual Funds / UTI	2255	0.01
	b. Banks	250	0.00
	c. Insurance Companies	702636	2.31
	Sub-Total (B):-	**705141**	**2.32**
C	2. Others		
	a. Corporate Bodies	2184433	7.18
	b. Indian Public	9017992	29.64
	c. Directors and their relatives	58285	0.19
	d. Non-Resident Individuals	225375	0.74
	e. Foreign Companies	250	0.00
	f. Foreign Nationals	3620	0.01
	g. Hindu Undivided Family	382294	1.26
	h. Trusts	0	0.00
	i. Any other (Clearing Members)	347093	1.14
	Sub-Total (C):-	**12219342**	**40.18**
	Grand Total [A+B+C]:-	**30415061**	**100.00**

(xiii) Top 10 Shareholders as on 31st March, 2017 (other than Promoters)

Sr. No.	Shareholders' Name	Shares	Percentage
1.	Life Insurance Corporation of India	702636	2.31
2.	East India Securities Limited	434392	1.43
3.	Hardik Bharat Patel	390892	1.29
4.	Minal Bharat Patel	300000	0.99
5.	Vikram Pratapbhai Kotak	300000	0.99
6.	JM Financial Services Limited	282593	0.93
7.	S. Shyam	275784	0.91
8.	Vijaya S	247535	0.81
9.	Raviraj Developers Ltd.	220446	0.72
10.	Bharat Jayantilal Patel	187017	0.61

(xiv) Bifurcation of shares held in physical and demat form as on March 31, 2017

Particulars	No. of Shares	%
Physical Segment	997751	3.28
Demat Segment:		
NSDL	23698451	77.92
CDSL	5718859	18.80
Total	**30415061**	**100.00**

(xv) Outstanding GDR/Warrants or convertible bonds, conversion dates and likely impact on equity

Not applicable

(xvi) Plant Locations

Plant 1: Plot No. D -1, MIDC Shiroli Industrial Area, Pune - Bangalore Road, Shiroli, Kolhapur, Maharashtra.

Plant 2: Warananagar, Kodoli, Tal. Panhala, Dist. Kolhapur, Maharashtra.

(xvii) Address for correspondence

The members are requested to write to Link Intime India Private Limited for any query related to share transfers, dematerialization, transmissions, change of address, non receipt of divided or any other related queries.

The address of Link Intime India Private Limited is 'Unit: Manugraph India Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai 400 083

The members can also send their grievances, if any, to the Company Secretary/Compliance officer Mr. Mihir Mehta, Manugraph India Limited, Sidhwa House, 1st Floor, N. A. Sawant Marg, Colaba, Mumbai - 400 005 or email at sharegrievances@manugraph.com.

(xviii) Other useful information for shareholders

Dividend: Electronic Clearing Services (ECS)/ National Electronic Clearing Services (NECS) facility. The divided remittances to shareholders will happen through ECS/NECS as per the locations approved by RBI from time to time. If you are located at any of the ECS/ NECS centers and have not registered your ECS/NECS, please arrange to forward your ECS/NECS mandate to your depository participant if the shares are held in demat form, or to the Company/Registrars, if the shares are held in physical form, immediately.

Due dates for Transfer of Unclaimed Dividend to Investor Education and Protection Fund (IEPF) are as under:

Financial Year	Date of declaration of Dividend	Due date of transfer to IEPF
2009-10	27-09-2010	03-11-2017
2010-11	27-09-2011	03-11-2018
2011-12	01-08-2012	08-09-2019
2012-13	01-08-2013	07-09-2020
2013-14	27-08-2014	03-10-2021
2014-15	13-08-2015	19-09-2022
2015-16	26-07-2016	02-09-2023

Transfer of shares to IEPF Demat account

Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and refund) Rules, 2016 was notified by the Ministry of Corporate Affairs (MCA) on September 05, 2016 and as per Rule 6 of the said Rules, the shares relating to our Company is required to transfer all the shares, in respect of which dividend amounts have not been paid or claimed for 7 consecutive years, to 'IEPF Suspense Account (Manugraph India Limited)'. In terms of the above Rules, reminders were sent by the Company to the shareholders who have not claimed their dividends for a consecutive period of 7 years, informing that their shares will be transferred to IEPF suspense account, if they do not place their claim for unclaimed dividend amounts before the Company.

In the meantime, the action was stayed due to a General Circular No.15/2016 dated December 07, 2016 issued by the MCA informing that the revised notifications will be issued. Further, the MCA issued a revised notification dated February 28, 2017 extending the period for transfer of unclaimed shares to IEPF Demat Account upto May 31, 2017. Your Company has provided the IEPF Rules, the paper notifications issued and a list of the shareholders, whose shares will be transferred to IEPF in the Investor Page of the website of the Company.

Declaration by the Vice Chairman and Managing Director under Regulation 34(3) and Schedule V(D) of the SEBI Listing Regulations regarding adherence to the Code of Conduct.

In accordance with Regulation 34(3) and Schedule V(D) of the SEBI Listing Regulations, I hereby confirm that all the directors and the senior management personnel of the Company have affirmed compliance with the code of conduct, as applicable to them for the financial year ended March 31, 2017.

For **Manugraph India Limited**

Sd/-
Sanjay S. Shah
Vice Chairman & Managing Director

Mumbai, Dated : May 26, 2017

Auditors' Certificate on Corporate Governance

To,
The Members of
Manugraph India Limited

1. We have examined the compliance of conditions of Corporate Governance by Manugraph India Limited for the year ended on 31st March, 2017 as stipulated in the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as referred to in Regulation 15(2) of the Listing regulations.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

N Jayendran
Partner
M. No. 040441

Mumbai, Dated : May 26, 2017

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Manugraph India Limited

Report on the Standalone Financial Statements

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

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2017 and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section143 of the Act, we give in the Annexure A, a statement on the matters Specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account

   (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   (e) On the basis of written representations received from the directors as on March 31, 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of section 164(2) of the Act.

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

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

      i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements -Refer Note 34 to the financial statements.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There are no delays in payment of amounts to the Investor Education and Protection Fund during the year.

      iv. The Company has provided requisite disclosures in its Standalone Financial Statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 16 to the Standalone Financial Statements.

For **NATVARLAL VEPARI & CO.**
Chartered Accountants
Firm Registration no.106971W

N Jayendran
Partner
Membership No. 40441

Mumbai,
Dated : May 26, 2017

ANNEXURE A TO AUDITOR'S REPORT

(i) (a) The Company has generally maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) Fixed assets have been physically verified by the management during the period and no material discrepancies were identified on such verification.

(c) We have verified the title deeds of immovable properties forming part of Fixed Assets produced before us by the management and in respect of the title deeds which were in possession of the bankers due to charge created, confirmation was obtained from the banker about the title deeds being in the name of the company.

(ii) The management has conducted physical verification of inventory at reasonable intervals during the period. The discrepancies noticed between the book stock and the physical stock was not material and they have been properly dealt with in the books of accounts.

(iii) The Company has granted interest free loan to its wholly owned subsidiary company covered in the register maintained u/s 189 of the Companies Act 2013,

a) The terms and conditions of such loans are not prejudicial to the interests of the Company

b) The Loan is not due for repayment presently and therefore there is no default in its repayment and there is no overdue amount.

(iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 185 and 186 with respect to loans, investments guarantees and security given.

(v) The Company has not accepted any deposit from the public pursuant to sections 73 to 76 or any other relevant provisions of the Companies Act 2013 and rules framed thereunder. As informed to us, there is no order that has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal in respect of the said sections.

(vi) As informed to us the maintenance of the cost records under the sub-section (1) of section 148 of the Companies Act, 2013 has been prescribed and are of the opinion that prima facie, the prescribed accounts and records have been maintained. We have not, however, carried out a detailed examination of the records to ascertain whether they are accurate or complete.

(vii) (a) The Company has been regular in depositing undisputed statutory dues including Provident fund, Employees State Insurance, Income Tax, Sales Tax, , Service Tax, Custom Duty, Excise Duty, Cess and other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amount payable in respect of the aforesaid dues were outstanding as at March 31, 2017 for a period of more than six months from the date of becoming payable.

(b) According to the information and explanations given to us, there are no dues of Sales Tax, Income Tax, Service Tax, Excise Duty and Cess which have not been deposited on account of any dispute except as given in the statement attached herewith.

(viii) According to the information and explanations given to us and based on the documents and records produced to us, the company has not defaulted in payment of dues to the Financial Institution or Banks. Further, the company has not obtained any borrowings by way of debentures.

(ix) The company has not raised any money by way of public issue / follow-on offer (including debt instruments). The Company has also not raised any term loans during the year.

(x) According to the information and explanations given to us and to the best of our knowledge and belief no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(xi) The managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.

(xii) The Company is not a Nidhi Company hence clause 3(xii) of Companies (Auditors Report) Order 2016 is not applicable.

(xiii) All transactions with the related parties are in compliance with sections 188 and 177 of the Companies Act, 2013 where applicable. The details of related party transactions have been disclosed in the financial statements as required by the Accounting Standard AS-18 – Related Party Disclosures of the Companies (Accounting Standards) Rules, 2006.

(xiv) The company has not made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review and hence clause 3(xiv) of Companies (Auditors Report) Order 2016 is not applicable.

(xv) The company during the year has not entered into any non-cash transactions with directors or persons connected with him and clause 3(xv) of Companies (Auditors Report) Order 2016 is not applicable.

(xvi) The nature of business and the activities of the Company are such that the Company is not required to obtain registration under section 45-IA of the Reserve Bank of India Act 1934.

For **NATVARLAL VEPARI & CO.**
Chartered Accountants
Firm Registration No.106971W

N Jayendran
Partner
Membership No. 40441

Mumbai,
Dated : May 26, 2017

Statement Of Statutory Dues Outstanding On Account Of Disputes, As On 31st March, 2017, Referred To In Para (vii)(b) of The Annexure To Auditors' Report

Name of statute	Nature of dues	Amount (₹ In Lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Additions during Assessments	27.25	Assessment year 2009-2010	The Income Tax Appellate Tribunal, 'K' Bench, Mumbai
Finance Act-1944 – Service tax Rule 1994.	Interest on Service Tax on Goods Transport Operators.	0.51	2001 to 2002	The commissioner, Central Excise, (Appeals-II),Pune
Finance Act-1944 – Central excise act 1944.	Wrong credit of Service Tax received from Head Office(Input Service Distributor)	16.49	2008 to 2013	Superietendent of Central Excise, Panchganga Range, Kolhapur.
Central excise act 1944.	Wrong credit of Service Tax Credit claimed on Input Service Distributor	1.39	2014-15	Deputy Commissioner,Central Excise Kolhapur-II Div.
Central excise act 1944.	Wrong credit of Service Tax Credit claimed on Input Service Distributor	4.47	2015-16	Deputy Commissioner,Central Excise Kolhapur-II Div.
Central Excise Act. 1944	Excise duty on scrap generated at vendors end.	4.80	01.07.2007 to 30.11.2007	The Asstt. Commissioner, Central Excise Kolhapur- II.
Central Excise Act. 1944	Excise duty on sale of spares to related persons.	0.07	01.01.06 to 30.06.06	The Dy. Commissioner, Central Excise Kolhapur- II.
Central Excise Act. 1944	Excise duty on sale of spares to related persons.	0.03	01.06.05 to 31.12.05	The Asstt. Commissioner, Central Excise Kolhapur- II.
Central Excise Act. 1944	Excise duty on sale of spares to related persons.	0.12	01.07.06 to 30.11.06	The Asstt. Commissioner, Central Excise Kolhapur- II.
Central Excise Act. 1944	Excise duty on sale of spares to related persons.	0.05	01.12.06 to 30.06.2007	The Asstt. Commissioner, Central Excise Kolhapur- II.
Central Excise Act. 1944	Excise duty on sale of spares to related persons.	0.15	01.07.07 to 31.03.2008	The Asstt. Commissioner, Central Excise Kolhapur- II.
Central Excise Act. 1944	Claim for refund of excise duty on scrap generated during job work	0.55	01.04.03 to 31.03.04	The Asstt. Commissioner, Central Excise Kolhapur- II.
Central Excise Act. 1944	Excise duty on debit notes raised towards recovery of raw material cost from Vendors.	0.56	01.07.01 to 31.03.02	The High Court Of Judicature Bombay.
Central Excise Act. 1944	Duty Draw Back on Exported Goods.	3.90	01.09.10 to 30.09.10	The Joint Secretary, Govt. Of India, Ministry Of Finance, Department of Revenue, New Delhi. & The Dy. Comiissioner of Customs , DBK, JNCH, Nhava Sheva.

Name of statute	Nature of dues	Amount (₹ In Lakhs)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act. 1944	Duty Draw Back on Exported Goods.	1.25	01.11.2011 to 31.01.2011	The Joint Secretary, Govt. Of India, Ministry Of Finance, Department of Revenue, New Delhi.
Central Excise Act. 1944	Duty Draw Back on Exported Goods.	4.83	01.12.10 to 31.12.10	The Joint Secretary, Govt. Of India, Ministry Of Finance, Department of Revenue, New Delhi.
Central Excise Act. 1944	Duty Draw Back on Exported Goods.	5.93	01.12.10 to 31.12.10	The Joint Secretary, Govt. Of India, Ministry Of Finance, Department of Revenue, New Delhi.
Finance Act 1994	Service Tax Credit of Service Received out of India	1.24	01.06.2013 to 31.10.2013	The Commissioner (Appeals) Central Excise, Pune-II.
Finance Act 1994	Service Tax Credit on Out Ward Freight	0.03	February-2015 to October-2015	The Superintendent, Central Excise, Range-I, Kolhapur.
Total		**73.62**		

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Manugraph India Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **NATVARLAL VEPARI & CO.**
Chartered Accountants
Firm Registration No.106971W

N Jayendran
Partner
Membership No. 40441

Mumbai,
Dated : May 26, 2017

Balance Sheet as at 31st March, 2017

Particulars	Note Ref.	As at March 31, 2017 (₹ in lakhs)	As at March 31, 2016 (₹ in lakhs)
I. EQUITY & LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	1	608.30	608.30
(b) Reserves & Surplus	2	16,606.66	21,011.51
(c) Money Received against Share Warrants		-	-
		17,214.96	21,619.81
2. Share Application Money Pending Allotment		-	-
3. Non-Current Liabilities			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (net)		-	-
(c) Other Long Term Liabilities	3	8.05	7.80
(d) Long Term Provisions	4	358.49	310.46
		366.54	318.26
4. Current Liabilities			
(a) Short-Term Borrowings		-	-
(b) Trade Payables	5		
(i) total outstanding dues of micro enterprises and small enterprises; and		81.88	87.19
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises.		2,209.21	2,037.52
(c) Other Current Liabilities	3	3,026.31	4,272.36
(d) Short-Term Provisions	4	985.71	1,499.18
		6,303.11	7,896.25
Total		23,884.61	29,834.31
II. ASSETS			
1. Non-Current Assets			
(a) Fixed Assets			
(i) Property, Plant and Equipment	6	2,950.70	3,429.72
(ii) Intangible Assets	7	171.12	193.78
(iii) Capital Work-in-Progress	8	46.20	-
(iv) Intangible Assets Under Development		-	-
		3,168.02	3,623.50
(b) Non-Current Investments	9	2,744.40	7,244.53
(c) Deferred Tax Assets (net)	10	375.37	477.87
(d) Long-Term Loans & Advances	11	1,830.47	1,715.25
(e) Other Non-Current Assets	12	1,969.63	2,350.74
		6,919.87	11,788.39
2. Current Assets			
(a) Current Investments	13	6,000.00	2,800.00
(b) Inventories	14	4,791.29	6,178.41
(c) Trade Receivables	15	632.95	2,624.16
(d) Cash and Bank Balances	16	1,945.84	2,188.34
(e) Short-term loans and advances	11	296.88	324.66
(f) Other current assets	12	129.76	306.85
		13,796.72	14,422.42
Total		23,884.61	29,834.31

The accompanying Statement of Significant Accounting policies and notes to financial statements form an integral part of the Financial Statements

As per our report of even date attached
For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

N. Jayendran
Partner
M. No. 40441

Mumbai, Date: 26th May, 2017

For and on behalf of the Board of Directors

Sanjay S. Shah Vice Chairman and Managing Director
DIN : 00248592

Pradeep S. Shah Managing Director
DIN : 00248692

Mihir V. Mehta
Company Secretary

Suresh Narayan
Chief Financial Officer

Mumbai, Date: 26th May, 2017

Statement of Profit and Loss for the year ended 31st March, 2017

	Particulars	Note Ref.	2016-17 (₹ in lakhs)	2015-16 (₹ in lakhs)
	Revenue from Operations (Gross):	17	**27,639.86**	28,662.01
	Less : Excise Duty		**2,807.19**	2,762.81
	Revenue from Operations (Net):		**24,832.67**	25,899.20
	Other Operating Revenue	18	**741.25**	1,231.99
	Other Income:	19	**634.31**	603.78
A.	**Total Revenue**		**26,208.23**	27,734.97
	Expenses:			
	Cost of Materials Consumed	20	**14,008.52**	15,626.05
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	21	**1,146.09**	663.62
	Employee Benefit Expenses	22	**6,069.16**	5,490.58
	Finance Cost	23	**67.16**	166.23
	Depreciation & Amortisation	24	**611.97**	652.10
	Other Expenses	25	**4,341.32**	4,474.59
B.	**Total Expenses**		**26,244.22**	27,073.17
	Profit Before exceptional and extraordinary items and Tax (A-B)		**(35.99)**	661.80
	Exceptional Items (Refer Note 36)		**(4,195.88)**	(308.00)
	Profit Before extraordinary items and tax		**(4,231.87)**	353.80
	Extraordinary Items		**-**	-
	Profit Before Tax		**(4,231.87)**	353.80
	1. Current Tax		**54.88**	68.03
	2. Deferred Tax		**102.52**	(123.51)
	3. Tax Adjustment of Previous Years		**15.58**	(189.04)
	Tax Expense		**172.98**	(244.52)
	Profit for the period from Continuing Operations		**(4,404.85)**	598.32
	Discontinued Operations		**-**	-
	Profit for the period		**(4,404.85)**	598.32
	Earning per Equity Share			
	– **Before Exceptional Item**			
	– Basic and Diluted		**(0.51)**	2.51
	– **After Exceptional Item**			
	– Basic and Diluted		**(14.48)**	1.97
	Par Value		**2.00**	2.00

The accompanying Statement of Significant Accounting policies and notes to financial statements form an integral part of the Financial Statements

As per our report of even date attached
For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

N. Jayendran
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M. No. 40441

Mumbai, Date: 26th May, 2017

For and on behalf of the Board of Directors

Sanjay S. Shah Vice Chairman and Managing Director
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Mihir V. Mehta
Company Secretary

Suresh Narayan
Chief Financial Officer

Mumbai, Date: 26th May, 2017

Cash Flow Statement for the year ended 31st March, 2017

Particulars	2016-17 (₹ in lakhs)		2015-16 (₹ in lakhs)	
A. CASH FLOW FROM OPERATING ACTIVITIES:				
Net profit before tax and extraordinary items		**(4,231.87)**		353.80
Add: Depreciation	**611.97**		652.10	
Interest	**12.39**		124.54	
Provision for dimunition of investment	**4,500.00**		-	
Fixed assets written off/scrapped	**46.12**		14.51	
Loss / (profit) on sale of assets	**(307.70)**		(16.84)	
Sundry Balances written off	**10.00**		62.54	
Bad Debts	**-**		342.72	
Sundry Balances written back	**(32.23)**		(416.21)	
Provision for gratuity	**(134.98)**		(70.97)	
Provision for earned leave wages	**60.06**		64.51	
Dividend income	**(0.05)**		(23.10)	
Profit on sale of investments	**(355.94)**		(190.88)	
Interest received on deposits	**(247.69)**	**4,161.95**	(247.21)	295.72
Operating Profit before working capital Changes		**(69.91)**		649.52
Working Capital Changes				
Trade payable and Other Liabilities	**(1,484.32)**		130.03	
Inventory Changes	**1,387.12**		1,145.02	
Loans and Advances	**(134.58)**		(94.14)	
Trade and other receivables	**3,124.77**	**2,892.99**	89.38	1,270.28
Cash generated from operations		**2,823.08**		1,919.80
Deduct : Direct taxes		**24.11**		192.46
Net Cash from Operating activities		**2,798.98**		1,727.34
B. CASH FLOW FROM INVESTING ACTIVITIES:				
Purchase of fixed assets including CWIP	**(418.35)**		(207.09)	
Purchase of investments	**(13,500.00)**		(6,500.00)	
Sale of fixed assets	**354.92**		43.77	
Sale of investments	**10,656.06**		6,373.22	
Dividend received	**0.05**		23.10	
Other bank balances	**4.58**		(81.18)	
Interest Received	**247.69**	**(2,655.04)**	247.21	(100.97)
Net cash flow from Investing Activities		**(2,655.04)**		(100.97)

Cash Flow Statement for the year ended 31st March, 2017 (Contd...)

Particulars	2016-17 (₹ in lakhs)		2015-16 (₹ in lakhs)	
C. CASH FLOW FROM FINANCING ACTIVITIES:				
Interest Paid	**(12.25)**		(123.68)	
Dividend paid including dividend tax	**(369.61)**		(188.60)	
Repayment of Borrowings	**-**		(610.69)	
Net Cash flow from Financing Activities		**(381.85)**		(922.97)
Net Cash flow from Operating, Investing and financing activity		**(237.92)**		703.40
Opening Cash and Cash Equivalents		**1,180.76**		477.36
Closing Cash and Cash Equivalents		**942.84**		1,180.76

As per our report of even date attached
For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

N. Jayendran
Partner
M. No. 40441

Mumbai, Date: 26th May, 2017

For and on behalf of the Board of Directors
Sanjay S. Shah Vice Chairman and Managing Director
DIN : 00248592

Pradeep S. Shah Managing Director
DIN : 00248692

Mihir V. Mehta
Company Secretary

Suresh Narayan
Chief Financial Officer

Mumbai, Date: 26th May, 2017

Statement of Significant Accounting policies and Other Explanatory Notes

A BACKGROUND

Manugraph India Ltd, was established in the year 1972. The company is the largest manufacturer of single width web-offset printing presses in India and has a significant share of the world market for its products. The manufacturing facilities are located at Kolhapur in India and through its wholly owned subsidiary in Millersburg – USA. The company has its in-house R&D facilities with a combined strength of over 50 engineers at both locations. The Indian R&D facilities are recognized by Department of Scientific and Industrial Research – Ministry of Science and Technology , Government of India.

B ACCOUNTING POLICIES

a Basis of preparation

The Financial Statements have been prepared to comply in all material respects with the notified accounting standards by the Companies Accounting Standards Rules, 2006 (which are specified under section 133 of the Companies Act 2013 read with rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act 2013. The financial statements have been prepared under the historical cost convention, on an accrual basis of accounting.

The classification of assets and liabilities of the Company is done into current and non-current based on the operating cycle of the business of the Company. The operating cycle of the business of the Company is less than twelve months and therefore all current and non-current classifications are done based on the status of realisability and expected settlement of the respective asset and liability within a period of twelve months from the reporting date as required by the Schedule III of the Companies Act 2013.

The accounting policies adopted in the preparation of the financial statements are consistent with those used in the previous year.

b Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known.

c Inflation

Assets and liabilities are shown at historical cost . No adjustments are made for changes in purchasing power of money.

d Property, Plant and Equipment (PPE)

i Property, Plant and Equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition of its intended use. The costs comprises of the purchase price, borrowings costs if capitalisation criteria are met and directly attributable costs of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the cost of the PPE. Any subsequent expenses related to a PPE is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other day to day repairs and maintenance expenditure and the cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

ii Cost of borrowing for assets taking substantial time to be ready for use is capitalised for the period up to the time the asset is ready for use.

iii Intangible assets are stated at cost of construction less accumulated amortised amount and accumulated impairment losses, if any.

e Depreciation and Amortisation

i Depreciation on all assets of the Company is charged on straight line method over the useful life of assets at the rates and in the manner provided in Schedule II of the Companies Act 2013 for the proportionate period of use during the year.

ii The useful life of the intangible asset being computer software is determined at five years.

Statement of Significant Accounting policies and Other Explanatory Notes

f Impairment of assets

Cash generating unit/ fixed assets / Investments are assessed for possible impairment at balance sheet date based on external and internal sources of information. Impairment losses, if any, are recognised as an expense in the statement of profit and loss. Impairment loss in respect of assets sold / scrapped are reversed and consequent profit or loss on such sale is accounted. Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Depreciation charged on assets impaired is adjusted in future period over its remaining useful life.

On annual basis, the company makes an assessment of any indicator that may lead to impairment of assets. An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired.

The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

g Inventories

Cost of inventories is ascertained on the weighted average basis. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

i.	Raw Material & Components	Raw materials and components, stores and spares are stated at lower of cost and net realisable value.
ii.	Consumable Tools	Consumable tools are stated at cost or below cost.
iii.	Work-in-progress and manufactured components	Work-in-progress and manufactured components are valued at lower of cost and net realisable value computed including Material, Labour and Overheads related to the manufacturing operations
iv.	Finished Goods	Finished products are valued at lower of cost and net realisable value Cost is computed including Material, Labour and Overheads related to the manufacturing operations. Excise duty is included in the value of finished products inventory.

h Investment

i Long term investments are stated at cost less provision for diminution other than temporary in nature, if any. Current investments are stated at lower of cost and fair value.

ii Investments that are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

i Employee Benefits

i Provident fund is a defined contribution scheme established under a State Plan. The contributions to the scheme are charged to the statement of profit and loss in the year in which the contributions to the fund are accrued.

ii Superannuation fund is a defined contribution scheme and contributions to the scheme are charged to the Statement of profit and loss in the year when the contributions accrue. The scheme is funded with an insurance company in the form of a qualifying insurance policy and other permissible securities.

iii The company has a defined benefit gratuity scheme. For the defined benefit scheme, actuarial valuations are being carried out on a projected unit credit method at each balance sheet date. Actuarial gains and losses are recognised in full in the statement of profit and loss in the period in which they occur.

iv Leave encashment benefit is provided on the basis of actuarial valuation done at the end of the year. The aforesaid leave liability is not funded.

Statement of Significant Accounting policies and Other Explanatory Notes

j Research and Development

Revenue expenditure on research and development is charged to statement of profit and loss in the year in which it is incurred. Capital expenditure on research and development is included in additions to fixed assets under appropriate heads. Self manufactured R&D assets are carried at cost of manufacture.

k CENVAT Credit / Service Tax Credit

i CENVAT credit utilised during the year is accounted in excise duty and unutilised CENVAT balance at the year end is considered as advance excise duty.

ii Service tax credit utilised during the year towards excise liability is accounted in excise duty and unutilised service tax credit at the year-end is considered as advance Service Tax.

l Revenue Recognition

i Revenue from sale of goods is recognised net of returns, product expiry claims and trade discount, on transfer of significant risk and rewards in respect of ownership to the buyer which is generally on dispatch of goods. Sales include excise duty but exclude sales tax and value added tax.

ii In respect of incentives attributable to the export of goods, the Company following the accounting principle of matching revenue with the cost has recognised export incentive receivable when all conditions precedent to the eligibility of benefits have been satisfied and when it is reasonably certain of deriving the benefit.

iii Income from services and erection charges are recognised after the relevant work is completed and the right to receive the income is established

iv Revenue in respect of insurance/other claims, commission, etc. are recognised only when it is reasonably certain that the ultimate collection will be made.

v Interest income is recognised on time proportion method basis taking into account the amount outstanding and the rate applicable.

vi Dividend income is accounted when the right to receive the same is established.

m Borrowing Cost

Borrowing costs directly attributable to the acquisition or construction of qualifying assets are capitalised. Other borrowing costs are recognised as expenses in the period in which they are incurred. In determining the amount of borrowing costs eligible for capitalisation during a period, any income earned on the temporary investment of those borrowings is deducted from the borrowing costs incurred.

n Foreign Exchange Transactions

i) Transactions denominated in foreign currency are recorded at the exchange rate on the date of transaction. The exchange gain/loss on settlement / negotiation during the year is recognised in the Statement of Profit and Loss.

ii) Foreign currency transactions remaining unsettled at the end of the year are converted at year-end rates. Loss arising on account of transactions covered by forward contract is recognised over the period of contracts.

iii) Monetary assets and liabilities at the end of the year are converted at the year end rate and the resultant gain or loss is accounted for in the Statement of Profit and Loss.

iv) The company has not used any derivative instrument except forward contracts which have been used for hedging its foreign currency exposure. The company does not undertake any speculative or trading activity through derivative instruments.

o Taxation

Tax expense comprises of current and deferred taxes.

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961 and the Income Computation and Disclosure Standards issued by the Central Board of Direct Taxes.

Statement of Significant Accounting policies and Other Explanatory Notes

Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and the deferred tax liabilities related to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

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

p Earnings per share

i Basic and diluted earnings per share are calculated by dividing the net profit for the year/period attributed to equity shareholders by the weighted average number of equity shares outstanding during the year/period.

ii 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.

q Provisions, Contingent Liabilities and Contingent Assets

i. Provisions are recognised only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

ii. Provision for product related warranty costs is based on the claims received upto the year end as well as the management estimates of further liability to be incurred in this regard during the warranty period, computed on the basis of past trend of such claims.

iii 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.

iv Contingent assets are neither recognized nor disclosed in the financial statements.

r Operating Lease

Leases where the lessor effectively retains substantially all risks and benefits of ownership for the leased term are classified as operating leases. Operating lease payments are recognized as expense in the statement of profit and loss account on a straight line basis over the lease term.

s Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank, cheques on hand, cash in hand and short term investments with an original maturity of three months or less.

Statement of Significant Accounting policies and Notes to Financial Statements

C. OTHER NOTES

1. Share Capital

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Number	(₹ In lakhs)	Number	(₹ In lakhs)
Authorised Capital:				
Equity shares of ₹ 2 each	**9,85,00,000**	**1,970.00**	9,85,00,000	1,970.00
Preference shares of ₹ 100 each	**10,000**	**10.00**	10,000	10.00
Unclassified shares of ₹ 100 each	**20,000**	**20.00**	20,000	20.00
Redeemable preference shares of ₹ 100 each	**3,50,000**	**350.00**	3,50,000	350.00
Total		**2,350.00**		2,350.00

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Number	(₹ In lakhs)	Number	(₹ In lakhs)
Issued, Subscribed And Paid up Capital:				
Equity shares of ₹ 2 each	**3,04,15,061**	**608.30**	3,04,15,061	608.30
Total	**3,04,15,061**	**608.30**	3,04,15,061	608.30

a. The Company has not issued any bonus shares during the last five years.

b. Details of Shareholding in excess of 5%

Name of Shareholder	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares held	%	Number of shares held	%
Multigraph Machinery Co. Ltd.	**59,55,027**	**19.58**	59,55,027	19.58
Sanat Manilal Shah	**14,84,709**	**4.88**	24,91,209	8.19
Pradeep Sanat Shah	**17,65,721**	**5.81**	17,65,721	5.81
Santsu Finance & Investment Pvt. Ltd.	**25,37,000**	**8.34**	19,05,500	6.26
Manu Enterprises Ltd.	**23,16,500**	**7.62**	19,41,500	6.38
Reliance Capital Trustee Co. Ltd.	**-**	**-**	17,09,978	5.62
Total	**1,40,58,957**	**46.23**	1,57,68,935	51.84

Statement of Significant Accounting policies and Notes to Financial Statements

c. Reconciliation of the equity shares outstanding at the beginning and at the end of the year.

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Number	**(₹ In lakhs)**	Number	(₹ In lakhs)
Issued, Subscribed And Paid up Capital:				
At the beginning of the year	**3,04,15,061**	**608.30**	3,04,15,061	608.30
Issued during the period	**-**	**-**	-	-
Outstanding at the end of the year	**3,04,15,061**	**608.30**	3,04,15,061	608.30

d. The Company has only one class of shares issued and paid-up capital referred to as equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share.

e. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after payment of all external liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

2. Reserves & Surplus

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	(₹ In lakhs)	**(₹ In lakhs)**	(₹ In lakhs)	(₹ In lakhs)
i. **Capital Reserve**		**70.00**		70.00
ii. **Capital Reserve - On Amalgamation**		**128.00**		128.00
iii. **Capital Redemption Reserve**		**110.58**		110.58
iv. **Securities Premium Account**		**2,145.06**		2,145.06
Other Reserves				
v. **General Reserve :**		**9,225.00**		9,225.00
vi. **Surplus in Profit and Loss Account**				
Balance as per last Balance Sheet		**9,332.87**		9,100.63
Add :Profit for the year	**(4,404.85)**		598.32	
Sub Total		**(4,404.85)**		598.32
Less:				
Proposed Dividend	**-**		304.15	
Tax on Proposed Dividend	**-**		61.93	
Sub Total		**-**		366.08
		4,928.02		9,332.87
Total Reserves & Surplus (i+ii+iii+iv+v+vi)		**16,606.66**		21,011.51

a. The General Reserve has been created in accordance with the requirements of the erstwhile Companies (Transfer of Profit to Reserve) Rules, 1975

b. The Board of Directors at their meeting held on May 26, 2017 has recommended dividend at ₹ 0.50 per equity share which is subject to shareholder approval at the Annual General Meeting. The total payment on this account on approval by the members would be ₹ 183.04 lakhs including dividend tax thereon.

Statement of Significant Accounting policies and Notes to Financial Statements

3. Other Liabilities

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Non-current (₹ In lakhs)	Current (₹ In lakhs)	Non-current (₹ In lakhs)	Current (₹ In lakhs)
Advances from Customers	-	2,036.17	-	3,593.27
Unclaimed dividends	-	42.74	-	46.27
Other Liabilities	1.32	874.40	1.32	443.69
Duties & Taxes payable	-	73.00	-	84.12
Security Deposit	6.73	-	6.48	-
Advance against sale of assets	-	-	-	105.00
Total	8.05	3,026.31	7.80	4,272.36

Unclaimed dividends : There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

4. Provisions

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Non-current (₹ In lakhs)	Current (₹ In lakhs)	Non-current (₹ In lakhs)	Current (₹ In lakhs)
For employees benefits				
Provision for earned leave wages	358.49	63.83	310.46	51.80
Provision for Gratuity	-	816.58	-	951.56
Others				
Proposed Dividend	-	-	-	304.15
Corporate Tax on Dividend	-	-	-	61.93
Provision for Warranty	-	105.30	-	129.74
Total	358.49	985.71	310.46	1,499.18

a. Disclosure under Accounting Standard 29 - Provisions, Contingent Liabilities and Contingent Assets (2016-17)

Particulars	Opening Balance	Additions during the year	Amt. Paid/ Reversed during the year	Closing Balance
Warranty Expenses	129.74	57.03	81.47	105.30
(Previous year)	(81.68)	(114.85)	(66.79)	(129.74)

Statement of Significant Accounting policies and Notes to Financial Statements

b. The company provides gratuity to all employees. The benefit is in the form of lumpsum payments to vested employees on resignation, retirement, death while in employment or on termination of employment of an amount equivalent to 15 days basic salary and dearness allowance for each completed year of service. Vesting occurs upon completion of five years of service. The company makes annual contributions to fund administered by trustees and managed by Life Insurance Corporation of India, for amounts notified by it. The gratuity benefit is a defined benefit plan.

Particulars	**As at 31 March, 2017 (₹ In lakhs)**	As at 31 March, 2016 (₹ In lakhs)
Reconciliation of opening and closing balances of the present value of the defined benefit obligation		
Present value of obligation at the beginning of the year	**2,296.82**	2,161.33
Interest cost	**183.75**	172.91
Current service cost	**82.29**	81.45
Benefits paid	**(111.64)**	(189.92)
Actuarial (gain)/loss on obligation	**127.94**	71.05
Present value of obligation at the end of the year	**2,579.16**	2,296.82
Reconciliation of opening and closing balances of the fair value of plan assets		
Fair value of plan assets at the beginning of the year	**1,345.26**	1,138.80
Expected return on plan assets	**124.74**	93.77
Contributions	**404.21**	302.61
Benefits paid	**(111.64)**	(189.92)
Actuarial gain/(loss) on plan assets	**-**	-
Fair value of plan assets as at the end of the year	**1,762.57**	1,345.26
Amount recognised in Balance Sheet		
Fair value of plan assets as at the end of the year	**1,762.57**	1,345.26
Present value of obligation as at the end of the year	**2,579.16**	2,296.82
Asset/(liability) recognised in the Balance Sheet	**(816.58)**	(951.56)
Expense recognised in the Profit and Loss account		
Interest cost	**183.75**	172.91
Current service cost	**82.29**	81.45
Expected return on plan assets	**(124.74)**	(93.77)
Net actuarial (gain)/loss recognised in the year	**127.94**	71.05
Net cost	**269.23**	231.64
Break-up of Plan Assets		
Category of assets as at the end of the year		
Insurer Managed Funds	**100%**	100%
(Fund is Managed by LIC as per IRDA guidelines, category-wise composition of the plan assets is not available)		
Assumptions		
Discount rate	**8%**	8%
Salary escalation rate (annual)	**4%**	4%

Note : Experience adjustment information is not available and hence not disclosed.

Statement of Significant Accounting policies and Notes to Financial Statements

5. Trade Payables - Current

Particulars	As at 31 March, 2017 (₹ In lakhs)	As at 31 March, 2016 (₹ In lakhs)
Trade Payables		
Micro Small and Medium Enterprises	**81.88**	87.19
Others	**2,209.21**	2,037.52
Total	**2,291.10**	2,124.72

a) Disclosure In accordance with section 22 of Micro, Small and Medium Enterprises Development Act, 2006.

	Particulars	As at 31 March, 2017 (₹ In lakhs)	As at 31 March, 2016 (₹ In lakhs)
a	The principal amount and the interest due thereon remaining unpaid to any micro and small enterprises as at the end of each;		
	Principal amount due	**81.88**	87.19
	Interest due on the above	**-**	-
b	The amount of interest paid in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year		
	Principal amount paid beyond appointed day	**38.70**	92.22
	Interest paid thereon	**0.19**	0.40
c	The amount of interest due and payable for the period of delay in making payment beyond appointed day during the year.	**-**	-
d	The amount of interest accrued and remaining un-paid at the end of the accounting year	**-**	-
e	The amount of further interest due and payable even in succeeding years	**-**	-

The information has been given in respect of such vendors to the extent they could be identified as 'micro and small enterprises' on the basis of information available with the company. This has been relied upon by the auditor.

Statement of Significant Accounting policies and Notes to Financial Statements

6. Property, Plant and Equipment

(₹ In lakhs)

Particulars	Freehold land	Leasehold land	Buildings	Plant, Machinery & Equipment	Computers	Other Equipments	Furniture & fittings	Vehicles	Research and Development			Total
									Gauges & Instruments	Computers	Prototype Machine	
Cost												
As at April 1, 2015	14.69	7.64	2,270.79	10,534.73	443.74	304.94	497.97	411.22	42.10	30.38	549.92	15,108.12
Additions	-	-	-	110.01	26.58	6.22	2.40	34.02	-	1.04	-	180.27
Disposals	-	-	-	145.42	174.49	1.90	0.05	58.14	-	2.50	-	382.50
As at March 31, 2016	14.69	7.64	2,270.79	10,499.32	295.83	309.26	500.32	387.10	42.10	28.92	549.92	14,905.89
Additions	-	-	-	75.71	14.37	2.39	5.63	39.87	-	15.19	35.70	188.86
Disposals	-	7.64	94.55	1,124.99	18.90	37.94	130.17	4.40	-	0.87	-	1,419.46
As at March 31, 2017	**14.69**	**-**	**2,176.24**	**9,450.04**	**291.30**	**273.71**	**375.78**	**422.57**	**42.10**	**43.24**	**585.62**	**13,675.29**
Depreciation / Amortisation												
As at April 1, 2015	-	-	952.03	8,537.54	406.57	241.98	414.21	192.88	37.41	26.02	381.57	11,190.20
Charge for the year	-	-	58.00	420.03	18.68	25.03	25.96	47.22	1.13	2.18	28.81	627.04
Disposals	-	-	-	128.20	174.10	1.55	0.05	34.79	-	2.38	-	341.07
As at March 31, 2016	-	-	1,010.03	8,829.35	251.16	265.46	440.12	205.31	38.54	25.82	410.38	11,476.17
Charge for the year	-	-	54.49	420.22	17.18	14.70	19.65	44.53	0.57	3.27	14.47	589.08
Disposals	-	-	68.61	1,084.59	18.60	37.02	126.77	4.20	-	0.87	-	1,340.66
As at March 31, 2017	**-**	**-**	**995.91**	**8,164.98**	**249.74**	**243.14**	**333.00**	**245.64**	**39.11**	**28.22**	**424.85**	**10,724.59**
Net Block												
As at March 31, 2016	14.69	7.64	1,260.76	1,669.97	44.67	43.80	60.20	181.79	3.56	3.10	139.54	3,429.72
As at March 31, 2017	**14.69**	**-**	**1,180.33**	**1,285.06**	**41.56**	**30.57**	**42.78**	**176.93**	**2.99**	**15.02**	**160.77**	**2,950.70**

Statement of Significant Accounting policies and Notes to Financial Statements

7. Intangible assets

(₹ In lakhs)

Particulars	Technical Documentation & Know How	Computer Software	R & D Software	Total
Cost				
As at April 1, 2015	371.27	184.78	115.77	671.81
Additions	-	13.61	-	13.61
Disposals	-	57.73	-	57.73
As at March 31, 2016	371.27	140.66	115.77	627.69
Additions	-	3.18	-	3.18
Disposals	-	3.06	-	6.00
As at March 31, 2017	371.27	140.78	115.77	624.87
Depreciation / Amortization				
As at April 1, 2015	236.87	139.77	89.93	466.58
Charge for the year	4.58	11.03	9.45	25.06
Disposals	-	57.73	-	57.73
As at March 31, 2016	241.45	93.07	99.38	433.91
Charge for the year	4.57	11.27	7.07	22.90
Disposals	-	3.06	-	3.06
As at March 31, 2017	246.02	101.28	106.45	453.75
Net Block				
As at March 31, 2016	129.82	47.56	16.39	193.78
As at March 31, 2017	**125.26**	**36.70**	**9.17**	**171.12**

8.	Capital work in process
Capital Work in Process	
Cost	
As at April 1, 2015	-
Additions	-
Disposals	-
As at March 31, 2016	-
Additions	46.20
Disposals	-
As at March 31, 2017	46.20

Statement of Significant Accounting policies and Notes to Financial Statements

9. Non-Current Investments

Particulars	As at 31 March, 2017 Nos.	As at 31 March, 2017 (₹ In lakhs)	As at 31 March, 2016 Nos.	As at 31 March, 2016 (₹ In lakhs)
Trade Investments				
Manugraph Securities and Finance Private Limited (unquoted)	-	-	250	0.03
Other Investments				
Investment in Government securities				
6 years National Savings Certificates - VIII issue	-	-		0.10
Investment in subsidiary companies (unquoted)				
Constrad Agencies (Bombay) Private Ltd. (Equity shares of ₹ 100/- each)	5000	177.16	5000	177.16
Manugraph Americas Inc, USA (Equity shares of US$ 0.01 each)	3,88,290	9,197.51	3,88,290	9,197.51
Manugraph Americas Inc., USA - 2% Redeemable, Non Cumulative Convertible Preferred Stock (shares of US$ 0.01 each)	1,00,000	3,869.23	1,00,000	3,869.23
Others (unquoted)				
Shree Warna Sahakari Bank Limited (Equity shares of ₹ 25/- each)	2,000	0.50	2,000	0.50
		13,244.40		13,244.53
Less -				
Prov. for diminution in value of investment (in respect of Investment in Manugraph Americas, Inc.)		10,500.00		6,000.00
Total		2,744.40		7,244.53

	Particulars	As at 31 March, 2017 (₹ In lakhs)	As at 31 March, 2016 (₹ In lakhs)
a	Aggregate of quoted investments		
	– Cost	-	-
	– Market Value	-	-
b	Aggregate of unquoted investments	2,744.40	7,244.53

i The Company has reassessed the diminution in the value of investment in Manugraph Americas Inc. based on valuation report indicating the equity value of the business of Manugraph Americas Inc. Based on the valuation report, the Company has made a further provision of ₹ 4,500 lakhs during the current year resulting in aggregate provision of ₹ 10,500 lakhs against the investment in Manugraph Americas Inc.

ii The Manugraph Securities and Finance Private Limited has been struck off from the records of MCA and accordingly the investments has been written off during the year.

iii 6 years National Savings Certificates - VIII Issue have been written off during the year.

iv The investment in Manugraph Americas Inc. includes 116,968 equity shares which have been pledged with the bankers for credit facilities availed by the subsidiary Manugraph Americas Inc.

v Since the balance sheet date, the management has indicated to its wholly owned subsidiary their intention to convert the preferred stock into shares of common stock subject to completion of necessary statutory formalities and approvals.

Statement of Significant Accounting policies and Notes to Financial Statements

10. Deferred Tax Asset/(Liability)

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)
Deferred tax liability on account of				
Difference between book and tax depreciation		**201.53**		222.99
Less:				
Deferred tax Assets on account of				
Provision for Warranty expenses	**34.82**		37.97	
Provision for leave encashment	**139.63**		119.77	
Provision for gratuity	**269.99**		314.61	
Compensation under VRS	**132.46**		224.18	
ICDS adjustment	**-**		4.33	
Total Deferred Tax Asset		**576.90**		700.86
Net Deferred Tax Asset/(Liability)		**375.37**		477.87

11. Loans and Advances

(Unsecured considered good unless otherwise stated)

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Non-current	Current	Non-current	Current
	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)
Loan to subsidiary company	**3.50**	**-**	3.50	-
Staff loans	**414.92**	**147.40**	433.82	145.83
Advances Receivable in Cash or in kind	**3.46**	**78.99**	2.86	102.55
Advance to suppliers	**-**	**48.36**	-	76.28
Capital advance	**193.97**	**-**	13.86	-
Sundry deposits	**48.78**	**22.13**	48.22	-
Taxes paid net of provisions	**1,165.84**	**-**	1,212.99	-
Total	**1,830.47**	**296.88**	1,715.25	324.66

Loan to subsidiary represents loan to Constrad Agencies (Bombay) Pvt. Ltd.

12. Other Assets

(Unsecured considered good unless otherwise stated)

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Non-current	Current	Non-current	Current
	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)
Vat refund receivable	**1,948.93**	**-**	2,323.71	-
Balance with Revenue Authorities	**-**	**89.96**	-	39.43
Interest accrued on bank deposits	**-**	**19.47**	-	9.42
Other receivables	**20.70**	**20.33**	27.03	258.00
Total	**1,969.63**	**129.76**	2,350.74	306.85

Statement of Significant Accounting policies and Notes to Financial Statements

13. Current Investments

Particulars	As at 31 March, 2017 Nos.	As at 31 March, 2017 (₹ In lakhs)	As at 31 March, 2016 Nos.	As at 31 March, 2016 (₹ In lakhs)
Investments in Mutual Funds				
(unless otherwise specified) (quoted)				
HDFC Short Term Opportunities Fund - Growth	-	-	18,21,328	300.00
SBI Premier Liquid Fund - Regular Plan - Growth	-	-	12,680	300.00
UTI Treasury Advantage Fund - Inst. Plan - Growth	-	-	24,340	500.00
Tata Short Term Bond Fund Regular Plan - Growth	-	-	17,82,665	500.00
HDFC Floating Rate Income Fund - STP-WS-Growth	-	-	15,43,722	400.00
Birla Sun Life Saving Fund - Regular Plan - Growth	-	-	2,74,627	800.00
ICICI Prudential Liquid Plan - Direct - Growth	**4,16,152**	**1,000.00**	-	-
Kotak Floater Short Term - Direct - Growth	**37,500**	**1,000.00**	-	-
BSL Cash Plus - Growth	**3,07,592**	**800.00**	-	-
BSL Cash Plus - Growth - Direct	**2,68,328**	**700.00**	-	-
SBI Treasury Advantage Fund - Direct - Growth	**27,161**	**500.00**	-	-
HDFC Liquid Fund - Regular Plan - Growth	**31,306**	**1,000.00**	-	-
Tata Liquid Fund - Regular Plan - Growth	**33,478**	**1,000.00**	-	-
Total		**6,000.00**		2,800.00

	Particulars	As at 31 March, 2017 (₹ In lakhs)	As at 31 March, 2016 (₹ In lakhs)
a	Aggregate of quoted investments		
	– Cost	**6,000.00**	2,800.00
	– Market Value	**6,009.62**	2,812.93
b	Aggregate of unquoted investments	**-**	-

Statement of Significant Accounting policies and Notes to Financial Statements

14. Inventories

Particulars	As at 31 March, 2017 (₹ In lakhs)	As at 31 March, 2016 (₹ In lakhs)
Raw Material (incl. Goods in transit - ₹ 0.45 lakhs previous year ₹ 12.80 lakhs)	**980.21**	1,183.24
Work In Progress	**1,865.53**	2,897.51
Stores & Spares	**91.67**	101.05
Loose Tools (Consumable)	**65.28**	63.70
Manufactured components	**1,788.60**	1,932.91
Total	**4,791.29**	6,178.41

Valuation methodology

Cost of inventories is ascertained on the weighted average basis. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

i	Raw Material, Components and Stores and Spares	Raw materials and components, stores and spares are stated at lower of cost and net realisable value.
ii	Consumable Tools	Consumable tools are stated at cost or below cost.
iii	Work-in-progress and manufactured components	Work-in-progress and manufactured components are valued at lower of cost and net realisable value computed including Material, Labour and Overheads related to the manufacturing operations.
iv	Finished Goods including stock-in-trade	Finished products are valued at lower of cost and net realisable value Cost is computed including Material, Labour and Overheads related to the manufacturing operations. Excise duty is included in the value of finished products inventory.

15. Trade receivables - Current

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)
Unsecured				
Outstanding for over six months old				
– Considered good	**58.19**		1,301.78	
– Considered doubtful	**-**		-	
	58.19		1,301.78	
Less: Provision for doubtful debts	**-**	**58.19**	-	1,301.78
Others				
– Considered good		**574.76**		1,322.38
Total		**632.95**		2,624.16

Statement of Significant Accounting policies and Notes to Financial Statements

16. Cash and Bank Balances

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)
Cash & Cash Equivalents				
Bank balances				
With scheduled banks		**932.90**		1,142.02
Cheques, Drafts on hand				
Funds in Transit		**-**		22.82
Cash Balances		**9.94**		15.92
		942.84		1,180.76
Other Bank Balances				
In fixed deposit accounts (as margin money)	**960.26**		961.31	
In unclaimed dividend accounts	**42.74**	**1,003.00**	46.27	1,007.58
Total		**1,945.84**		2,188.34

Disclosure of Specified Bank Notes (SBNs)

During the year, the Company had specified bank notes and other denomination notes as defined in the Ministry of Corporate Affairs notification G.S. R. 308(E) dated March 30, 2017 on the details of Specified Bank Notes held and transacted during the period from November 8, 2016 to December 30, 2016 the denomination wise SBNs and other notes as per the notification is given below:

Particulars	SBNs *	Other Denomination Notes	Total
	(in ₹)	(in ₹)	(in ₹)
Closing cash in hand as on 8th November, 2016	16,82,500	9,44,793	26,27,293
(+) Permitted receipts	-	23,55,886	23,55,886
(-) Permitted payments	44,500	19,76,938	20,21,438
(-) Amount deposited in Banks	16,38,000	286	16,38,286
Closing cash in hand as on 30th December, 2016	-	13,23,455	13,23,455

* For the purpose of this clause, the term "Specified Bank Notes" shall have the same meaning provided in the notification of the Government of India, Ministry of Finance, Department of Economic Affairs number S.O. 3407 (E), dated November 8, 2016.

Statement of Significant Accounting policies and Notes to Financial Statements

17. Revenue from Operations (Gross)

i. **Particulars**	**2016-17 (₹ In lakhs)**	2015-16 (₹ In lakhs)
Sale of Products		
Sales of Finished Goods & spares (Domestic)	**24,356.86**	24,631.13
Sales of Finished Goods & spares (Export)	**3,283.00**	4,030.88
(Net of Sales Return ₹ 5.50 lakhs Previous year ₹ 2.53 lakhs)		
Total	**27,639.86**	28,662.01
Less - Excise Duty	**2,807.19**	2,762.81
Sales Net of Excise Duty	**24,832.67**	25,899.20

Sale of Products

Sale of Finished Goods & Spares (Net of excise duty)

ii. **Particulars**	**2016-17 (₹ In lakhs)**	2015-16 (₹ In lakhs)
Printing units	**23,137.49**	23,876.72
Spares and accessories	**1,695.18**	2,022.48
Total	**24,832.67**	25,899.20

18. Other Operating Revenue

Particulars	**2016-17 (₹ In lakhs)**	2015-16 (₹ In lakhs)
Service and erection charges received	**554.89**	634.17
Miscellaneous receipts	**63.25**	55.55
Sundry credit balances appropriated	**32.23**	416.21
Export incentive received	**90.88**	126.06
Total	**741.25**	1,231.99

Sundry credit balances appropriated (current year) represents net figure after write off of ₹ 386 lakhs receivable from Mercongraphic FZC (a related party) against the provision made for installation expenses of machineries sold in earlier years, due to cessation of obligation.

19. Other Income

Particulars	**2016-17 (₹ In lakhs)**	2015-16 (₹ In lakhs)
Dividend from Current Investment	**-**	23.05
Dividend from Non-current Investment	**0.05**	0.05
Rent	**27.06**	27.06
Profit on sale of assets (Net)	**3.57**	16.84
Profit on sale of Current Investment	**355.94**	190.88
Exchange gain (Net)	**-**	98.69
Interest received on deposits, debts etc.	**247.69**	247.21
Total	**634.31**	603.78

Statement of Significant Accounting policies and Notes to Financial Statements

20. Cost of Materials Consumed

Particulars	2016-17		2015-16	
	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)
Raw Materials Consumed				
Opening Stock	**1,183.24**		1,640.60	
Add : Purchases (Including components processing charges ₹ 538.22 lakhs -previous year: ₹ 621.79 lakhs)	**13,809.80**		15,175.30	
		14,993.04		16,815.90
Less : RMC Capitalised	**4.31**		6.61	
Less : Closing Stock	**980.21**		1,183.24	
		984.52		1,189.85
Total		**14,008.52**		15,626.05

i. Raw Materials Consumed

Particulars	2016-17		2015-16	
	(₹ In lakhs)	%	(₹ In lakhs)	%
Steel and other metals	**603.51**	**4.31**	926.43	5.93
Castings	**1,198.61**	**8.56**	1,270.22	8.13
Electrical parts	**3,011.32**	**21.50**	3,770.40	24.13
Components	**9,195.08**	**65.64**	9,659.00	61.81
Total	**14,008.52**	**100.00**	15,626.05	100.00

ii. Value of imported and indigenous raw materials and components consumed and the percentage of each to the total consumption:

Particulars	2016-17		2015-16	
	(₹ In lakhs)	%	(₹ In lakhs)	%
Raw materials :				
Imported	**1,637.83**	**11.69**	2,615.70	16.74
Indigenous	**12,370.69**	**88.31**	13,010.35	83.26
Total	**14,008.52**	**100.00**	15,626.05	100.00

In giving the above information, the company has taken the view that spares and components as referred to in clause 5(VIII)(c) of part II of Schedule III cover only such items as go directly into the product.

Statement of Significant Accounting policies and Notes to Financial Statements

21. Changes in inventories of finished goods work-in-progress and Stock-in-Trade

Particulars	2016-17		2015-16	
	(₹ In lakhs)	**(₹ In lakhs)**	(₹ In lakhs)	(₹ In lakhs)
Inventory Adjustments - WIP				
Work In progress at Opening	**2,897.51**		3,075.95	
Less : WIP Inventory Capitalised	**30.20**			
Work In progress at Closing	**1,865.53**		2,897.51	
		1,001.78		178.44
Inventory Adjustments - Manufactured components				
Stock at Commencement	**1,932.91**		2,418.09	
Less : Stock at Closing	**1,788.60**		1,932.91	
		144.31		485.18
Total		**1,146.09**		663.62

22. Employee Benefit Expenses

Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
Salary, Wages, bonus and allowances	**5,027.42**	4,455.10
Welfare expenses	**276.28**	300.89
Contribution to provident & other funds	**384.92**	381.95
Prov. for earned leave wages	**117.88**	129.27
Contribution to Employees Group Gratuity Scheme	**269.23**	231.64
	6,075.73	5,498.85
Less - Wages capitalised	**6.57**	8.27
Total	**6,069.16**	5,490.58

a) During the previous year the Company had introduced a Voluntary Retirement Scheme, 2015 which was accepted by various employees. The Cost in connection therewith of ₹ 308.00 lakhs has been shown as an exceptional item. (refer note 36)

b) Pursuant to the retrospective amendment to the Payment of Bonus Act, the Company was required to make provision for the year 2014-15 as per the amendment. Bonus was paid for the year 2014-15 as per agreement signed with the workers' union. Various High Courts have granted interim stay to the applicability of the amendment to the year 2014-15. The Company has therefore not made provision for the year 2014-15.

23. Finance Cost

Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
Interest paid	**12.25**	123.68
Interest paid on income tax	**0.14**	0.86
Other Borrowing Costs	**54.77**	41.69
Total	**67.16**	166.23

Statement of Significant Accounting policies and Notes to Financial Statements

24. Depreciation & Amortisation

Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
Depreciation	**589.07**	627.04
Amortisation	**22.90**	25.06
Total	**611.97**	652.10

25. Other Expenses

Particulars	2016-17		2015-16	
	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)
Consumption of stores and Consumables		**397.62**		366.08
Power & Fuel		**234.03**		250.79
Rent		**8.61**		25.60
Rates & Taxes		**16.28**		37.59
Repairs to Buildings		**100.98**		54.94
Repairs to Machinery		**70.68**		90.38
Insurance		**28.30**		26.03
Travelling and conveyance		**575.14**		584.50
Commission on sales		**1,108.91**		1,079.58
Other repairs		**116.38**		82.86
Advertisement and sales promotion expenses		**123.79**		23.60
Bank charges		**26.53**		28.26
Sundry debit balances written off		**10.00**		62.54
Fixed assets scrapped		**46.12**		14.39
Warranty expenses		**57.03**		114.85
Research and development expenses		**285.65**		287.56
CSR expenses		**5.00**		1.00
Donations		**0.24**		4.68
Freight And Handling Charges		**30.35**		24.19
Packing And Forwarding Charges		**103.98**		124.99
Directors' Fees		**6.32**		6.23
Loss on exchange		**67.97**		-
Loss on disposal of investment		**0.13**		-
Bad debts		**-**		342.72
Remuneration to Auditors				
Audit fees including Tax Audit	**19.50**		19.50	
Other Services	**9.46**		6.55	
Out of pocket expenses	**0.25**		0.10	
		29.21		26.15
Miscellaneous Expenses (None of which individually forms more than 1% of the Operating Revenue.)		**935.28**		858.46
		4,384.53		4,517.97
Less - Overheads capitalised		**43.21**		43.38
Total		**4,341.32**		4,474.59

Statement of Significant Accounting policies and Notes to Financial Statements

a. Research and development expenses

Particulars	2016-17 In recognised Unit (₹ In lakhs)	2016-17 In other Unit (₹ In lakhs)	2015-16 In recognised Unit (₹ In lakhs)	2015-16 In other Unit (₹ In lakhs)
Material	-	-	0.39	-
Personnel costs	**274.37**	-	273.91	1.17
Other Costs	**11.28**	-	12.09	-
Total Revenue Costs	**285.65**	-	286.39	1.17
Capex Costs	**50.89**		1.04	

b. Disclosure on CSR activity

		2016-17	2015-16
i	Gross Amount required to be spent by the Company during the year	**NIL**	NIL
ii	Amount spent by the company during the year as follows:		

Particulars	2016-17 (₹ In lakhs) In cash	2016-17 (₹ In lakhs) Yet to be paid in cash	2016-17 (₹ In lakhs) Total
- Contribution towards Health Care and Rehabilitation	5.00	-	5.00
Total	**5.00**	**-**	**5.00**

Particulars	2015-16 (₹ In lakhs) In cash	2015-16 (₹ In lakhs) Yet to be paid in cash	2015-16 (₹ In lakhs) Total
- Contribution towards Health care	-	-	-
- Contribution towards Prime Minister's Relief Fund -National Calamity Relief	1.00	-	1.00
- Contribution for Education Purpose	-	-	-
- Contribution for Old Age Home	-	-	-
Total	**1.00**	**-**	**1.00**

26. Earning Per Share

Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
Net profit after tax available for equity shareholders before Exceptional Items	**(154.08)**	762.05
Net profit after tax available for equity shareholders after Exceptional Items	**(4,404.85)**	598.32
Weighted average number of equity shares of ₹ 2 each outstanding during the year	**3,04,15,061**	3,04,15,061
Earning Per Share before Exceptional Items Basic and diluted earnings per share (₹)	**(0.51)**	2.51
Earning Per Share after Exceptional Items Basic and diluted earnings per share (₹)	**(14.48)**	1.97

The earning per share before exceptional item has been computed without considering the current and deferred tax effect on the exceptional item.

Statement of Significant Accounting policies and Notes to Financial Statements

27. Unhedged foreign currency exposures as at the year end:

Particulars	2016-17		2015-16	
	Currency type	**Amount**	Currency type	Amount
Trade Receivable and Other Receivables	**USD**	**5,39,056**	USD	20,33,475
	EURO	**3,06,492**	EURO	33,560
	JPY	**97,47,000**	-	-
Trade Payable and Other Payables	**USD**	**88,948**	USD	2,91,092
	EURO	**16,839**	EURO	52,799
	JPY	**-**	JPY	1,07,49,600
Outstanding forward contracts for future transaction / Firm Commitments		**Nil**		Nil

28. CIF Value of Imports

Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
Components	**1,171.20**	1,909.16
Stores, Spares and tools	**0.95**	15.54
Total	**1,172.15**	1,924.70

29. Earnings in Foreign Exchange

Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
Exports of Printing Units and Spares calculated on F.O.B. basis	**3,283.00**	4,030.88
Service and Erection charges	**56.61**	86.45
Total	**3,339.62**	4,117.33

30. Expenditure in foreign currency

Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
Commission	**-**	57.35
Foreign Travel	**79.53**	130.18
Payments on other accounts	**38.43**	25.97
Total	**117.96**	213.50

Statement of Significant Accounting policies and Notes to Financial Statements

31. Remittances in foreign currency for dividend:

The company has remitted during the year dividend in foreign currency to non-resident shareholders. The particulars of dividend paid during the year are as under :

Particulars	2016-17	2015-16
Number of non -resident shareholders	**3**	3
Number of equity shares of ₹ 2 each held by them	**20,620**	20,620
Amount of dividend remitted (₹)	**20,620**	10,310
Year for which dividend is paid	**2015-16**	2014-15

32. Disclosure pursuant to Schedule V(2) of the Listing Regulations

Particulars	2016-17		2015-16	
	As at 31.3.16	**Maximum outstanding**	As at 31.3.15	Maximum outstanding
	(₹ In lakhs)	**(₹ In lakhs)**	(₹ In lakhs)	(₹ In lakhs)
Name of Loanees				
Amount of Loans/advances in nature of loan outstanding with no repayment schedule	**-**	**-**	-	-
Advances in nature of loan carrying Nil rate of interest				
Constrad Agencies (Bombay) Private Limited	**3.50**	**3.50**	3.50	3.50

33. Disclosure as required by Accounting Standard – AS 18 "Related Parties" of the Companies (Accounting Standards) Rules 2006.

I Relationships:

Subsidiaries
Constrad Agencies (Bombay) Private Limited
Manugraph Americas, Inc. USA.

Key Management Personnel
Mr. Sanjay S. Shah - Vice Chairman and Managing Director
Mr. Pradeep S. Shah - Managing Director
Mr. Bhupal B. Nandgave - Whole Time Director (Works)

Relatives of key management personnel
Mr. Sanat M. Shah
Mrs. Sudha S. Shah

Entities where Key Management Personnel exercise significant influence
Multigraph Machinery Company Limited
Manubhai Sons and Company
Mercongraphic FZC,
Multigraph Machinery Kenya Limited
Manugraph Securities and Finance Private Limited

Statement of Significant Accounting policies and Notes to Financial Statements

II. The Related party transactions are detailed as required by AS-18 is as under:

(₹ In lakhs)

Particulars	FY 2016-17	FY 2015-16
Purchases of Goods		
Subsidiaries		
- Manugraph Americas Inc.	2.50	34.69
Entities where significant influence exists		
- Mercongraphic FZC	-	-
Total	**2.50**	**34.69**
Sale of Goods		
Subsidiaries		
- Manugraph Americas Inc.	48.46	659.29
Entities where significant influence exists		
- Multigraph Machinery Kenya Limited	20.24	34.91
- Mercongraphic FZC	876.22	2,568.96
Sub Total	**896.46**	**2,603.87**
Total	**944.91**	**3,263.16**
Service Charges received		
Subsidiaries		
- Manugraph Americas Inc.	12.78	-
Entities where significant influence exists		
- Multigraph Machinery Kenya Limited	13.56	19.99
- Mercongraphic FZC	21.03	45.90
Total	**47.37**	**65.89**
Commission paid		
Entities where significant influence exists		
- Multigraph Machinery Co. Ltd.	1,009.46	1,012.57
Rent Received		
Entities where significant influence exists		
- Multigraph Machinery Co. Ltd.	25.62	25.62
- Manubhai Sons & Co.	1.44	1.44
Total	**27.06**	**27.06**
Rent Paid		
Key Management Personnel		
- Sanjay S. Shah	-	5.94
- Pradeep S. Shah	-	5.94
Sub Total	**-**	**11.88**
Relative of Key Management Personnel		
- Sudha S. Shah	-	1.32
Total	**-**	**13.20**
Managerial Remuneration paid		
Key Management Personnel		
- Sanjay S. Shah	126.42	125.92
- Pradeep S. Shah	126.37	126.65
- Bhupal B. Nandgave	24.99	24.38
Total	**277.78**	**276.95**
Directors' Fees		
Relative of Key Management Personnel		
- Sanat M. Shah	0.60	0.70

Statement of Significant Accounting policies and Notes to Financial Statements

(₹ In lakhs)

Particulars	FY 2016-17	FY 2015-16
Debit balances written off		
Entities where significant influence exists		
- Manugraph Securities and Finance Private Limited	0.03	-
- Mercongraphic FZC	386.00	-
Total	**386.03**	**-**
Re-imbursement of Expenses received		
Subsidiaries		
- Manugraph Americas Inc.	43.76	25.05
Entities where significant influence exists		
- Mercongraphic FZC	12.75	17.51
- Multigraph Machinery Co. Ltd.	2.97	-
Total	**59.48**	**42.56**
Outstanding Receivables		
Subsidiaries		
- Constrad Agencies (Bombay) Pvt. Ltd.	3.50	3.50
Entities where significant influence exists		
- Multigraph Machinery Kenya Limited	3.56	9.41
- Mercongraphic FZC	0.43	1,299.23
Sub Total	**3.99**	**1,308.64**
Total	**7.49**	**1,312.14**
Outstanding Payables		
Entities where significant influence exists		
- Multigraph Machinery Co. Ltd.	114.34	-
Bank Guarantee given to banker for credit facilities		
Subsidiaries		
- Manugraph Americas Inc.	2,107.25	2,819.15

34. Contingent liabilities and commitments

	Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
i.	**Contingent liabilities**		
(a)	Claims against the company not acknowledged as debt;	**32.89**	22.15
(b)	Guarantees;		
	On account of guarantees executed by the company's bankers:	**47.59**	11.79
	On account of the guarantee given by the Company bankers for the value of USD 3.25 million (PY USD 4.25 million) in favour of subsidiary's banker for credit facilities availed by the subsidiary Manugraph Americas Inc. from them	**2,107.25**	2,819.15
(c)	Other money for which the company is contingently liable		
	Income-tax, sales tax, customs duty, excise duty and service tax demands against which the company has preferred appeals/ made representation	**788.65**	839.64
	On account of undertakings given by the company in favour of Customs Authority:	**870.00**	870.00
	Income tax credits disallowed by the authorities against which the company has preferred appeals.	**28.06**	-
	Total	**3,874.45**	4,562.74

Statement of Significant Accounting policies and Notes to Financial Statements

	Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
ii.	**Commitments**		
	(a) Unexpired letter of credit opened by Bank	**-**	-
	(b) Estimated amount of contracts remaining to be executed on capital account and not provided for;	**360.09**	1.04
	(c) Uncalled liability on shares and other investments partly paid	**-**	-
	(d) Other commitments (specify nature).	**-**	-
	Total	**360.09**	1.04

35. In the opinion of the Board of Directors, all the assets other than fixed assets and non current investments have value on realisation in the ordinary course of business atleast equal to the amount at which they are stated in the Balance Sheet.

36 Exceptional Items

	Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
a)	Profit on sale of undertaking	**304.12**	-
b)	Provision for diminution of investment of Manugraph Americas Inc.(wholly owned subsidiary)	**(4,500.00)**	-
c)	Voluntary Retirement Scheme 2015, (deferred tax effect theron ₹ 81.47 lakhs)	**-**	(308.00)
	Total (Net)	**(4,195.88)**	(308.00)

37. Previous year figures are regrouped and re-arranged wherever necessary with those of the current year to make them comparable.

38. Disclosure as required by Accounting Standard – AS 17 "Segment Reporting" of the Companies (Accounting Standards) Rules 2006.

In accordance with AS-17 "Segment Reporting", the Company has only one reportable primary business segment i.e.Engineering. However, the Company has secondary geographical segment which is disclosed in Consolidated Financial Statements as per AS-17.

39. Explanatory notes 1 to 39 form an integral part of the Balance Sheet and Statement of Profit and Loss and are duly authenticated.

As per our report of even date attached
For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

N. Jayendran
Partner
M. No. 40441

Mumbai, Date: 26th May, 2017

For and on behalf of the Board of Directors
Sanjay S. Shah Vice Chairman and Managing Director
DIN : 00248592

Pradeep S. Shah Managing Director
DIN : 00248692

Mihir V. Mehta
Company Secretary

Suresh Narayan
Chief Financial Officer

Mumbai, Date: 26th May, 2017

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Manugraph India Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **MANUGRAPH INDIA LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), (as defined in the Companies (Accounting Standards) Rules, 2006) comprising of the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

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 (hereinafter referred to as "the Act")that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Governing Bodies of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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 Board of Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters, which are required to be included in the audit, report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated 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 control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

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 consolidated state of affairs of the Group, as at March 31, 2017, and their consolidated lossand their consolidated cash flows for the year ended on that date.

Other Matters

(a) We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of ₹ 4,149.13 lakhs as at March 31, 2017, total revenues of ₹ 7,205.86 lakhs and net cash outflow amounting to ₹ (0.02) lakhs for the year ended on that date, as considered in the preparation of the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by sub-section (3) of Section143 of the Act, we report, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account and working / records maintained for the purpose of preparation of the consolidated financial statements.

   (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India,, none of the directors of the Group Companies incorporated in India is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act. Since the provisions of Section 164(2) of the Act do not apply to entities incorporated outside India no comments are made in respect of such overseas entities.

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

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

      i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group– Refer Note 31 to the consolidated financial statements.

      ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India.

      iv. The Group (Holding company and its Indian subsidiary) have provided requisite disclosures in its Consolidated Financial Statements as to holdings as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 18 to the Consolidated Financial Statements.

For **NATVARLAL VEPARI & CO.**
Chartered Accountants
Firm Registration Number 106971W

N Jayendran
Partner
Membership No. 40441

Mumbai,
Dated : May 26, 2017

Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of consolidated financial statements of **MANUGRAPH INDIA LIMITED** (hereinafter referred to as "the Holding Company")and its subsidiary companies, which are companies incorporated in India, (the Holding Company and its subsidiaries together referred to as "the Group"), as of 31 March 2017 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to one subsidiary company which is a company incorporated in India, is based on the corresponding reports of the auditors' of such company.

For **NATVARLAL VEPARI & CO.**
Chartered Accountants
Firm Registration Number 106971W

N Jayendran
Partner
Membership No. 40441

Mumbai,
Dated : May 26, 2017

Consolidated Balance Sheet as at 31st March, 2017

Particulars	Note Ref.	As at March 31, 2017 (₹ in lakhs)	As at March 31, 2016 (₹ in lakhs)
I. EQUITY & LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	1	608.30	608.30
(b) Reserves & Surplus	2	15,893.81	19,448.31
(c) Money Received against Share Warrants		-	-
		16,502.11	20,056.61
2. Share Application Money Pending Allotment		-	-
3. Non-Current Liabilities			
(a) Long-Term Borrowings	5	18.58	25.53
(b) Deferred Tax Liabilities (net)		-	-
(c) Other Long Term Liabilities	3	8.05	7.80
(d) Long Term Provisions	4	358.49	310.46
		385.12	343.79
4. Current Liabilities			
(a) Short-Term Borrowings	5	632.38	1,018.32
(b) Trade Payables	6		
(i) total outstanding dues of micro enterprises and small enterprises; and		81.88	87.19
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises.		2,428.10	2,521.35
(c) Other Current Liabilities	3	3,397.08	5,845.28
(d) Short-Term Provisions	4	1,085.42	1,606.43
		7,624.86	11,078.57
Total		24,512.09	31,478.97
II. ASSETS			
1. Non-Current Assets			
(a) Fixed Assets			
(i) Property, Plant and Equipment	8	4,245.01	4,893.06
(ii) Intangible Assets	9	171.11	193.78
(iii) Capital Work-in-Progress	9A	46.20	-
(iv) Intangible Assets Under Development		-	-
		4,462.31	5,086.84
(b) Goodwill on Consolidation	7	172.16	331.38
(c) Non-Current Investments	10	0.50	0.63
(d) Deferred Tax Assets (net)	11	680.36	4,369.87
(e) Long-Term Loans & Advances	12	1,826.97	1,711.75
(f) Other Non-Current Assets	13	1,989.70	2,371.28
		4,669.69	8,784.91
2. Current Assets			
(a) Current Investments	14	6,000.00	2,800.00
(b) Inventories	15	6,036.71	8,860.87
(c) Trade Receivables	16	928.43	3,017.66
(d) Cash and Bank Balances	17	1,945.92	2,188.44
(e) Short-term loans and advances	12	335.51	365.98
(f) Other current assets	13	133.52	374.27
		15,380.09	17,607.22
Total		24,512.09	31,478.97

The accompanying Statement of Significant Accounting policies and notes to financial statements form an integral part of the Financial Statements

As per our report of even date attached
For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

N. Jayendran
Partner
M. No. 40441

Mumbai, Date: 26th May, 2017

For and on behalf of the Board of Directors

Sanjay S. Shah Vice Chairman and Managing Director
DIN : 00248592

Pradeep S. Shah Managing Director
DIN : 00248692

Mihir V. Mehta
Company Secretary

Suresh Narayan
Chief Financial Officer

Mumbai, Date: 26th May, 2017

Consolidated Profit and Loss Account for the year ended 31st March, 2017

	Particulars	Note Ref.	2016-17 (₹ in lakhs)	2015-16 (₹ in lakhs)
	Revenue from Operations (Gross):	18	**34,409.12**	32,738.66
	Less : Excise Duty		**2,807.19**	2,762.81
	Revenue from Operations (Net):		**31,601.93**	29,975.85
	Other Operating Revenue	19	**1,137.67**	1,576.18
	Other Income:	20	**630.74**	614.37
A.	**Total Revenue**		**33,370.34**	32,166.40
	Expenses:			
	Cost of Materials Consumed	21	**17,159.49**	18,682.53
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	22	**2,502.96**	(380.47)
	Employee Benefit Expenses	23	**7,563.53**	6,886.52
	Finance Cost	24	**113.61**	220.33
	Depreciation & Amortisation	25	**700.44**	731.32
	Other Expenses	26	**5,232.66**	5,143.14
B.	**Total Expenses**		**33,272.69**	31,283.38
	Profit Before exceptional and extraordinary items and Tax (A-B)		**97.65**	883.03
	Exceptional Item (Refer Note 33)		**144.90**	(308.00)
	Profit Before extraordinary items and tax		**242.55**	575.03
	Extraordinary Items		**-**	-
	Profit Before Tax		**242.55**	575.03
	1. Current Tax		**54.88**	71.79
	2. Deferred Tax (refer note 12(b))		**3,718.51**	53.22
	3. Tax Adjustment of Previous Years		**15.58**	(189.04)
	Tax Expense		**3,788.97**	(64.03)
	Profit for the period from Continuing Operations		**(3,546.42)**	639.06
	Discontinued Operations		**-**	-
	Profit for the period		**(3,546.42)**	639.06
	Earning per Equity Share			
	– Before Exceptional Item			
	– Basic and Diluted		**(11.96)**	3.23
	– After Exceptional Item			
	– Basic and Diluted		**(11.66)**	2.10
	Par Value		**2.00**	2.00

The accompanying Statement of Significant Accounting policies and notes to financial statements form an integral part of the Financial Statements

As per our report of even date attached
For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

N. Jayendran
Partner
M. No. 40441

Mumbai, Date: 26th May, 2017

For and on behalf of the Board of Directors

Sanjay S. Shah Vice Chairman and Managing Director
DIN : 00248592

Pradeep S. Shah Managing Director
DIN : 00248692

Mihir V. Mehta
Company Secretary

Suresh Narayan
Chief Financial Officer

Mumbai, Date: 26th May, 2017

Consolidated Cash Flow Statement for the Year Ended 31st March, 2017

Particulars	2016-17 (₹ in lakhs)		2015-16 (₹ in lakhs)	
A. CASH FLOW FROM OPERATING ACTIVITIES:				
Net profit before tax and extraordinary items		**242.55**		575.03
Add: Depreciation	**700.44**		731.32	
Interest	**58.70**		178.64	
Provision for dimunition of investment	**159.22**		-	
Fixed assets written off/scrapped	**46.12**		14.39	
Loss / (profit) on sale of assets	**(279.62)**		(16.84)	
Sundry Balances written off	**10.00**		62.54	
Bad Debts	**5.41**		342.72	
Sundry Balances written back	**(32.23)**		(416.21)	
Provision for gratuity	**(134.98)**		(70.97)	
Provision for earned leave wages	**60.06**		64.51	
Dividend income	**(0.05)**		(23.10)	
Profit on sale of investments	**(355.94)**		(190.88)	
Interest received on deposits	**(247.69)**	**(10.56)**	(247.21)	428.91
Operating Profit before working capital Changes		**232.00**		1,003.94
Working Capital Changes				
Trade payable and Other Liabilities	**(2,957.49)**		1,151.44	
Inventory Changes	**2,824.16**		98.75	
Loans and Advances	**(131.90)**		(86.07)	
Trade and other receivables	**3,281.53**	**3,016.30**	(65.39)	1,098.73
Cash generated from operations		**3,248.30**		2,102.67
Deduct : Direct taxes		**23.98**		196.16
Net Cash from Operating activities		**3,224.32**		1,906.51
B. CASH FLOW FROM INVESTING ACTIVITIES:				
Purchase of fixed assets including CWIP	**(437.67)**		(257.81)	
Purchase of investments	**(13,500.00)**		(6,500.00)	
Sale of fixed assets	**397.76**		43.90	
Sale of investments	**10,656.06**		6,373.22	
Dividend received	**0.05**		23.10	
Other bank balances	**4.58**		(81.18)	
Interest Received	**247.69**	**(2,631.53)**	247.21	(151.56)
Net cash flow from Investing Activities		**(2,631.53)**		(151.56)

Consolidated Cash Flow Statement for the Year Ended 31st March, 2017 (Contd.)

Particulars	2016-17 (₹ in lakhs)		2015-16 (₹ in lakhs)	
C. CASH FLOW FROM FINANCING ACTIVITIES:				
Movements in Foreign Currency Translation reserve and Capital reserve	**(8.08)**		(10.91)	
Repayment of Capital Lease	**-**		(5.77)	
Interest Paid	**(60.00)**		(177.29)	
Dividend paid including dividend tax	**(369.61)**		(188.61)	
Repayment of Short Term Borrowings	**(393.04)**		(701.13)	
Long Term Borrowings Taken	**-**		32.05	
Net Cash flow from Financing Activities		**(830.73)**		(1,051.66)
Net Cash flow from Operating, Investing and financing activity		**(237.94)**		703.29
Opening Cash and Cash Equivalents		**1,180.86**		477.57
Closing Cash and Cash Equivalents		**942.92**		1,180.86

As per our report of even date attached
For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

N. Jayendran
Partner
M. No. 40441

Mumbai, Date: 26th May, 2017

For and on behalf of the Board of Directors
Sanjay S. Shah Vice Chairman and Managing Director
DIN : 00248592

Pradeep S. Shah Managing Director
DIN : 00248692

Mihir V. Mehta
Company Secretary

Suresh Narayan
Chief Financial Officer

Mumbai, Date: 26th May, 2017

Statement of Significant Accounting policies and Other Explanatory Notes forming part of Consolidated Financial Statements

A. BACKGROUND

Manugraph India Ltd, was established in the year 1972. The company is the largest manufacturer of single width web-offset printing presses in India and has a significant share of the world market for its products. The manufacturing facilities are located at Kolhapur in India and through its wholly owned subsidiary in Millersburg – USA. The company has its in-house R&D facilities with a combined strength of over 50 engineers at both locations. The Indian R&D facilities are recognized by Department of Scientific and Industrial Research – Ministry of Science and Technology , Government of India.

1 Principles of consolidation:

The consolidated financial statements relate to Manugraph India Limited (the company) and its subsidiary companies. The consolidated financial statements have been prepared on the following basis:

The financial statements of the company and its subsidiary companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra- group balances and intra group transactions resulting in un-realized profits or losses as per Accounting Standard AS - 21 - Consolidated Financial Statements as per Companies (Accounting Standards) Rules, 2006,as amended.

In case of foreign subsidiaries, revenue items are converted at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year. Exchange gains or losses on conversion arising on consolidation are recognized under foreign currency translation reserve.

The financial statements of the subsidiaries used in the consolidation are drawn upto the same reporting date as that of the company i.e. 31st March 2017.

The difference between cost to the company of its investments in the subsidiary companies and the equity value as at the acquisition date is recognized in the financial statements as goodwill or capital reserve.

The list of subsidiary companies which are included in the consolidation and the company's holdings therein are as under:

Name of the subsidiary companies	Country of incorporation	Percentage of holdings
1. Constrad Agencies (Bombay) Private Limited	India	100%
2. Manugraph Americas Inc.	USA	100%
3. Offset Services, Inc. (100% equity is held by Manugraph Americas, Inc.)	USA	100%

2 Significant accounting policies and notes to these consolidated financial statements are intended to serve as means of informative disclosure and a guide to better understanding the consolidated position of the companies. Recognizing this purpose, the company has disclosed only such policies and notes from the individual financial statements, which fairly present the needed disclosures. Lack of homogeneity and other similar considerations made it desirable to exclude some of them, which, in the opinion of the management, could be better viewed when referred from the individual financial statements.

B ACCOUNTING POLICIES

a Basis of preparation

The Financial Statements have been prepared to comply in all material respects with the notified accounting standards by the Companies Accounting Standards Rules, 2006 (which are specified under section 133 of the Companies Act 2013 read with rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act 2013. The financial statements have been prepared under the historical cost convention, on an accrual basis of accounting.

The classification of assets and liabilities of the Company is done into current and non-current based on the operating cycle of the business of the Company. The operating cycle of the business of the Company is less than twelve months and therefore all current and non-current classifications are done based on the status of realisability and expected settlement of the respective asset and liability within a period of twelve months from the reporting date as required by the Schedule III of the Companies Act 2013.

The accounting policies adopted in the preparation of the financial statements are consistent with those used in the previous year.

b Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ

Statement of Significant Accounting policies and Other Explanatory Notes forming part of Consolidated Financial Statements

from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known.

c Inflation

Assets and liabilities are shown at historical cost . No adjustments are made for changes in purchasing power of money.

d Fixed Assets

- i Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any.
- ii Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition of its intended use.
- iii Borrowing costs relating to acquisition of fixed assets which take a substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

e Depreciation and Amortization

Manugraph India Limited

Depreciation on all assets of the Company is charged on straight line method over the useful life of assets at the rates and in the manner provided in Schedule II of the Companies Act 2013 for the proportionate period of use during the year.

Depreciation of R&D assets (being prototype) is being done over a useful life of 5 years.

Amortization of Intangible assets is done over the economic life of the asset

Manugraph Americas,Inc.

Depreciation is provided on the straight line method over the estimated useful life of the assets.

Constrad Agencies (Bombay) Pvt. Ltd.

Depreciation on immoveable property is not provided.

f Impairment of assets

Cash generating unit/ fixed assets / Investments are assessed for possible impairment at balance sheet date based on external and internal sources of information. Impairment losses, if any, are recognized as an expense in the statement of profit and loss. Impairment loss in respect of assets sold / scrapped are reversed and consequent profit or loss on such sale is accounted. Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Depreciation charged on assets impaired is adjusted in future period over its remaining useful life.

g Inventories

Cost of inventories is ascertained on the weighted average basis. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

i	Raw Material, Components and Stores and Spares	Raw materials and components, stores and spares are stated at lower of cost and net realizable value.
ii	Consumable Tools	Consumable tools are stated at cost or below cost.
iii	Work-in-progress and manufactured components	Work-in-progress and manufactured components are valued at lower of cost and net realizable value computed including Material, Labour and Overheads related to the manufacturing operations
iv	Finished Goods	Finished products are valued at lower of cost and net realizable value Cost is computed including Material, Labour and Overheads related to the manufacturing operations. Excise duty is included in the value of finished products inventory.

h Investment

- i Long term investments are stated at cost less provision for diminution other than temporary in nature, if any. Current investments are stated at lower of cost and fair value.
- ii Investments that are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Statement of Significant Accounting policies and Other Explanatory Notes forming part of Consolidated Financial Statements

i Employee Benefits

i Provident fund is a defined contribution scheme established under a State Plan. The contributions to the scheme are charged to the statement of profit and loss in the year in which the contributions to the fund are accrued.

ii Superannuation fund is a defined contribution scheme and contributions to the scheme are charged to the Statement of profit and loss in the year when the contributions accrue. The scheme is funded with an insurance company in the form of a qualifying insurance policy and other permissible securities.

iii The company has a defined benefit gratuity scheme. For the defined benefit scheme, actuarial valuations are being carried out on a projected unit credit method at each balance sheet date. Actuarial gains and losses are recognized in full in the statement of profit and loss in the period in which they occur.

iv Leave encashment benefit is provided on the basis of actuarial valuation done at the end of the year. The aforesaid leave liability is not funded.

j Research and Development

Revenue expenditure on research and development is charged to statement of profit and loss in the year in which it is incurred. Capital expenditure on research and development is included in additions to fixed assets under appropriate heads. Self manufactured R&D assets are carried at cost of manufacture.

k CENVAT Credit / Service Tax Credit

i CENVAT credit utilized during the year is accounted in excise duty and unutilized CENVAT balance at the year end is considered as advance excise duty.

ii Service tax credit utilized during the year towards excise liability is accounted in excise duty and unutilized service tax credit at the year-end is considered as advance Service Tax

l Revenue Recognition

Manugraph India Limited

i Revenue from sale of goods is recognized net of returns, product expiry claims and trade discount, on transfer of significant risk and rewards in respect of ownership to the buyer which is generally on dispatch of goods. Sales include excise duty but exclude sales tax and value added tax.

ii In respect of incentives attributable to the export of goods, the Company following the accounting principle of matching revenue with the cost has recognized export incentive receivable when all conditions precedent to the eligibility of benefits have been satisfied and when it is reasonably certain of deriving the benefit.

iii Income from services and erection charges are recognized after the relevant work is completed and the right to receive the income is established.

iv Revenue in respect of insurance/other claims, commission, etc. are recognized only when it is reasonably certain that the ultimate collection will be made.

v Interest income is recognized on time proportion method basis taking into account the amount outstanding and the rate applicable.

vi Dividend income is accounted when the right to receive the same is established.

Manugraph Americas, Inc.

The company generally recognizes revenue upon shipment and passage of title to customers, or if applicable the installation of its products, or when a service is completed.

m Borrowing Cost

Borrowing costs directly attributable to the acquisition or construction of qualifying assets are capitalized. Other borrowing costs are recognized as expenses in the period in which they are incurred. In determining the amount of borrowing costs eligible for capitalization during a period, any income earned on the temporary investment of those borrowings is deducted from the borrowing costs incurred.

n Foreign Exchange Transactions

i) Transactions denominated in foreign currency are recorded at the exchange rate on the date of transaction. The exchange gain/loss on settlement / negotiation during the year is recognized in the Statement of Profit and Loss.

ii) Foreign currency transactions remaining unsettled at the end of the year are converted at year-end rates. Loss arising on account of transactions covered by forward contract is recognized over the period of contracts.

iii) Monetary assets and liabilities at the end of the year are converted at the year end rate and the resultant gain or loss is accounted for in the Profit and Loss Account.

iv) The company has not used any derivative instrument except forward contracts which have been used for hedging its foreign currency exposure. The company does not undertake any speculative or trading activity through derivative instruments.

Statement of Significant Accounting policies and Other Explanatory Notes forming part of Consolidated Financial Statements

o Taxation

Manugraph India Limited

Tax expense comprises of current and deferred taxes.

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961 and the Income Computation and Disclosure Standards issued by the Central Board of Direct Taxes.

Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and the deferred tax liabilities related to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

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

Manugraph Americas, Inc.

The deferred tax asset resulted primarily from additional cost being capitalized in inventory for tax purposes that are expensed for book purpose, the establishment of uncollectible accounts receivable, warranty and inventory reserves and the effect of net operating loss carry forwards. Deferred Tax Liabilities result primarily from differences in bases of property and equipment, prepaid expenses and commissions. Valuation allowances are established when necessary to reduce deferred tax asset to the amount expected to be realized. Income Tax expense or credit is the tax payable or refundable for the period plus or minus the change during the year in deferred assets and liabilities.

p Earnings per share

i Basic and diluted earnings per share are calculated by dividing the net profit for the year/period attributed to equity shareholders by the weighted average number of equity shares outstanding during the year/period.

ii 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.

q Provisions, Contingent Liabilities and Contingent Assets

i. Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made.

ii. Provision for product related warranty costs is based on the claims received upto the year end as well as the management estimates of further liability to be incurred in this regard during the warranty period, computed on the basis of past trend of such claims.

iii 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.

iv Contingent assets are neither recognized nor disclosed in the financial statements.

r Operating Lease

Leases where the lessor effectively retains substantially all risks and benefits of ownership for the leased term are classified as operating leases. Operating lease payments are recognized as expense in the statement of profit and loss account on a straight line basis over the lease term.

s Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank, cheques on hand, cash in hand and short term investments with an original maturity of three months or less.

Statement of Significant Accounting policies and Notes to Consolidated Financial Statements

C OTHER NOTES

1 Share Capital

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Number	(₹ In lakhs)	Number	(₹ In lakhs)
Authorised Capital:				
Equity shares of ₹ 2 each	**9,85,00,000**	**1,970.00**	9,85,00,000	1,970.00
Preference shares of ₹ 100 each	**10,000**	**10.00**	10,000	10.00
Unclassified shares of ₹ 100 each	**20,000**	**20.00**	20,000	20.00
Redeemable preference shares of ₹ 100 each	**3,50,000**	**350.00**	3,50,000	350.00
Total		**2,350.00**		2,350.00

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Number	(₹ In lakhs)	Number	(₹ In lakhs)
Issued, Subscribed And Paid up Capital:				
Equity shares of ₹ 2 each	**3,04,15,061**	**608.30**	3,04,15,061	608.30
Total	**3,04,15,061**	**608.30**	3,04,15,061	608.30

a) The Company has not issued any bonus shares during the last five years.

b) Details of Shareholding in excess of 5%

Name of Shareholder	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares held	%	Number of shares held	%
Multigraph Machinery Co. Ltd.	**59,55,027**	**19.58**	59,55,027	19.58
Sanat Manilal Shah	**14,84,709**	**4.88**	24,91,209	8.19
Pradeep Sanat Shah	**17,65,721**	**5.81**	17,65,721	5.81
Santsu Finance & Investment Pvt. Ltd.	**25,37,000**	**8.34**	19,05,500	6.26
Manu Enterprises Ltd.	**23,16,500**	**7.62**	19,41,500	6.38
Reliance Capital Trustee Co. Ltd.	**-**	**-**	17,09,978	5.62
Total	**1,40,58,957**	**46.23**	1,57,68,935	51.84

c) Reconciliation of the equity shares outstanding at the beginning and at the end of the year.

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Number	(₹ In lakhs)	Number	(₹ In lakhs)
Issued, Subscribed And Paid up Capital:				
At the beginning of the year	**3,04,15,061**	**608.30**	3,04,15,061	608.30
Issued during the period	**-**	**-**	-	-
Outstanding at the end of the year	**3,04,15,061**	**608.30**	3,04,15,061	608.30

d) The Company has only one class of shares issued and paid-up capital referred to as equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share.

e) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after payment of all external liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

Statement of Significant Accounting policies and Notes to Consolidated Financial Statements

2. Reserves & Surplus

	Particulars	As at 31 March, 2017		As at 31 March, 2016	
		(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)
i.	**Capital Reserve**		**72.00**		72.00
ii.	**Capital Reserve - On Amalgamation**		**128.00**		128.00
iii.	**Capital Redemption Reserve**		**110.58**		110.58
iv.	**Securities Premium Account**		**2,145.06**		2,145.06
	Other Reserves				
v.	**General Reserve :**		**9,225.00**		9,225.00
vi.	**Foreign Currency Translation Reserve**				
	Balance as per last Balance Sheet	**1,854.44**		1,554.67	
	Add :				
	During the year	**(8.08)**		299.77	
	Closing Balance		**1,846.36**		1,854.44
vii.	**Surplus in Profit and Loss Account**				
	Balance as per last Balance Sheet		**5,913.23**		5,640.25
	Add :				
	Profit for the year	**(3,546.42)**		639.06	
	Sub Total		**(3,546.42)**		639.06
	Less:				
	Proposed Dividend	**-**		304.15	
	Tax on Proposed Dividend	**-**		61.93	
	Sub Total		**-**		366.08
			2,366.81		5,913.23
	Total Reserves & Surplus (i+ii+iii+iv+v+vi+vii)		**15,893.81**		19,448.31

a) The General Reserve has been created in accordance with the requirements of the erstwhile Companies (Transfer of Profit to Reserve) Rules, 1975

b) The Board of Directors at their meeting held on May 26, 2017 have recommended dividend at ₹ 0.50 per equity share which is subject to shareholder approval at the Annual General Meeting. The total payout on this account on approval by the members would be ₹ 183.04 lakhs including dividend tax thereon.

Statement of Significant Accounting policies and Notes to Consolidated Financial Statements

3. Other Liabilities

Particulars	As at 31 March, 2017 Non-current (₹ In lakhs)	As at 31 March, 2017 Current (₹ In lakhs)	As at 31 March, 2016 Non-current (₹ In lakhs)	As at 31 March, 2016 Current (₹ In lakhs)
Current Maturities of Long Term Loan				
Current Maturities on Long Term Debt	**-**	**6.37**	-	6.52
Others				
Advances from Customers	**-**	**2,301.09**	-	5,049.00
Unclaimed dividends	**-**	**42.74**	-	46.27
Other Liabilities	**1.32**	**934.70**	1.32	509.09
Interest accrued but not due		**1.96**	-	3.26
Duties & Taxes payable	**-**	**110.22**	-	126.14
Security Deposit	**6.73**	**-**	6.48	-
Advance against sale of assets	**-**	**-**	-	105.00
Total	**8.05**	**3,397.08**	7.80	5,845.28

Unclaimed dividends : There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

4. Provisions

Particulars	As at 31 March, 2017 Non-current (₹ In lakhs)	As at 31 March, 2017 Current (₹ In lakhs)	As at 31 March, 2016 Non-current (₹ In lakhs)	As at 31 March, 2016 Current (₹ In lakhs)
For employees benefits				
Provision for earned leave wages	**358.49**	**63.83**	310.46	51.80
Provision for Gratuity		**816.58**	-	951.56
Others				
Proposed Dividend	**-**	**-**	-	304.15
Corporate Tax on Dividend	**-**	**-**	-	61.93
Provision for Warranty	**-**	**205.01**	-	236.99
Total	**358.49**	**1,085.42**	310.46	1,606.43

a) Disclosure under Accounting Standard 29 - Provisions, Contingent Liabilities and Contingent Assets (2016-17)

Particulars	Opening Balance	Additions during the year	Amt. Paid/ Reversed during the year	Closing Balance
Warranty Expenses	236.99	130.76	162.74	205.01
(Previous year)	(171.19)	(151.23)	(85.43)	(236.99)

Statement of Significant Accounting policies and Notes to Consolidated Financial Statements

b) The company provides gratuity to all employees. The benefit is in the form of lumpsum payments to vested employees on resignation, retirement, death while in employment or on termination of employment of an amount equivalent to 15 days basic salary and dearness allowance for each completed year of service. Vesting occurs upon completion of five years of service. The company makes annual contributions to fund administered by trustees and managed by Life Insurance Corporation of India, for amounts notified by it. The gratuity benefit is a defined benefit plan.

Particulars	**As at 31 March, 2017 (₹ In lakhs)**	As at 31 March, 2016 (₹ In lakhs)
Reconciliation of opening and closing balances of the present value of the defined benefit obligation		
Present value of obligation at the beginning of the year	**2,296.82**	2,161.33
Interest cost	**183.75**	172.91
Current service cost	**82.29**	81.45
Benefits paid	**(111.64)**	(189.92)
Actuarial (gain)/loss on obligation	**127.94**	71.05
Present value of obligation at the end of the year	**2,579.15**	2,296.82
Reconciliation of opening and closing balances of the fair value of plan assets		
Fair value of plan assets at the beginning of the year	**1,345.26**	1,138.80
Expected return on plan assets	**124.74**	93.77
Contributions	**404.21**	302.61
Benefits paid	**(111.64)**	(189.92)
Actuarial gain/(loss) on plan assets	**-**	-
Fair value of plan assets as at the end of the year	**1,762.57**	1,345.26
Amount recognised in Balance Sheet		
Fair value of plan assets as at the end of the year	**1,762.57**	1,345.26
Present value of obligation as at the end of the year	**2,579.16**	2,296.82
Asset/(liability) recognised in the Balance Sheet	**(816.59)**	(951.56)
Expense recognised in the Profit and Loss account		
Interest cost	**183.75**	172.91
Current service cost	**82.29**	81.45
Expected return on plan assets	**(124.74)**	(93.77)
Net actuarial (gain)/loss recognised in the year	**127.94**	71.05
Net cost	**269.24**	231.64
Break-up of Plan Assets		
Category of assets as at the end of the year		
Insurer Managed Funds	**100%**	100%
(Fund is Managed by LIC as per IRDA guidelines, category-wise composition of the plan assets is not available)		
Assumptions		
Discount rate	**8%**	8%
Salary escalation rate (annual)	**4%**	4%

Note : Experience adjustment information is not available and hence not disclosed.

In the absence of the date of movement of gratuity benefit plan, the above information is only of the Parent and Indian Component.

Statement of Significant Accounting policies and Notes to Consolidated Financial Statements

5. Borrowings

The borrowings are analysed as follows:

Particulars	As at 31 March, 2017 Non-current (₹ In lakhs)	As at 31 March, 2017 Current (₹ In lakhs)	As at 31 March, 2016 Non-current (₹ In lakhs)	As at 31 March, 2016 Current (₹ In lakhs)
Secured Loans:				
Loans from Bank :				
Cash credit account				
PNC Bank WCDL	-	601.63	-	1,007.72
PNC Bank - Bank Overdraft	-	30.75	-	10.60
Loan from Financial Institution :				
Vehicle Loan	18.58	-	25.53	-
Total Loans	**18.58**	**632.38**	25.53	1,018.32

Secured by hypothecation of stock-in-trade, stores, book-debts and other receivables and second charge on the company's moveable and immoveable properties.

The lines of credit are secured by substantially all of the assets of Manugraph Americas Inc. The lines of credit are also secured by the first priority perfected lien on the real property of Manugraph Americas Inc. and letter of credit USD 3.25 million (₹ 2107.25 lakhs) issued by the Bankers of the Parent Company.

The company's moveable and immovable properties are given as first charge to its bankers, State Bank of India, for guarantee given by them to the Bankers of its foreign subsidiary (Manugraph Americas Inc.), for credit facility availed by the said subsidiary.

The Vehicle loan taken is secured by collateral security of vehicles. It is to be repaid in a period of 5 years and the same is interest free loan.

6. Trade Payables - Current

Particulars	As at 31 March, 2017 (₹ In lakhs)	As at 31 March, 2016 (₹ In lakhs)
Trade Payables		
Micro Small and Medium Enterprises	81.88	87.19
Others	2,428.10	2,521.35
Total	**2,509.98**	2,608.54

a) Disclosure In accordance with section 22 of Micro, Small and Medium Enterprises Development Act, 2006.

	Particulars	As at 31 March, 2017 (₹ In lakhs)	As at 31 March, 2016 (₹ In lakhs)
a	The principal amount and the interest due thereon remaining unpaid to any micro and small enterprises as at the end of each;		
	Principal amount due	**81.88**	87.19
	Interest due on the above	**-**	-
b	The amount of interest paid in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year		
	Principal amount paid beyond appointed day	**38.70**	92.22
	Interest paid thereon	**0.19**	0.40
c	The amount of interest due and payable for the period of delay in making payment beyond appointed day during the year.	**-**	-
d	The amount of interest accrued and remaining un-paid at the end of the accounting year	**-**	-
e	The amount of further interest due and payable even in succeeding years	**-**	-

The information has been given in respect of such vendors to the extent they could be identified as 'micro and small enterprises' on the basis of information available with the company. This has been relied upon by the auditor.

7. Goodwill on Consolidation

Particulars	As at 31 March, 2017 (₹ In lakhs)	As at 31 March, 2016 (₹ In lakhs)
Goodwill on Consolidation	**6,331.38**	6,331.38
Less - Provision for diminution in value of Goodwill arising out of Investment in Manugraph DGM (now Manugraph Americas, Inc.)	**(6,159.22)**	(6,000.00)
Total	**172.16**	331.38

a) Goodwill on Consolidation amounting to ₹ 6331.38 lakhs has arisen on consolidation between the Company and Manugraph Americas Inc. ₹ 6159.22 lakhs and between the Company and Constrad Agencies (Bombay) Private Limited ₹ 172.16 lakhs. This Goodwill represents difference between the cost to Company of its Investment in the Subsidiary Companies and the Equity Value on the date of acquisition.

b) The Company has made further provision for diminution of investment of ₹ 4,500 lakhs thereby total provision aggregating to ₹ 10,500 lakhs in its standalone financial statements based on valuation report indicating the equity value of Manugraph Americas Inc.

The amount in excess of Goodwill on consolidation of Manugraph Americas Inc. of ₹ 4,340.78 lakhs has been reversed in the consolidated financial statements as these statements incorporate the accumulated losses of the subsidiary.

Statement of Significant Accounting policies and Notes to Consolidated Financial Statements

8. Property, Plant and Equipment

(₹ In lakhs)

Particulars	Freehold land	Land Improvement	Leasehold land	Buildings	Plant, Machinery & Equipment	Computers	Other Equipments	Furniture & fittings	Vehicles	Research and Development: Gauges & Instruments	Research and Development: Computers	Research and Development: Prototype Machine	Total
Cost													
As at April 1, 2015	96.97	78.88	7.64	4,154.02	11,984.90	824.29	840.07	510.67	428.30	42.10	30.38	549.92	19,548.14
Additions	-	-	-	-	122.97	26.58	6.22	2.40	71.77	-	1.04	-	230.99
Disposals	-	-	-	-	145.42	174.49	1.90	0.05	58.14	-	2.50	-	382.50
Exchange difference	4.92	4.72	-	112.14	86.87	22.75	31.99	0.76	1.53	-	-	-	265.68
As at March 31, 2016	**101.89**	**83.60**	**7.64**	**4,266.16**	**12,049.33**	**699.12**	**876.39**	**513.78**	**443.45**	**42.10**	**28.92**	**549.92**	**19,662.30**
Additions	-	-	-	-	88.65	20.75	2.39	5.63	39.87	-	15.19	35.70	208.18
Disposals	-	48.34	7.64	144.30	1,124.98	18.90	37.94	130.17	4.40	-	0.87	-	1,517.54
Exchange difference	1.96	0.79	-	43.66	35.33	9.29	12.78	0.30	1.27	-	-	-	105.38
As at March 31, 2017	**99.93**	**34.47**	**-**	**4,078.20**	**10,977.67**	**691.68**	**828.06**	**388.94**	**477.65**	**42.10**	**43.24**	**585.62**	**18,247.56**
Depreciation / Amortisation													
As at April 1, 2015	-	32.64	-	1,588.47	9,960.38	786.57	777.09	426.79	204.79	37.41	26.02	381.58	14,221.74
Charge for the year	-	1.59	-	122.84	429.66	19.26	25.04	26.07	49.67	1.13	2.18	28.81	706.26
Disposals	-	-	-	-	128.20	174.10	1.55	0.05	34.79	-	2.38	-	341.06
Exchange difference	-	1.97	-	38.92	85.20	22.73	31.99	0.75	0.74	-	-	-	182.31
As at March 31, 2016	**-**	**36.21**	**-**	**1,750.23**	**10,347.03**	**654.46**	**832.58**	**453.56**	**220.42**	**38.54**	**25.82**	**410.39**	**14,769.25**
Charge for the year	-	0.82	-	120.03	431.09	19.13	14.70	19.65	53.84	0.57	3.27	14.47	677.57
Disposals	-	13.39	-	82.39	1,084.59	18.60	37.02	126.77	4.20	-	0.87	-	1,367.83
Exchange difference	-	0.54	-	18.48	34.54	9.15	12.78	0.30	0.64	-	-	-	76.43
As at March 31, 2017	**-**	**23.10**	**-**	**1,769.39**	**9,658.99**	**645.84**	**797.48**	**346.14**	**269.42**	**39.11**	**28.22**	**424.86**	**14,002.56**
Net Block													
As at March 31, 2016	101.89	47.39	7.64	2,515.93	1,702.29	44.66	43.81	60.22	223.03	3.56	3.11	139.53	4,893.06
As at March 31, 2017	**99.93**	**11.37**	**-**	**2,308.81**	**1,318.67**	**45.84**	**30.58**	**42.80**	**208.23**	**2.99**	**15.03**	**160.76**	**4,245.01**

Statement of Significant Accounting policies and Notes to Consolidated Financial Statements

9. Intangible assets

(₹ In lakhs)

Particulars	Goodwill	Technical Documentation & Know How	Computer Software	R & D Software	Total
Cost					
As at April 1, 2015	-	371.28	194.74	105.80	671.82
Additions	-	-	13.61	-	13.61
Disposals	-	-	57.73	-	57.73
Exchange difference	-	-	-	-	-
As at March 31, 2016	-	371.28	150.62	105.80	627.70
Additions	-	-	3.18	-	3.18
Disposals	-	-	5.84	0.16	6.00
Exchange difference	-	-	-	-	-
As at March 31, 2017	**-**	**371.28**	**147.96**	**105.64**	**624.88**
Depreciation / Amortization					
As at April 1, 2015	-	236.87	139.78	89.94	466.59
Charge for the year	-	4.58	11.03	9.45	25.06
Disposals	-	-	57.73	-	57.73
Exchange difference	-	-	-	-	-
As at March 31, 2016	-	241.45	93.08	99.39	433.92
Charge for the year	-	4.57	11.27	7.07	22.91
Disposals	-	-	2.90	0.16	3.06
Exchange difference	-	-	-	-	-
As at March 31, 2017	**-**	**246.02**	**101.45**	**106.30**	**453.77**
Net Block					
As at March 31, 2016	-	129.83	57.54	6.41	193.78
As at March 31, 2017	**-**	**125.26**	**46.51**	**(0.66)**	**171.11**

9A.	**Capital work in process**
Capital Work in Process	
Cost	
As at April 1, 2015	-
Additions	-
Disposals	-
As at March 31, 2016	-
	-
Additions	46.20
Disposals	-
As at March 31, 2017	46.20

The Company has carried out the exercise of assessment of any indications of impairment to its fixed assets as on the Balance Sheet date. Pursuant to such exercise it is determined that there has been no impairment to its fixed assets during the year.

Statement of Significant Accounting policies and Notes to Consolidated Financial Statements

10. Non-Current Investments

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Nos.	(₹ In lakhs)	Nos.	(₹ In lakhs)
Trade Investments				
Manugraph Securities and Finance Private Limited (unquoted)	-	-	250	0.03
Other Investments				
Investment in Government securities				
6 years National Savings Certificates - VIII issue	-	-	-	0.10
Others (unquoted)				
Shree Warna Sahakari Bank Limited (Equity shares of ₹ 25/- each)	2,000	0.50	2,000	0.50
Total		0.50		0.63

i The Manugraph Securities and Finance Private Limited has been struck off from the records of MCA and accordingly the investments has been written off during the year.

ii 6 years National Savings Certificates - VIII Issue have been written off during the year.

iii Since the balance sheet date, the management has indicated to its wholly owned subsidiary their intention to convert the preferred stock into shares of common stock subject to completion of necessary statutory formalities and approvals.

11. Deferred Tax Asset/(Liability)

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)
Deferred tax liability on account of				
Difference between book and tax depreciation		201.53		222.99
Less:				
Deferred tax Assets on account of				
Provision for Warranty expenses	34.82		37.97	
Provision for leave encashment	139.63		119.77	
Provision for gratuity	269.99		314.61	
Compensation under VRS	132.46		224.18	
ICDS adjustment	-		4.33	
Total Deferred Tax Asset		576.90		700.86
Arising out of accumulated carry forward losses (foreign subsidiary)		304.99		3,892.00
Net Deferred Tax Asset/(Liability)		680.36		4,369.87

a) The Deferred Tax Asset of the foreign subsidiary is as per the audited financial statements after effecting necessary adjustments and is created as per the tax and other laws of the relevant country. Fresh deferred tax asset of the foreign subsidiary on accumulated losses are not considered in the consolidated financials following the principle of prudence .

b) During the year, the mamagement of the subsidiary has made a further valuation allowance and has reduced the deferred tax credit based on its revised estimate of the amount of deferred tax credit it will be able to utilise considering projected future income. The subsidiary has accordingly charged a sum of ` 3,615.99 lakhs ($ 53,97,000) to the profit and loss account as reversal of deferred tax credit arising out of accumulated carrried forward losses.

Statement of Significant Accounting policies and Notes to Consolidated Financial Statements

12. Loans and Advances

(Unsecured considered good unless otherwise stated)

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Non-current (₹ In lakhs)	Current (₹ In lakhs)	Non-current (₹ In lakhs)	Current (₹ In lakhs)
Staff loans	414.92	147.40	433.82	145.83
Advances Receivable in Cash or in kind	3.46	117.60	2.86	130.45
Advance to suppliers	-	48.36	-	76.28
Capital advance	193.97	-	13.86	-
Sundry deposits	48.78	22.15	48.22	13.42
Taxes paid net of provisions	1,165.84	-	1,212.99	-
Total	1,826.97	335.51	1,711.75	365.98

13. Other Assets

(Unsecured considered good unless otherwise stated)

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Non-current (₹ In lakhs)	Current (₹ In lakhs)	Non-current (₹ In lakhs)	Current (₹ In lakhs)
Vat refund receivable	1,948.90	-	2,323.71	-
Balance with Revenue Authorities	-	89.96	-	39.42
Interest accrued on bank deposits	-	19.47	-	9.42
Other receivables	40.80	24.09	47.57	325.43
Total	1,989.70	133.52	2,371.28	374.27

14. Current Investments

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Nos.	(₹ In lakhs)	Nos.	(₹ In lakhs)
Investments in Mutual Funds				
(unless otherwise specified) (quoted)				
HDFC Short Term Opportunities Fund - Growth	-	-	18,21,328	300.00
SBI Premier Liquid Fund - Regular Plan - Growth	-	-	12,680	300.00
UTI Treasury Advnatage Fund - Inst. Plan - Growth	-	-	24,340	500.00
Tata Short Term Bond Fund Regular Plan - Growth	-	-	17,82,665	500.00
HDFC Floating Rate Income Fund - STP-WS-Growth	-	-	15,43,722	400.00
Birla Sun Life Saving Fund - Regular Plan - Growth	-	-	2,74,627	800.00
ICICI Prudential Liquid Plan - Direct - Growth	4,16,152	1,000.00	-	-
Kotak Floater Short Term - Direct - Growth	37,500	1,000.00	-	-
BSL Cash Plus - Growth	3,07,592	800.00	-	-
BSL Cash Plus - Growth - Direct	2,68,328	700.00	-	-
SBI Treasury Advantage Fund - Direct - Growth	27,161	500.00	-	-
HDFC Liquid Fund - Regular Plan - Growth	31,306	1,000.00	-	-
Tata Liquid Fund - Regular Plan - Growth	33,478	1,000.00	-	-
Total		6,000.00		2,800.00

Statement of Significant Accounting policies and Notes to Consolidated Financial Statements

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Nos.	(₹ In lakhs)	Nos.	(₹ In lakhs)
a Aggregate of quoted investments				
- Cost		6,000.00		2,800.00
- Market Value		6,009.62		2,812.93
b Aggregate of unquoted investments		-		-

15. Inventories

Particulars	As at 31 March, 2017 (₹ In lakhs)	As at 31 March, 2016 (₹ In lakhs)
Raw Material (incl. Goods in transit - ₹ 0.45 lakhs, previous year ₹ 12.80 lakhs)	1,910.98	2,194.18
Work In Progress	2,093.95	4,229.90
Finished Goods	80.00	330.59
Stores & Spares	91.67	101.05
Loose Tools (Consumable)	65.28	63.70
Manufactured components	1,794.83	1,941.45
Total	6,036.71	8,860.87

Valuation methodology

Cost of inventories is ascertained on the weighted average basis. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

i	Raw Material, Components and Stores and Spares	Raw materials and components, stores and spares are stated at lower of cost and net realisable value.
ii	Consumable Tools	Consumable tools are stated at cost or below cost.
iii	Work-in-progress and manufactured components	Work-in-progress and manufactured components are valued at lower of cost and net realisable value computed including Material, Labour and Overheads related to the manufacturing operations.
iv	Finished Goods including stock-in-trade	Finished products are valued at lower of cost and net realisable value Cost is computed including Material, Labour and Overheads related to the manufacturing operations. Excise duty is included in the value of finished products inventory.

16. Trade receivables - Current

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)
Unsecured				
Outstanding for over six months old				
- Considered good	58.19		1,301.78	
- Considered doubtful	136.82		123.24	
	195.01		1,425.02	
Less: Provision for doubtful debts	136.82		123.24	
Others		58.19		1,301.78
- Considered good	870.24		1,715.88	
- Considered doubtful	30.27		42.34	
	900.51		1,758.22	
Less: Provision for doubtful debts	30.27	870.24	42.34	1,715.88
Total		928.43		3,017.66

Statement of Significant Accounting policies and Notes to Consolidated Financial Statements

17. Cash and Bank Balances

Particulars	As at 31 March, 2017 (₹ In lakhs)	As at 31 March, 2016 (₹ In lakhs)
Cash & Cash Equivalents		
Bank balances		
With scheduled banks	**932.98**	1,142.10
Cheques, Drafts on hand		
Funds in Transit	**-**	22.82
Cash Balances	**9.94**	15.94
	942.92	1,180.86
Other Bank Balances		
In fixed deposit accounts (as margin money)	**960.26**	961.31
In unclaimed dividend accounts	**42.74**	46.27
	1,003.00	1,007.58
Total	**1,945.92**	2,188.44

Disclosure of Specified Bank Notes (SBNs)

During the year, the Company had specified bank notes and other denomination notes as defined in the Ministry of Corporate Affairs notification G.S. R. 308(E) dated March 30, 2017 on the details of Specified Bank Notes held and transacted during the period from November 8, 2016 to December 30, 2016 the denomination wise SBNs and other notes as per the notification is given below:

Particulars	SBNs * (in ₹)	Other Denomination Notes (in ₹)	Total (in ₹)
Closing cash in hand as on 8th November, 2016	16,82,500	9,44,793	26,27,293
(+) Permitted receipts	-	23,55,886	23,55,886
(-) Permitted payments	44,500	19,76,938	20,21,438
(-) Amount deposited in Banks	16,38,000	286	16,38,286
Closing cash in hand as on 30th December, 2016	-	13,23,455	13,23,455

* For the purpose of this clause, the term “Specified Bank Notes” shall have the same meaning provided in the notification of the Government of India, Ministry of Finance, Department of Economic Affairs number S.O. 3407 (E), dated November 8, 2016.

Statement of Significant Accounting policies and Notes to Consolidated Financial Statements

18. Revenue from Operations (Gross)

Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
Sale of Products		
Sales of Finished Goods & spares (net of sales return)	**34,409.12**	32,738.66
Total	**34,409.12**	32,738.66
Less - Excise Duty	**2,807.19**	2,762.81
Sales Net of Excise Duty	**31,601.93**	29,975.85

Sale of Products

Sale of Finished Goods & Spares (Net of excise duty)

Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
Printing units	**29,777.00**	26,117.70
Spares and accessories	**1,824.93**	3,858.15
Total	**31,601.93**	29,975.85

19. Other Operating Revenue

Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
Agency fees	**149.93**	38.07
Service and erection charges received	**790.61**	926.82
Miscellaneous receipts	**74.02**	69.02
Sundry credit balances appropriated	**32.23**	416.21
Export incentive received	**90.88**	126.06
Total	**1,137.67**	1,576.18

Sundry credit balances appropriated (current year) represents net figure after write off of ₹ 386 lakhs receivable from Mercongraphic FZC (a related party) against the provision made for installation expenses of machineries sold in earlier years, due to cessation of obligation.

20. Other Income

Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
Dividend from Current Investment	**-**	23.05
Dividend from Non-current Investment	**0.05**	0.05
Rent	**27.06**	27.06
Profit on sale of assets (Net)	**-**	16.84
Profit on sale of Current Investment	**355.94**	190.88
Profit on exchange (Net)	**-**	98.69
Short provision and adjustments relating to previous years (Net)	**-**	10.59
Interest received on deposits, debts etc.	**247.69**	247.21
Total	**630.74**	614.37

Statement of Significant Accounting policies and Notes to Consolidated Financial Statements

21. Cost of Materials Consumed

Particulars	2016-17		2015-16	
	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)
Raw Materials Consumed				
Opening Stock	**2,194.18**		2,649.36	
Add : Purchases (Including components processing charges ₹ 538.22 lakhs -previous year: ₹ 621.79 lakhs)	**16,880.60**		18,233.96	
		19,074.78		20,883.32
Less : RMC Capitalised	**4.31**		6.61	
Less : Closing Stock	**1,910.98**		2,194.18	
		1,915.29		2,200.79
Total		**17,159.49**		18,682.53

22. Changes in inventories of finished goods work-in-progress and Stock-in-Trade

Particulars	2016-17		2015-16	
	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)	(₹ In lakhs)
Inventory Adjustments - WIP				
Work In progress at Opening	**4,229.90**		3,454.47	
Less : WIP Inventory Capitalised	**30.20**		-	
Work In progress at Closing	**2,093.95**		4,229.90	
		2,105.75		(775.43)
Inventory Adjustments - FG				
Stock at Commencement	**330.59**		234.72	
Less : Stock at Closing	**80.00**		330.59	
		250.59		(95.87)
Inventory Adjustments - Manufactured components				
Stock at Commencement	**1,941.45**		2,432.28	
Less : Stock at Closing	**1,794.83**		1,941.45	
		146.62		490.83
Total		**2,502.96**		(380.47)

Statement of Significant Accounting policies and Notes to Consolidated Financial Statements

23. Employee Benefit Expenses

Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
Salary, Wages, bonus and allowances	**6,158.85**	5,501.35
Welfare expenses	**526.08**	547.80
Contribution to provident & other funds	**498.06**	484.73
Prov. for earned leave wages	**117.88**	129.27
Contribution to Employees Group Gratuity Scheme	**269.23**	231.64
	7,570.10	6,894.79
Less - Wages capitalised	**6.57**	8.27
Total	**7,563.53**	6,886.52

a) During the previous year the Company had introduced a Voluntary Retirement Scheme, 2015 which was accepted by various employees. The Cost in connection therewith of ₹ 308.00 lakhs has been shown as an exceptional item. (refer note 33)

b) Pursuant to the retrospective amendment to the Payment of Bonus Act, the Company was required to make provision for the year 2014-15 as per the amendment. Bonus was paid for the year 2014-15 as per agreement signed with the workers' union.Various High Courts have granted interim stay to the applicability of the amendment to the year 2014-15. The Company has therefore not made provision for the year 2014-15.

24. Finance Cost

Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
Interest paid	**58.70**	177.78
Interest paid on income tax	**0.14**	0.86
Other Borrowing Costs	**54.77**	41.69
Total	**113.61**	220.33

25. Depreciation & Amortisation

Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
Depreciation	**677.54**	706.26
Amortisation	**22.90**	25.06
Total	**700.44**	731.32

Statement of Significant Accounting policies and Notes to Consolidated Financial Statements

26. Other Expenses

Particulars	2016-17		2015-16	
	(₹ In lakhs)	**(₹ In lakhs)**	(₹ In lakhs)	(₹ In lakhs)
Consumption of stores and Consumables		**470.27**		466.44
Power & Fuel		**234.03**		292.63
Rent		**8.67**		25.60
Rates & Taxes		**39.39**		58.67
Repairs to Buildings		**102.28**		59.66
Repairs to Machinery		**85.13**		106.52
Insurance		**102.24**		97.65
Travelling and conveyance		**623.80**		611.52
Commission on sales		**1,256.35**		1,108.67
Other repairs		**153.00**		117.35
Advertisement and sales promotion expenses		**140.60**		38.51
Bank charges		**52.96**		52.89
Sundry debit balances written off		**10.00**		62.54
Fixed assets scrapped		**46.12**		14.39
Warranty expenses		**130.76**		151.23
Research and development expenses		**334.44**		334.03
CSR expenses		**5.00**		1.00
Donations		**0.24**		4.68
Freight And Handling Charges		**153.65**		126.27
Packing And Forwarding Charges		**103.98**		124.99
Directors' Fees		**6.32**		6.23
Loss on exchange (Net)		**67.97**		-
Loss on disposal of investment		**0.13**		-
Loss on sale of asset (Net)		**24.50**		
Bad debts		**5.41**		342.72
Remuneration of Component Auditors		**30.71**		31.25
Remuneration to Auditors				
Audit fees including Tax Audit	**19.50**		19.50	
Other Services	**9.46**		6.55	
Out of pocket expenses	**0.25**		0.10	
		29.21		26.15
Miscellaneous Expenses (None of which individually forms more than 1% of the Operating Revenue.)		**1,058.70**		924.94
		5,275.87		5,186.52
Less - Overheads capitalised		**43.21**		43.38
Total		**5,232.66**		5,143.14

Statement of Significant Accounting policies and Notes to Consolidated Financial Statements

27. Earning Per Share

Particulars	**2016-17 (₹ In lakhs)**	2015-16 (₹ In lakhs)
Net profit after tax available for equity shareholders before Exceptional Items	**(3,636.44)**	983.28
Net profit after tax available for equity shareholders after Exceptional Items	**(3,546.42)**	639.06
Weighted average number of equity shares of ₹ 2 each outstanding during the year	**3,04,15,061**	3,04,15,061
Earning Per Share before Exceptional Items Basic and diluted earnings per share (₹)	**(11.96)**	3.23
Earning Per Share after Exceptional Items Basic and diluted earnings per share (₹)	**(11.66)**	2.10

The earning per share before exceptional item has been computed without considering the current and deferred tax effect on the exceptional item.

28. Unhedged foreign currency exposures as at the year end:

Particulars	**2016-17**		2015-16	
	Currency type	**Amount**	Currency type	Amount
Trade Receivable and Other Receivables	**USD**	**5,39,056**	USD	20,33,475
	EURO	**3,06,492**	EURO	33,560
	JPY	**97,47,000**	JPY	-
Trade Payable and Other Payables	**USD**	**88,948**	USD	2,91,092
	EURO	**16,839**	EURO	52,799
	JPY	**-**	JPY	1,07,49,600
Outstanding forward contracts for future transaction / Firm Commitments		**Nil**		Nil

29. Disclosure as required by Accounting Standard – AS 18 "Related Parties" of the Companies (Accounting Standards) Rules 2006.

I Relationships:

Key Management Personnel

Mr. Sanjay S. Shah - Vice Chairman and Managing Director

Mr. Pradeep S. Shah - Managing Director

Mr. Bhupal B. Nandgave - Whole Time Director (Works)

Relatives of key management personnel

Mr. Sanat M. Shah

Mrs. Sudha S. Shah

Entities where Key Management Personnel exercise significant influence

Multigraph Machinery Company Limited

Manubhai Sons and Company

Mercongraphic FZC,

Multigraph Machinery Kenya Limited

Manugraph Securities and Finance Private Limited

Statement of Significant Accounting policies and Notes to Consolidated Financial Statements

II The Related party transactions are detailed as required by AS-18 is as under:

(₹ In lakhs)

Particulars	FY 2016-17	FY 2015-16
Sale of Goods		
Entities where significant influence exists		
- Multigraph Machinery Kenya Limited	20.24	34.91
- Mercongraphic FZC	876.22	2,568.96
Total	**896.46**	**2,603.87**
Service Charges received		
Entities where significant influence exists		
- Multigraph Machinery Kenya Limited	13.56	19.99
- Mercongraphic FZC	21.03	45.90
Total	**34.59**	**65.89**
Commission paid		
Entities where significant influence exists		
- Multigraph Machinery Co. Ltd.	1,009.46	1,012.57
Rent Received		
Entities where significant influence exists		
- Multigraph Machinery Co. Ltd.	25.62	25.62
- Manubhai Sons & Co.	1.44	1.44
Total	**27.06**	**27.06**
Rent Paid		
Key Management Personnel		
- Sanjay S. Shah	-	5.94
- Pradeep S. Shah	-	5.94
Sub Total	**-**	**11.88**
Relative of Key Management Personnel		
- Sudha S. Shah	-	1.32
Total	**-**	**13.20**
Managerial Remuneration paid		
Key Management Personnel		
- Sanjay S. Shah	126.42	125.92
- Pradeep S. Shah	126.37	126.65
- Bhupal B. Nandgave	24.99	24.38
Total	**277.78**	**276.95**
Directors' Fees		
Relative of Key Management Personnel		
- Sanat M. Shah	0.60	0.70
Debit balances written off		
Entities where significant influence exists		
- Manugraph Securities and Finance Private Limited	0.03	-
- Mercongraphic FZC	386.00	-
Total	**386.03**	**-**
Re-imbursement of Expenses received		
Entities where significant influence exists		
- Mercongraphic FZC	12.75	17.51
- Multigraph Machinery Co. Ltd.	2.97	-
Total	**15.72**	**17.51**

Statement of Significant Accounting policies and Notes to Consolidated Financial Statements

(₹ In lakhs)

Particulars	FY 2016-17	FY 2015-16
Outstanding Receivables		
Entities where significant influence exists		
- Multigraph Machinery Kenya Limited	3.56	9.41
- Mercongraphic FZC	0.43	1,299.23
Total	**3.99**	**1,308.64**
Outstanding Payables		
Entities where significant influence exists		
- Multigraph Machinery Co. Ltd.	**114.34**	**-**

30. Contingent liabilities and commitments

		Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
i.		**Contingent liabilities**		
	(a)	Claims against the company not acknowledged as debt;	**32.89**	22.15
	(b)	Guarantees;		
		On account of guarantees executed by the company's bankers:	**47.59**	11.79
	(c)	Other money for which the company is contingently liable		
		Income-tax, sales tax, customs duty, excise duty and service tax demands against which the company has preferred appeals/ made representation	**788.65**	839.64
		On account of undertakings given by the company in favour of Customs Authority:	**870.00**	870.00
		Income tax credits disallowed by the authority against which the company has preferred appeals.	**28.06**	-
		Total	**1,767.19**	1,743.58
ii.		**Commitments**		
	(a)	Unexpired letter of credit opened by Bank	**-**	-
	(b)	Estimated amount of contracts remaining to be executed on capital account and not provided for;	**360.09**	1.04
	(c)	Uncalled liability on shares and other investments partly paid	**-**	-
	(d)	Other commitments (specify nature).	**-**	-
		Total	**360.09**	1.04

31. In the opinion of the Board of Directors, all the assets other than fixed assets and non current investments have value on realisation in the ordinary course of business atleast equal to the amount at which they are stated in the Balance Sheet.

32. Exceptional Items

	Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
a)	Profit on sale of undertaking	**304.12**	-
b)	Provision for impairment of goodwill on Consolidation	**(159.22)**	-
c)	Voluntary Retirement Scheme 2015, (deferred tax effect theron ₹ 81.47 lakhs)	**-**	(308.00)
	Total (Net)	**144.90**	(308.00)

33. Previous year figures are regrouped and re-arranged wherever necessary with those of the current year to make them comparable.

34. Disclosure as required by Accounting Standard – AS 17 "Segment Reporting" of the Companies (Accounting Standards) Rules 2006.

i In accordance with AS-17 "Segment Reporting", the Company has only one reportable primary business segment i.e.Engineering.

Statement of Significant Accounting policies and Notes to Consolidated Financial Statements

ii Information about secondary geographical segments:

Particulars		(₹ In lakhs) India	(₹ In lakhs) Outside India	(₹ In lakhs) Total
Segment Revenue	- Current Year	21,549.67	10,052.26	31,601.93
	- Previous Year	21,868.32	8,107.53	29,975.85
Segment Total Assets	- Current Year	21,316.93	3,195.15	24,512.09
	- Previous Year	22,925.89	8,553.08	31,478.97

Notes:

a The Segment Revenue in the geographical segments considered for disclosure are on the basis of customer location.

b "In the case of segment capital expenditure the amount attributable to geographical segment "Outside India" is less than 10% of the respective Total capital expenditure of the reporting enterprise and hence not disclosed separately.

35. The company is obligated under various operating leases for office equipment,CNC equipment and vehicles at it's U.S.A. subsidiary. The future rent payments under all operating leases are as follows:

Financial Year	₹ In lakhs
2016-2017	9.58
2017-2018	6.39

36. Details of CSR Expenditure

	Particulars	2016-17 (₹ In lakhs)	2015-16 (₹ In lakhs)
a	Gross Amount required to be spent by the Company during the year	**NIL**	NIL
b	Amount Spent during the year	**5.00**	1.00

37. Additional Information as required under Schedule III to the Companies Act, 2013 of entities consolidated in these Financial Statements

Name of the Enterprise		Net Assets i.e. Total assets minus Total Liabilities		Share in Consolidated Profit or Loss	
		% of Consolidated Net assets	(₹ In lakhs)	% of Consolidated Profit	(₹ In lakhs)
Parent					
- Manugraph India Limited	- Current Year	**130.63**	**21,555.72**	**(1.82)**	**(64.06)**
	- Previous Year	107.80	21,619.81	93.62	598.32
Subsidiary - Indian					
Constrad Agencies (Bombay) Pvt Ltd.	- Current Year	**(0.01)**	**(1.25)**	**0.00**	**(0.13)**
	- Previous Year	(0.01)	(1.12)	(0.02)	(0.14)
Subsidiary - Foreign					
Manugraph Americas Inc.	- Current Year	**(30.62)**	**(5,052.36)**	**(98.19)**	**(3,482.24)**
	- Previous Year	(7.79)	(1,562.08)	6.40	40.88
Total	- Current Year	**100.00**	**16,502.11**	**(100.00)**	**(3,546.42)**
Total	- Previous Year	100.00	20,056.61	100.00	639.06

(Bracket denotes Negative)

38. Explanatory notes 1 to 38 form an integral part of the Balance Sheet and Statement of Profit and Loss and are duly authenticated.

As per our report of even date attached
For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

N. Jayendran
Partner
M. No. 40441

Mumbai, Date: 26th May, 2017

For and on behalf of the Board of Directors
Sanjay S. Shah Vice Chairman and Managing Director
DIN : 00248592

Pradeep S. Shah Managing Director
DIN : 00248692

Mihir V. Mehta
Company Secretary

Suresh Narayan
Chief Financial Officer

Mumbai, Date: 26th May, 2017

[Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014 - AOC - 1]

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

Part A - Subsidiaries

(Fig. in Lakhs)

1	**Sr. No.**	**1**	**2**	
2	Name of the Subsidiaries	**Constrad Agencies (Bombay) Pvt. Ltd.**	**Manugraph Americas Inc., USA**	
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR	USD	INR
5	Share Capital	5.00	133.86	6,076.41
6	Reserves	(1.25)	(90.65)	(4,221.26)
7	Total Assets	7.58	63.87	3,195.15
8	Total Liabilities	7.58	63.87	3,195.15
9	Investments	-	-	-
10	Turnover	-	107.55	6,820.21
11	Profit before Tax	(0.13)	2.00	133.75
12	Provison for Tax	-	53.97	3,615.99
13	Profit after Tax	(0.13)	(51.97)	(3,482.24)
14	Proposed Dividend	-	-	-
15	% of Shareholding	100%	100%	
Names of subsidiaries which are yet to commence operations				NIL
Names of subsidiaries which have been liquidated or sold during the year				NIL

Exchange Rate : Average - 1 USD = Rs. 67.00 ; Closing - 1 USD = Rs. 64.8386

Part B - Associates and Joint Ventures

Statement pursuant to section 129(3) of the Companies Act, 2013 related to Asscoiate Companies and Joint Ventures

Not Applicable

For and on behalf of the Board of Directors

Sanjay S. Shah Vice Chairman and Managing Director
DIN : 00248592

Pradeep S. Shah Managing Director
DIN : 00248692

Mihir V. Mehta Company Secretary

Suresh Narayan Chief Financial Officer

Mumbai, Date: May 26, 2017

MANUGRAPH
Technology in Print

MANUGRAPH INDIA LIMITED

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Phone: +91-22-2287 4815, **Fax:** +91-22-2287 0702 • **Website:** www.manugraph.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	
Registered address :	
E-mail ID :	
Folio No/ DP ID-Client ID	

I/ We, being the member (s) of …………………………………….. shares of the above named company, hereby appoint:

(1) Name: .... Address: ....
E-mail ID: .... Signature: .... or failing him;

(2) Name: .... Address: ....
E-mail ID: .... Signature: .... or failing him;

(3) Name: .... Address: ....
E-mail ID: .... Signature: ....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45th Annual General Meeting of the Company, to be held on Thursday, July 27, 2017 at 12.00 noon at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001, India and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above Proxy to vote in the manner as indicated in the box below (Optional*):

Sr. No.	Particulars	For	Against
1)	Consider and adopt:		
	a. Audited Financial Statements, Reports of the Board of Directors and Auditors thereon.		
	b. Audited Consolidated Financial Statements and Report of the Auditors thereon.		
2)	Declaration of Dividend on Equity Shares		
3)	Re-appointment of Mr. Sanat M. Shah, as a Director, retiring by rotation		
4)	Appointment of Auditors and fixing their remuneration		
5)	Approval of the remuneration of the Cost Auditors		

* it is optional to put a (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this .... day of 2017

Affix
Revenue
Stamp

Signature of Shareholder : .... Signature of Proxyholder(s) : ....

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company addressed to the "Company Secretary", not later than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, 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 proxy for any other person or Member.

Notes

Manugraph India Ltd.

Financial Highlights - Standalone

(₹ in Crores)

		2017	2016	2015	2014	2013	2012	2011	2010	2009	2008
PROFIT & LOSS ACCOUNT SUMMARY											
Turnover - Total		**248.33**	**258.99**	**204.20**	**242.51**	**304.71**	**369.95**	**296.30**	**201.94**	**392.11**	**422.99**
Total Income		**262.08**	**277.35**	**221.91**	**260.53**	**316.52**	**389.84**	**304.91**	**209.77**	**405.86**	**454.67**
EBIDTA		**6.43**	**14.80**	**(2.90)**	**9.45**	**30.12**	**64.19**	**45.65**	**30.46**	**67.41**	**106.15**
Depreciation		**6.12**	6.52	6.86	10.26	10.79	11.08	10.24	7.83	9.27	8.29
Interest		**0.67**	1.66	1.57	1.20	0.64	1.24	2.90	3.21	3.59	4.11
Profit before Exceptional Items		**(0.36)**	**6.62**	**(11.33)**	**(2.01)**	**18.69**	**51.87**	**32.51**	**19.42**	**54.55**	**93.75**
Exceptional Items (Note 2)		**(41.96)**	(3.08)	-	(10.79)	-	(60.00)	-	-	-	-
Profit before Taxation		**(42.32)**	**3.54**	**(11.33)**	**(12.80)**	**18.69**	**(8.13)**	**32.51**	**19.42**	**54.55**	**93.75**
Provision for Taxation		**1.73**	(2.44)	(0.59)	(5.04)	6.30	15.67	10.13	6.12	17.66	31.69
Profit after Taxation		**(44.05)**	**5.98**	**(10.74)**	**(7.76)**	**12.39**	**(23.80)**	**22.38**	**13.30**	**36.89**	**62.06**
BALANCE SHEET SUMMARY											
Assets employed											
Fixed Assets - Gross		**143.00**	155.34	157.80	157.45	157.81	156.64	155.09	147.64	142.41	134.02
Fixed Assets - Net		**31.68**	36.23	41.23	46.38	55.03	62.91	71.26	73.39	77.60	73.38
Investments		**87.44**	100.45	97.27	108.25	108.02	109.26	126.45	141.51	124.88	138.07
Current Assets - Net		**49.28**	74.74	77.94	70.54	78.46	63.81	93.78	87.95	107.07	78.26
Total Assets		**168.40**	**211.42**	**216.44**	**225.17**	**241.51**	**235.98**	**291.49**	**302.85**	**309.55**	**289.71**
Financed by											
Share Capital (Note 1)		**6.08**	6.08	6.08	6.08	6.08	6.08	6.08	6.08	6.08	6.08
Reserves & Surplus		**166.07**	210.12	207.79	221.50	232.80	225.75	258.39	241.31	231.94	202.17
Shareholders' Funds		**172.15**	216.20	213.87	227.58	238.88	231.83	264.47	247.39	238.02	208.25
Borrowings		**-**	-	6.11	-	-	-	21.30	50.02	66.27	76.21
Deferred Tax Liability		**(3.75)**	(4.78)	(3.54)	(2.41)	2.63	4.15	5.72	5.44	5.26	5.15
Total Liabilities		**168.40**	**211.42**	**216.44**	**225.17**	**241.51**	**235.98**	**291.49**	**302.85**	**309.55**	**289.61**
OTHER INVESTMENT INFORMATION											
Earnings per Share (before Exceptional Item)	₹	**(0.51)**	2.51	(3.53)	(0.08)	4.07	11.90	7.36	4.37	12.13	20.39
Earnings per Share (after Exceptional Item)	₹	**(14.48)**	1.97	(3.53)	(2.55)	4.07	(7.83)	7.36	4.37	12.13	20.39
Dividend	%	**25**	50	25	50	75	125	75	50	100	200
Book Value per share	₹	**56.60**	71.08	70.32	74.83	78.54	76.22	86.95	81.34	78.26	68.47
Market Price											
High	₹	**64.20**	73.00	33.00	39.50	61.00	65.50	76.35	68.00	114.00	192.00
Low	₹	**41.30**	28.65	31.85	22.05	29.30	43.10	43.50	29.10	24.50	24.50
Shareholders	Nos.	**12254**	12380	11617	12242	12685	13590	14289	15480	14320	13669
Employees	Nos.	**1013**	1032	1089	1110	1228	1217	1217	1222	1327	1341

Notes:

1. Equity share of face value of ₹ 2/- each
2. Exceptional Items
   - FY 2012 - Provision for dimunition in value of investment in subsidiary
   - FY 2014 - Compensation under VRS
   - FY 2016 - Compensation under VRS
   - FY 2017 - Provision for dimunition in value of investment in subsidiary & profit on sale of Undertaking

Manugraph India Ltd.

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DIRECTORS' REPORT

Dear Members,

Your Directors have the pleasure in presenting this 31st Directors' Report together with the audited Annual Accounts of the Company for the financial year ended March 31, 2017.

FINANCIAL PERFORMANCE

The highlights of the financial position for the year under review as compared to the corresponding period in the previous year are given below:

(Rs.)

Particulars	2016-17	2015-16
Total Income	0.00	0.00
Total Expenses	13,050.99	14,209.00
Profit/Loss before Taxation	-13,050.99	-14,209.00
Tax Expense	0.00	0.00
Profit/Loss after Taxation	-13,050.99	-14,209.00
Earnings Per Share (in Rs.) (basic & considering exceptional items)	-2.61	-2.84

DIVIDEND

In absence of profits during the year under review, your Directors do not recommend dividend for the financial year 2016-17.

PUBLIC / FIXED DEPOSITS

Your Company has not accepted any public / fixed deposits during the year and as such no amount of interest and principal deposit was outstanding as on the balance sheet date.

SUBSIDIARIES

The Companies do not have any subsidiary Company.

BOARD OF DIRECTORS

Mr. Sanat Shah, Mr. Suresh Shah and Mr. V. Krishnamoorthy are the Directors of the Company.

Mr. Sanat M. Shah, Director of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Your directors recommend reappointment of Mr. Sanat M. Shah as a Director of the Company. A resolution to the effect is placed for your consideration and approval.

Meetings of the Board

During the financial year, the Board met four (4) times. The meetings were held on May 18, 2016, August 4, 2016, October 26, 2016 and February 9, 2017.

RELATED PARTY TRANSACTIONS

During the year under review, there were no transactions with related parties.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company.

EXTRACTS OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT 9 is annexed herewith as 'Annexure A'.

AUDITORS

The members of the Company at its Annual General Meeting held on August 27, 2014 have appointed M/s. D. P. Sangoi & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office upto the conclusion of the fifth consecutive annual general meeting of the Company.

In terms of the first proviso to Section 139 of the Companies Act, 2013 the appointment of auditors shall be placed for ratification at every Annual General Meeting.

Accordingly, the appointment of M/s. D. P. Sangoi & Co. as statutory auditors of the Company is placed for ratification by the shareholders.

M/s. D. P. Sangoi & Co. has confirmed their eligibility for re-appointment as Statutory Auditors.

The report of the auditors to the shareholders is a part of the Annexure. The notes to the Accounts, that are a part of the financial statements are self-explanatory and need no further clarifications or explanations.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

(i) that in the preparation of the annual financial statements for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.

(ii) that such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the loss of the Company for the year ended on that date;

(iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) that the annual financial statements have been prepared on a going concern basis;

(v) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;

(vi) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Particulars of Employees

There are no employees in the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There are no loans, guarantees and investments as covered under the provisions of Section 186 of the Companies Act, 2013 during the year under review.

RISK MANAGEMENT

The Company manages and monitors principal risks and uncertainties that can impact the ability of the Company to achieve its targets / objectives. Timely reports are placed before the board for considering various risks involved in the Company business / operations. The Board evaluates these reports and necessary / corrective actions are then implemented.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

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

The particulars on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 do not apply to your Company.

For and on behalf of the Board

Sanat M. Shah
Chairman
(DIN: 00248499)

Place: Mumbai
Date: 12-05-2017

Annexure A

Form MGT - 9

Extracts of Annual Return

As on the financial year ended March 31, 2017

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

I.	**Registration and Other details**	
i)	CIN	U51100MH1986PTC039336
ii)	Registration date	25-03-1986
iii)	Name of the Company	Constrad Agencies (Bombay) Pvt. Ltd.
iv)	Category / Sub Category of the Company	Private Company, limited by shares
v)	Address of the Registered Office and contact details	Sidhwa House, 1st Floor, N.A. Sawant Marg, Colaba, Mumbai - 400 005
vi)	Whether listed company	No
vii)	Name, address and contact details of Registrar and Transfer Agent, if any	Not Applicable
II.	**Principal business activities of the Company**	The Company is pursuing various options.

III. Particulars of Holding, Subsidiary and Associate Companies

Sr. No.	Name of the Company	Address	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1)	Manugraph India Limited.	Sidhwa House, 1st Floor, N.A. Sawant Marg, Colaba, Mumbai-400005	L29290MH1972PLC015772	Holding	100%	2(87)(ii)

IV.	**Shareholding pattern (Equity share capital breakup as percentage of Total Capital)**	
i)	Category wise share holding	Annexure 1
ii)	Shareholding of promoters	Annexure 2
iii)	Change in promoters' shareholding	Annexure 3
iv)	Shareholding pattern of top 10 shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	Annexure 4
v)	Shareholding of Directors and Key Managerial Personnel	Annexure 5

V.	**Indebtedness**	
	Indebtedness of the Company including interest outstanding / accrued but not due for payment	Annexure 6
VI.	**Remuneration of Directors and Key Managerial Personnel**	Annexure 7
	- Remuneration to Managing Director, Whole Time Director and/or Manager	
	- Remuneration to Other Directors	
	- Remuneration to Key Managerial Personnel other than MD / Manager / WTD	
VII.	**Penalties / Punishment / Compounding of Offences**	Annexure 8

Annexure 1

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

i) Category wise share holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF		2	2	0.04		2	2	0.04	--
b) Central Govt. or State Govt.		-	-	-	-	-	-	-	--
c) Bodies Corporates		4998	4998	99.96		4998	4998	99.96	--
d) Bank/FI									
e) Any other									
Sub Total: (A) (1)		**5000**	**5000**	**100.00**		**5000**	**5000**	**100.00**	**--**
(2) Foreign									
a) NRI- 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)		**5000**	**5000**	**100.00**		**5000**	**5000**	**100.00**	**--**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding	-	-	-	-	-	-	-	--	-
(1) Institutions	-	-	-	-	-	-	-	--	-
a) Mutual Funds	-	-	-	-	-	-	-	--	-
b) Banks/FI	-	-	-	-	-	-	-	--	-
c) Central Govt.	-	-	-	-	-	-	-	--	-
d) State Govt.	-	-	-	-	-	-	-	--	-
e) Venture Capital Fund	-	-	-	-	-	-	-	--	-
f) Insurance Companies	-	-	-	-	-	-	-	--	-
g) FIIS	-	-	-	-	-	-	-	--	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	--	-
i) Unit Trust of India	-	-	-	-	-	-	-	--	-
Sub Total (B)(1):	-	-	-	-	-	-	-	--	-
(2) Non Institutions									
a) Bodies corporates									
i) Indian	-	-	-	-	-	-	-	--	-
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 Lakhs	-	-	-	-	-	-	-	--	-
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 Lakhs	-	-	-	-	-	-	-	--	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify)									
i) Non Resident Indians (Repat)	-	-	-	-	-	-	-	--	-
ii) Non Resident Indians (Non Repat)	-	-	-	-	-	-	-	--	-
iii) Foreign Companies	-	-	-	-	-	-	-	--	-
iv) Clearing Member	-	-	-	-	-	-	-	--	-
v) Foreign Nationals	-	-	-	-	-	-	-	--	-
vi) HUF	-	-	-	-	-	-	-	--	-
vii) Directors / Relatives	-	-	-	-	-	-	-	--	-
viii)Trusts	-	-	-	-	-	-	-	--	-
Sub Total (B)(2):	-	-	-	-	-	-	-	--	-
Total Public Shareholding (B)= (B)(1)+(B)(2)	-	-	-	-	-	-	-	--	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	--	-
Grand Total (A+B+C)		**5000**	**5000**	**100.00**		**5000**	**5000**	**100.00**	**--**

Annexure 2

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

ii) Shareholding of Promoters

Sr. No.	Shareholders' Name	Shareholding at the beginning of the year (As on April 1, 2016 i.e. on the basis of shareholding pattern of March 31, 2016)			Shareholding at the end of the year (As on March 31, 2017 i.e. on the basis of shareholding pattern of March 31, 2017)			% change during the year
		No. of Shares	% of Total Shares of the Company	% of shares pledged / encumbered to total shares*	No. of Shares	% of Total Shares of the Company	% of shares pledged / encumbered to total shares*	
1)	Manugraph India Ltd.	4998	100.00%	0.00	4998	100.00%	0.00	0.00

(*) The term encumbrance has the same meaning as assigned to it in Regulation 28(3) of SEBI (Substantial Acquisition of Shares and takeovers) Regulations, 2011.

Annexure 3

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

iii) Change in Promoters' shareholding

Sr. No.		Shareholding at the beginning of the year (As on April 1, 2016 i.e. on the basis of shareholding pattern of March 31, 2016)		Cumulative shareholding during the year	
		No. of Shares	% of the total shares of the Company	No. of Shares	% of the total shares of the Company
	At the beginning of the year	4998	100.00%	4998	100.00%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	--	--	--	--
	At the end of the year	4998	100%	4998	100%

Annexure 4

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

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

Sr. No.	Name	Shareholding at the beginning of the year		Increase / Decrease in Shareholding			Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date	Increase / Decrease	Reason	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-
	--	-	-	-	-	-	-	-	-	-

Note: Top 10 shareholders as on April 1, 2016 and March 31, 2017 and any change in their shareholding

Annexure 5

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

v) Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name	Shareholding at the beginning of the year		Increase / Decrease in Shareholding		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Increase	Decrease	No. of shares	% of total shares of the Company
(1)	Suresh B. Shah	1	0.00	--	--	1	0.00
(2)	V. Krishnamoorthy	1	0.00	--	--	1	0.00

Annexure 6

Indebtedness

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

(Amount in Rs. Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (As on April 1, 2016)				
i) Principal Amount	--	--	--	--
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	--	--	--
Change in Indebtedness during the financial year	--	--	--	--
Addition	--	--	--	--
Reduction	--	--	--	--
Exchange difference	--	--	--	--
Net Change	--	--	--	--
Indebtedness at the end of the financial year (As on March 31, 2017)	--	--	--	--
i) Principal Amount	--	--	--	--
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	--	--	--	--

Annexure 7

Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Directors, Whole Time Directors and / or Manager

(Amount in Rs. Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	--	--	--	--
	(b) Value of perquisites u/s. 17(2) of the Income Tax Act, 1961	--	--	--	--
	(c) Profits in lieu of Salary u/s. 17(3) of the Income Tax Act, 1961	--	--	--	--
2.	Stock Options	--	--	--	--
3.	Sweat Equity	--	--	--	--
4.	Commission				
	- As % of Profits	--	--	--	--
	- Others, specify	--	--	--	--
5.	Others	--	--	--	--
	Total	--	--	--	--
	Ceiling as per the Act	**10% of Net Profits as provided under the provisions of the Companies Act, 2013**			

Annexure 7

B. Remuneration to other Directors

(Amount in Rs. Lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	Independent Directors				
	(a) Fee for attending Board / Committee Meetings	--	--	--	--
	(b) Commission	--	--	--	--
	(c) Others	--	--	--	--
	Total – 1	--	--	--	--
2.	Other Non-Executive Directors				
	(a) Fee for attending Board / Committee Meetings	--	--	--	--
	(b) Commission	--	--	--	--
	(c) Others	--	--	--	--
	Total - 2	--	--	--	--
3.	**Total B (1 + 2)**	--	--	--	--
	Total Managerial Remuneration*				**--**
	Overall Ceiling as per the Act	**Sitting fees per non-executive director upto Rs. 1 Lakh per meeting of the Board of Directors or its Committee and 10% of Net Profits as provided under the provisions of the Companies Act, 2013.**			

* Total remuneration to Managing Directors, Whole Time Director and Other Directors (being the total of A and B)

Annexure 7

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

(Amount in Rs. Lakhs)

Sr. No.	**Particulars of Remuneration**	**Key Managerial Personnel**			**Total Amount**
		CEO	**CFO**	**CS**	
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	--	--	--	--
	(b) Value of perquisites u/s. 17(2) of the Income Tax Act, 1961	--	--	--	--
	(c) Profits in lieu of Salary u/s. 17(3) of the Income Tax Act, 1961	--	--	--	--
2.	Stock Options	--	--	--	--
3.	Sweat Equity	--	--	--	--
4.	Commission	--	--	--	--
	- As % of Profits	--	--	--	--
	- Others, specify	--	--	--	--
5.	Others	--	--	--	--
	Total	--	--	--	--

Annexure 8

Penalties / Punishment / Compounding of Offences

Type	Section of the Companies Act	Brief description	Details of penalties / punishment / compounding fees impound	Authority (RD / NCLT / COURT)	Appeal made, if any (give details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers in Default					
Penalty					
Punishment					
Compounding					

D. P. Sangoi & Co.
CHARTERED ACCOUNTANTS
4, SHREE NIWAS BUILDING, 1ST FLOOR, 22, LAKHAMSHI NAPOO ROAD, NEAR SWAMI NARAYAN TEMPLE, DADAR (C.R.), MUMBAI - 400 014. PHONE : 2416 3905 / 2416 1975 TELEFAX : 2416 3905

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF CONSTRAD AGENCIES (BOMBAY) PRIVATE LIMITED.

Report on the Financial Statements

We have audited the accompanying financial statements of **CONSTRAD AGENCIES (BOMBAY) PRIVATE LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss and the Cash Flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards referred to in Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules 2014. 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 the design, implementation and maintenance of adequate internal financial controls, that are 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the Audit Report. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the financial statements, in order to design audit procedures that are appropriate in the

D. P. SANGOI & CO. Chartered Accountants MUMBAI - 14.

circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017; and

b) In the case of the Profit and Loss Account, of the Loss for the year ended on that date, and

c) In the case of the Cash Flow Statement, of the Cash Flows of the company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (herein after referred to as the "Order"), and on the basis of such checks and records of the Company as we consider appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow statement dealt with by this Report are in agreement with the books of account.

D. P. SANGOI & CO. Chartered Accountants MUMBAI-14

d) In our opinion, the aforesaid financial statement comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013 read with the Rule 7 of the Companies (Account) Rules 2014.

e) On the basis of written representations received from the directors as on March 31, 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.

f) On the basis of overall examination of records and nature of activities carried out by the company, in all material aspect, the company has an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

g) With respect to other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us, we report as under:

(i) The Company has disclosed the impact of pending litigations as at March 31, 2017, if any, on its financial position in its financial statements.

(ii) The Company has made provisions as at March 31, 2017, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

(iii) There was no amount required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2017.

(iv) The Company did not have any holdings or dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 –Refer Note 10(vi) to the financial statements.

FOR M/S D. P. SANGOI & CO.
(CHARTERED ACCOUNTANTS)
FIRM REG. NO. : 109139W

D. P. SANGOI & CO. Chartered Accountants MUMBAI - 14.

PLACE : MUMBAI

DATE : 12 MAY 2017

(DHIRENDRA P. SANGOI)
PROPRIETOR
MEMB NO. : 032158

D. P. Sangoi & Co.
CHARTERED ACCOUNTANTS
4, SHREE NIWAS BUILDING, 1ST FLOOR, 22, LAKHAMSHI NAPOO ROAD, NEAR SWAMI NARAYAN TEMPLE, DADAR (C.R.), MUMBAI - 400 014. PHONE : 2416 3905 / 2416 1975 TELEFAX : 2416 3905

Annexure to Independent Auditors' Report

(Referred to in Paragraph 1. under the heading of "Report on Other Legal and Regulatory Requirements" of our Report of even date to the members of **CONSTRAD AGENCIES (BOMBAY) PVT. LTD**. (the Company").

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.
   (b) The Fixed Assets have been physically verified by the management as per a phased programme of verification. In our opinion, the frequency of verification is reasonable having regard to size of the Company and the nature of its assets. The discrepancies reported on such verification were not material and have been properly dealt with in the books of account.
   (c) The title deeds of immovable properties are held in the name of the company.

2. The Company does not have any Inventories; hence the requirements of maintenance of records, physical verification and discrepancy for the same are not applicable.

3. As per the information & explanation give to us, the Company has not granted any loans, secured or unsecured to the companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly provisions of clause (iii) (a), (b) and (c) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

4. The Company has not given any loans, guarantee and securities during the year: hence the provisions of Section 185 are not applicable to the company. The Company has complied with provisions of Section 186 of the Companies Act, 2013 in respect of Investments made during the year.

5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sec.73 to Sec.76 of the Act and the Rules framed there under to the extend notified. Therefore provisions of Clause (v) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

6. As informed to us, the maintenance of Cost Records has not been prescribed by the Central government u/s 148(1) of the Companies Act, 2013, in respect of the activities carried on by the Company.

7. a) According to the information and explanations given to us and the records examined by us, the Company is regular in depositing with appropriate authorities undisputed statutory dues if any required, including provident fund, employees' state insurance, income tax, sales tax, service tax, customs duty, duty of excise, value added tax, cess and other statutory dues and there are no undisputed statutory dues outstanding as at 31st March 2017 for a period more than six months from the date they became payable.

D. P. SANGOI & CO. Chartered Accountants MUMBAI - 14.

b) According to the information and explanations given to us and according to the records of the Company, there are no dues of sales tax, income tax, customs, wealth tax, excise duty, service tax, income tax, sales tax, service tax, customs duty, duty of excise, value added tax, which have not been deposited on account of any dispute.

8. According to the information and explanations given to us, the Company has not taken any loans or borrowings from financial institution, bank, government, debenture holders. Therefore provisions of Clause (viii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

9. According to the information and explanations given to us, the Company has not raised monies by way of initial public offer or further public offer (including debts instruments) and term loans during the year. Therefore provisions of Clause (ix) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

10. As per the information and explanations given to us, no fraud on or by the Company by its officers or employees has been noticed or reported during the year.

11. No managerial Remuneration has been paid or provided during the year. Therefore provisions of Clause (xi) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

12. The company is not a Nidhi Company and therefore provisions of Clause (xii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

13. There were no Related Party Transactions and therefore provisions of Clause (xiii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore provisions of Clause (xiv) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

15. As per the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Therefore provisions of Clause (xv) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

16. As per the information and explanations given to us, the Company is not required to be registered under 45-IA of the Reserve Bank of India Act, 1934 and therefore no registration was obtained.

FOR M/S D. P. SANGOI & CO.
(CHARTERED ACCOUNTANTS)
FIRM REG. NO. : 109139W

D. P. SANGOI & CO
Chartered Accountants
MUMBAI - 14.

PLACE : MUMBAI

DATE : 12 MAY 2017

(DHIRENDRA P. SANGOI)
PROPRIETOR
MEMB NO. : 032158

CONSTRAD AGENCIES (BOMBAY) PVT.LTD.
CIN - U51100MH1986PTC039336

Balance Sheet as at March 31, 2017

Particulars	Note Ref	(Rs.) As at 31st March,17	(Rs.) As at 31st March,16
I EQUITY & LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	1	500,000.00	500,000.00
(b) Reserves & Surplus	2	-125,410.38	-112,359.39
(c) Money Received Against Share Warrants		-	-
		374,589.62	387,640.61
2 Share Application Money Pending Allotment		-	-
3 Non-Current Liabilities			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
		-	-
4 Current Liabilities			
(a) Short-Term Borrowings		-	-
(b) Trade Payables		-	-
(c) Other Current Liabilities	3	383,846.00	372,546.00
(d) Short-Term Provisions		-	-
		383,846.00	372,546.00
Total		758,435.62	760,186.61
II ASSETS			
Non-Current Assets			
1 (a) Fixed Assets			
(i) Tangible Assets	4	748,000.00	748,000.00
(ii) Intangible Assets		-	-
(iii) Capital Work-in-Progress		-	-
(iv) Intangible Assets Under Development		-	-
		748,000.00	748,000.00
(b) Non-Current Investments		-	-
(c) Deferred Tax Assets (net)		-	-
(d) Long-Term Loans & Advances		-	-
(e) Other Non-Current Assets		-	-
		748,000.00	748,000.00
2 Current Assets			
(a) Current Investments		-	-
(b) Inventories		-	-
(c) Trade Receivables		-	-
(d) Cash and Bank Balances	5	8,435.62	10,186.61
(e) Short-term loans and advances	6	2,000.00	2,000.00
(f) Other current assets		-	-
		10,435.62	12,186.61
	Total	758,435.62	760,186.61
Additional Notes forming part of Accounts	10		

As per our report of even date
For D.P.Sangoi & Co.,
Chartered Accountants

D. P. SANGOI & CO. Chartered Accountants MUMBAI - 14.

Dhirendra P. Sangoi
Proprietor
M.No. 032158

Place: Mumbai
Date: 12 MAY 2017

For and on behalf of the Board of Directors

Suresh B. Shah
Director
DIN - 00272464

V.K.Moorthy
Director
DIN - 00273074

CONSTRAD AGENCIES (BOMBAY) PVT. LTD.
CIN - U51100MH1986PTC039336
Statement of Profit and Loss for the year ended March 31, 2017

	Particulars	Note Ref	Rs. 2016-17	Rs. 2015-16
	Revenue from Operations (Gross):		-	-
	Less : Excise Duty		-	-
I	Revenue from Operations (Net):		-	-
II	Other Operating Revenue		-	-
III	Other Income:	7	-	-
IV	Total Revenue (I + II)		-	-
IV	**Expenses:**			
	Cost of Materials Consumed		-	-
	Purchase of Stock-in-Trade		-	-
	Changes in inventories of finished goods work-		-	-
	Employee Benefit Expenses		-	-
	Finance Cost		-	-
	Depreciation & Amortisation		-	-
	Other Expenses	8	13,050.99	14,209.00
	Total Expenses		13,050.99	14,209.00
V	Profit / Loss Before exceptional and extraordinary items and Tax (III-IV)		-13,050.99	-14,209.00
VI	Exceptional Items			-
VII	Profit/Loss Before extraordinary items and Tax (V-VI)		-13,050.99	-14,209.00
VIII	Extraordinary Items			-
IX	Profit/Loss Before Tax (VII-VIII)		-13,050.99	-14,209.00
X	Tax Expense			-
	1. Current Tax			-
	2. Deferred Tax			-
XI	Profit/Loss For the period from Continuing Operations (IX-X)		-13,050.99	-14,209.00
XII	Profit/(Loss) from discontinuing Operations		-	-
XIII	Tax Expense of discontinuing Operations		-	-
XIV	Profit/(Loss) from Discontinuing Operations after Tax		-	-
XV	Profit For the period (XIV+XI)		-13,050.99	-14,209.00
XVI	Earnings per Equity Share:			
	Basic	9	-2.61	-2.84
	Diluted			
	Par Value			
	Additional Notes forming Part of accounts	10		

As per our report of even date

For D. P. Sangoi & Co.
Chartered Accountants

Dhirendra P. Sangoi
Proprietor
M.No. 032158

D. P. SANGOI & CO. Chartered Accountants MUMBAI - 14

Place: Mumbai
Date: 12 MAY 2017

For and on behalf of the Board of Directors

Suresh B. Shah
Director
DIN - 00272464

V.K.Moorthy
Director
DIN - 00273074

CONSTRAD AGENCIES (BOMBAY) PVT.LTD.

CIN - U51100MH1986PTC039336

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

			2016-17 (Rs.)		2015-16 (Rs.)
A	**CASH FLOW FROM OPERATING ACTIVITIES :**				
	Net Profit before tax and extraordinary items		(13,050.99)		(14,209.00)
	Add : Increase in trade payables and other liabilities	11,300.00		2,928.00	
	Decrease in trade and other receivables	-		-	
	Decrease in inventories	-		-	
			11,300.00		2,928.00
			(1,750.99)		(11,281.00)
	Cash generated from operations		-		-
	Deduct : Direct taxes		-		-
	Net Cash inflow in course of operating activities		(1,750.99)		(11,281.00)
B	**CASH FLOW FROM INVESTING ACTIVITIES :**				
	Outflow :		NIL		NIL
	Inflow :		NIL		NIL
	Net Cash outflow in course of investing activities		NIL		NIL
C	**CASH FLOW FROM FINANCING ACTIVITIES :**		NIL		NIL
	Net decrease / cash equivalents (A)		(1,750.99)		(11,281.00)
	Add : Opening cash/cash equivalents		10,186.61		21,467.61
	Cash/cash equivalents at the close of the year		8,435.62		10,186.61

As per our Report of even date

For D.P.Sangoi & Co.
Chartered Accountants

D.P. SANGOI & CO. Chartered Accountants MUMBAI - 14.

Dhirendra P. Sangoi
Proprietor
M.No. 032158

Place : Mumbai
Date : 12 MAY 2017

For and on behalf of the Board of Directors

Suresh B. Shah
Director
DIN - 00272464

V. K. Moorthy
Director
DIN - 00273074

Statement of Significant Accounting policies and Other Explanatory Notes

OTHER NOTES

1 Share Capital

Particulars	As at 31-Mar-17 Number	(Rs)		As at 31-Mar-16 Number	(Rs)
Authorised Capital:					
Equity shares of Rs. 100 each	5,900	590,000.00		5,900	590,000.00
Preference shares of Rs.100 each	100	10,000.00		100	10,000.00
Unclassified shares of Rs.100 each	-	-		-	-
Redeemable preference shares of Rs.100 each	-	-		-	-
Total	**6,000**	**600,000.00**		6,000	600,000.00
Issued, Subscribed And Paid up Capital:					
Equity shares of Rs. 100 each fully paid up	5,000	500,000.00		5,000	500,000.00
Total	**5,000**	**500,000.00**		5,000	500,000.00

All the above shares 5000 (previous year 5000) are held by holding Company Manugraph India Ltd.

Details of shareholding in excess of 5%

Name of Shareholder	As at 31-Mar-17 Number of shares held	%		As at 31-Mar-16 Number of shares held	%
Manugraph India Ltd.	5000	100		5000	100

2 Reserves & Surplus

	Particulars	As at 31-Mar-17 (Rs)	(Rs)		As at 31-Mar-16 (Rs)	(Rs)
i	**Capital Reserve**	-	200,000.00		-	200,000.00
	Capital Reserve - On Amalgamation					-
ii	**Capital Redemption Reserve**	-	-		-	-
iii	**Securities Premium Reserve**	-	-		-	-
iv	**Other Reserves**					
	General Reserve :					
	Balance as per last Balance Sheet	-	-		-	-
	Transferred from surplus	-	-		-	-
v	**Surplus**					
	Balance as per last Balance Sheet		-312,359.39			-298,150.39
	Add :					
	Profit / Loss for the year		-13,050.99			-14,209.00
	Less:					
	Transfer to General Reserve	-	-		-	-
	Proposed Dividend	-	-		-	-
	Tax on above Dividend	-	-		-	-
	Sub Total		-325,410.38		-	-312,359.39
	Total Reserves & Surplus		**-125,410.38**			-112,359.39

3 Other Current Liabilities

Particulars	As at 31-Mar-17		As at 31-Mar-16	
	(Rs)	(Rs)	(Rs)	(Rs)
Current Maturities of Non-Current Liab				
Advance from Holding Company	-	350,000.00	-	350,000.00
Other Liabilities	-	33,846.00	-	22,546.00
Total		**383,846.00**		372,546.00

4 Tangible Assets

	Particulars	As at 31-Mar-17		As at 31-Mar-16	
		(Rs)	(Rs)	(Rs)	(Rs)
i	**Gross Block**				
	Free Hold Land	-	-	-	-
	Building / office premises	-	748,000.00	-	748,000.00
	Plant & Machinery	-	-	-	-
	Motor Vehicles	-	-	-	-
	Computers	-	-	-	-
	Furniture And Fixtures	-	-	-	-
	Total	-	748,000.00	-	748,000.00
ii	**Accumalated Depreciation**				
	Free Hold Land	-	-	-	-
	Building	-	-	-	-
	Plant & Machinery	-	-	-	-
	Motor Vehicles	-	-	-	-
	Computers	-	-	-	-
	Furniture And Fixtures	-	-	-	-
	Total		-		-
iii	**Net Block**		748,000.00		748,000.00

5 Cash and Bank Balances

	Particulars	As at 31-Mar-17		As at 31-Mar-16	
		(Rs)	(Rs)	(Rs)	(Rs)
a	**Cash & Cash Equivalents**				
i	Balances with Banks				
	Current Accounts with scheduled banks	-	8,082.62	-	8,197.61
ii	Cash Balances	-	353.00	-	1,989.00
	Total	-	**8,435.62**	-	10,186.61

6 Short-term loans and advances

Particulars	As at 31-Mar-17		As at 31-Mar-16	
	(Rs)	(Rs)	(Rs)	(Rs)
Deposits		2,000.00		2,000.00
Total		2,000.00		2,000.00

7 Other Income

Particulars	As at 31-Mar-17		As at 31-Mar-16	
	(Rs)	(Rs)	(Rs)	(Rs)
Credit Balance written off		-		-
Total		-		-

8 Other Expenses

Particulars	As at 31-Mar-17		As at 31-Mar-16	
	(Rs)	(Rs)	(Rs)	(Rs)
Legal and professional fees		9,000.00		9,000.00
Filing Charges		1,636.00		2,435.00
Audit fees		2,300.00		2,300.00
Bank Charges		114.99		114.00
Printing & Stationery		-		360.00
Total		**13,050.99**		14,209.00

9 Earning Per Share

Particulars	As at 31-Mar-17		As at 31-Mar-16	
	(Rs)	(Rs)	(Rs)	(Rs)
Net profit after tax available for equity shareholders	-	-13,050.99	-	-14,209.00
Weighted average number of equity shares of Rs. 100/- each outstanding during the year (No. of shares 5000)	-	500,000.00	-	500,000.00
Basic and diluted earnings per share (Rs.)(a/b)	-	-2.61	-	-2.84

10 Notes to Accounts :

1 Significant Accounting Policies : -

I) **Basis of Accounting : -**

The financial statements are prepared under historical cost convention on accrual basis and are in accordance with generally accepted accounting principles.

ii) **Fixed Assets : -**

All Fixed Assets are stated at cost of acquisition.

iii) **Depreciation : -**

No depreciation has been provided on any Assets.

iv) **Investments : -**

Investments are stated at cost of acquisition.

v) **Related Party Transaction :-**

Outstanding payable :-	2016-17 (Rs)	2015-16 (Rs.)
Manugraph India Ltd.	350,000.00	350,000.00

vi) **Disclosure On Specified Bank Notes (SBNs) :-**

During the year, the coompany did not had specified bank notes or other denomination note nor its had done any transaction in SBNs as defined in the MCA notification G.S.R. 308 (E) dated March 31,2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30,2016, hence the denomination wise SBNs and other notes details as per the notification is not applicable .

vii) Accounting policies not specifically referred to herein are in consistency with generally accepted accounting policies.

Signature to Schedule 1 to 10

As per Report of even date

For D.P.Sangoi & Co.,
Chartered Accountants

D.P.SANGOI & CO Chartered Accountants MUMBAI-14

D.P.Sangoi
Proprietor

Place : Mumbai
Date : 12 MAY 2017

For and on behalf of the Board of Directors

Suresh B. Shah
Director
DIN - 00272464

V. K. Moorthy
Director
DIN - 00273074

MANU ENTERPRISES LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors have the pleasure in presenting this 41st Directors' Report together with the audited Annual Accounts of the Company for the financial year ended March 31, 2017.

FINANCIAL PERFORMANCE

The highlights of the financial position for the year under review as compared to the corresponding period in the previous year are given below:

(Rs)

Particulars	2016-17	2015-16
Total Income	2665754.00	10551540.30
Total Expenses	86027.02	2913573.94
Profit before Taxation	2579726.98	7637966.36
Tax Expense	-	-
Profit after Taxation	2579726.98	7637966.36
Earnings Per Share (in Rs.) (basic & considering exceptional items)	64.49	190.96

DIVIDEND

With a view to conserve the resources, your Directors do not recommend any dividend for the year ended March 31, 2017.

PUBLIC / FIXED DEPOSITS

Your Company has not accepted any public / fixed deposits during the year and as such no amount of interest and principal deposit was outstanding as on the balance sheet date.

SUBSIDIARIES

The Companies do not have any subsidiary Company.

BOARD OF DIRECTORS

Mr. Sanat M. Shah, Mr. Sanjay S. Shah and Mr. Pradeep S. Shah are the Directors of the Company.

Mr. Pradeep S. Shah Director of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Your directors recommend reappointment of Mr. Pradeep S. Shah as Director of the Company. A resolution to the effect is placed for your consideration and approval.

Meetings of the Board

During the financial year, the Board met Five (5) times.The meetings were held on May 16, 2016, September 1, 2016, October 26, 2016, January 19, 2017 and February 3, 2017.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons or entities which may have a potential conflict with the interest of the Company at large.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company.

EXTRACTS OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT 9 is annexed herewith as 'Annexure A'.

AUDITORS

The members of the Company at its Annual General Meeting held on September 30, 2016 have appointed M/s. Viral Shah & Co.,, Chartered Accountants, as the Statutory Auditors of the Company to hold office upto the conclusion of the fifth consecutive annual general meeting of the Company.

In terms of the first proviso to Section 139 of the Companies Act, 2013 the appointment of auditors shall be placed for ratification at every Annual General Meeting.

Accordingly, the appointment of M/s. Viral Shah & Co., as statutory auditors of the Company is placed for ratification by the shareholders.

M/s. Viral Shah & Co., has confirmed their eligibility for re-appointment as Statutory Auditors.

The report of the auditors to the shareholders is a part of the Annexure. The Notes to the Accounts, that are a part of the financial statements, are self-explanatory and need no further clarifications or explanations.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

(i) that in the preparation of the annual financial statements for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.

(ii) that such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the profit of the Company for the year ended on that date;

(iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) that the annual financial statements have been prepared on a going concern basis;

(v) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;

(vi) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Particulars of Employees

The Company states that there are no employees employed throughout the financial year 2016-17 and drawing a salary of Rs. 1.02 Crore per annum or more or employed for part of the year and in receipt of remuneration of Rs. 8.50 Lakhs or more per month as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

RISK MANAGEMENT

The Company manages and monitors principal risks and uncertainties that can impact the ability of the Company to achieve its targets / objectives. Timely reports are placed before the board for considering various risks involved in the Company business / operations. The Board evaluates these reports and necessary / corrective actions are then implemented.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

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

The particulars on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 do not apply to your Company.

For and on behalf of the Board

Sanat M. Shah
Chairman

Place: Mumbai
Date: September 4, 2017

Annexure A

Form MGT - 9

Extracts of Annual Return

As on the financial year ended March 31, 2017

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

<table>
<tr><td>I.</td><td colspan="3">Registration and Other details</td><td colspan="3"></td></tr>
<tr><td>i)</td><td colspan="3">CIN</td><td colspan="3">U29291MH1977PLC019406</td></tr>
<tr><td>ii)</td><td colspan="3">Registration date</td><td colspan="3">03-01-1977</td></tr>
<tr><td>iii)</td><td colspan="3">Name of the Company</td><td colspan="3">Manu Enterprises Limited</td></tr>
<tr><td>iv)</td><td colspan="3">Category / Sub Category of the Company</td><td colspan="3">Public Company, limited by shares</td></tr>
<tr><td>v)</td><td colspan="3">Address of the Registered Office and contact details</td><td colspan="3">Sidhwa House, 1st Floor, N.A. Sawant Marg, Colaba, Mumbai - 400 005</td></tr>
<tr><td>vi)</td><td colspan="3">Whether listed company</td><td colspan="3">No</td></tr>
<tr><td>vii)</td><td colspan="3">Name, address and contact details of Registrar and Transfer Agent, if any</td><td colspan="3">Not Applicable</td></tr>
<tr><td>II.</td><td colspan="3">Principal business activities of the Company</td><td colspan="3">The Company is evaluating various options for businesses within the main objects of the Company.</td></tr>
<tr><td>III.</td><td colspan="6">Particulars of Holding, Subsidiary and Associate Companies</td></tr>
<tr><td>Sr. No.</td><td>Name of the Company</td><td>Address</td><td>CIN / GLN</td><td>Holding / Subsidiary / Associate</td><td>% of shares held</td><td>Applica ble Section</td></tr>
<tr><td colspan="7">Not applicable</td></tr>
<tr><td>IV.</td><td colspan="6">Shareholding pattern (Equity share capital breakup as percentage of Total Capital)</td></tr>
<tr><td>i)</td><td colspan="4">Category wise share holding</td><td colspan="2">Annexure 1</td></tr>
<tr><td>ii)</td><td colspan="4">Shareholding of promoters</td><td colspan="2">Annexure 2</td></tr>
<tr><td>iii)</td><td colspan="4">Change in promoters' shareholding</td><td colspan="2">Annexure 3</td></tr>
<tr><td>iv)</td><td colspan="4">Shareholding pattern of top 10 shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)</td><td colspan="2">Annexure 4</td></tr>
<tr><td>v)</td><td colspan="4">Shareholding of Directors and Key Managerial Personnel</td><td colspan="2">Annexure 5</td></tr>
<tr><td>V.</td><td colspan="6">Indebtedness</td></tr>
<tr><td></td><td colspan="4">Indebtedness of the Company including interest outstanding / accrued but not due for payment</td><td colspan="2">Annexure 6</td></tr>
<tr><td>VI.</td><td colspan="4">Remuneration of Directors and Key Managerial Personnel</td><td colspan="2">Annexure 7</td></tr>
<tr><td></td><td colspan="4">- Remuneration to Managing Director, Whole Time Director and/or Manager</td><td colspan="2"></td></tr>
<tr><td></td><td colspan="4">- Remuneration to Other Directors</td><td colspan="2"></td></tr>
<tr><td></td><td colspan="4">- Remuneration to Key Managerial Personnel other than MD / Manager / WTD</td><td colspan="2"></td></tr>
<tr><td>VII.</td><td colspan="4">Penalties / Punishment / Compounding of Offences</td><td colspan="2">Annexure 8</td></tr>
</table>

Annexure 1

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

i) Category wise share holding

Category of Shareholders	**No. of Shares held at the beginning of the year**				**No. of Shares held at the end of the year**				**% change during the year**
	Demat	**Physical**	**Total**	**% of Total Shares**	**Demat**	**Physical**	**Total**	**% of Total Shares**	
A. Promoters									
(1) Indian									
a) Individual / HUF	0	39000	39000	97.50	0	39000	39000	97.50	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	1000	1000	2.50	0	1000	1000	2.50	0
d) Bank/FI									
e) Any other									
Sub Total: (A) (1)	**0**	**40000**	**40000**	**100.00**	**0**	**40000**	**40000**	**100.00**	**0**
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other…	0	0	0	0	0	0	0	0	0
Sub Total (A) (2)	**0**	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	**0**	**40000**	**40000**	**100.00**	**0**	**40000**	**40000**	**100.00**	**0**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Unit Trust of India	0	0	0	0	0	0	0	0	0
Sub Total (B)(1):	0	0	0	0	0	0	0	0	0
(2) Non Institutions									
a) Bodies corporates									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 Lakhs	0	0	0	0	0	0	0	0	0
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 Lakhs	0	0	0	0	0	0	0	0	0

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify)									
i) Non Resident Indians (Repat)	0	0	0	0	0	0	0	0	0
ii) Non Resident Indians (Non Repat)	0	0	0	0	0	0	0	0	0
iii) Foreign Companies	0	0	0	0	0	0	0	0	0
iv) Clearing Member	0	0	0	0	0	0	0	0	0
v) Foreign Nationals	0	0	0	0	0	0	0	0	0
vi) HUF	0	0	0	0	0	0	0	0	0
vii) Directors / Relatives	0	0	0	0	0	0	0	0	0
viii)Trusts	0	0	0	0	0	0	0	0	0
Sub Total (B)(2):	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)= (B)(1)+(B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	**0**	**40000**	**40000**	**100.00**	**0**	**40000**	**40000**	**100.00**	**0**

-
-

Annexure 2

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

ii) Shareholding of Promoters

Sr. No.	Shareholders' Name	Shareholding at the beginning of the year (As on April 1, 2016 i.e. on the basis of shareholding pattern of March 31, 2016)			Shareholding at the end of the year (As on March 31, 2017 i.e. on the basis of shareholding pattern of March 31, 2017)			% change during the year
		No. of Shares	% of Total Shares of the Company	% of shares pledged / encumbered to total shares*	No. of Shares	% of Total Shares of the Company	% of shares pledged / encumbered to total shares*	
1)	Sanat Manilal Shah	10940	27.35%	0	10940	27.35%	0	0
2)	Sudha Sanat Shah	9000	22.50%	0	9000	22.50%	0	0
3)	Sanjay Sanat Shah	9500	23.75%	0	9500	23.75%	0	0
4)	Pradeep Sanat Shah	9500	23.75%	0	9500	23.75%	0	0
5)	Multigraph Machinery Co. Limited	1000	2.50%	0	1000	2.50%	0	0
6)	Ameeta S. Shah	10	0.03%	0	10	0.03%	0	0
7)	Rupali P. Shah	10	0.03%	0	10	0.03%	0	0
8)	Rashee P. Shah	20	0.05%	0	20	0.05%	0	0
9)	Kushal S. Shah	10	0.03%	0	10	0.03%	0	0
10)	Aditya S. Shah	10	0.03%	0	10	0.03%	0	0

(*) The term encumbrance has the same meaning as assigned to it in Regulation 28(3) of SEBI (Substantial Acquisition of Shares and takeovers) Regulations, 2011.

Annexure 3

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

iii) Change in Promoters' shareholding

Sr. No.		Shareholding at the beginning of the year (As on April 1, 2016 i.e. on the basis of shareholding pattern of March 31, 2016)		Cumulative shareholding during the year	
		No. of Shares	% of the total shares of the Company	No. of Shares	% of the total shares of the Company
	At thebeginning of the year	40000	100.00%	40000	100.00%
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	--	--	--	--
	At the end of the year	40000	100%	40000	100%

Annexure 4

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

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

Sr. No.	Name	Shareholding at the beginning of the year		Increase / Decrease in Shareholding			Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date	Increase / Decrease	Reason	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	-	-	-	-	-	-	-	-	-	-

Note: Top 10 shareholders as on April 1, 2016 and March 31, 2017 and any change in their shareholding

Annexure 5

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

v) Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name	Shareholding at the beginning of the year		Increase / Decrease in Shareholding		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Increase	Decrease	No. of shares	% of total shares of the Company
(1)	Sanat M. Shah, *Chairman*	10940	27.35%	--	--	10940	27.35%
(2)	Sanjay S. Shah, *Director*	9500	23.75%	--	--	9500	23.75%
(3)	Pradeep S. Shah, *Director*	9500	23.75%			9500	23.75%

Annexure 6

Indebtedness

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

(Amount in Rs. Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (As on April 1, 2016)				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year	0	0	0	0
Addition	0	0	0	0
Reduction	0	0	0	0
Exchange difference	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year (As on March 31, 2017)	0	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

Annexure 7

Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Directors, Whole Time Directors and / or Manager

(Amount in Rs. Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s. 17(2) of the Income Tax Act, 1961	0	0	0	0
	(c) Profits in lieu of Salary u/s. 17(3) of the Income Tax Act, 1961	0	0	0	0
2.	Stock Options	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission	0	0	0	0
	- As % of Profits	0	0	0	0
	- Others, specify	0	0	0	0
5.	Others	0	0	0	0
	Total	0	0	0	0
	Ceiling as per the Act	**Rs. 120 Lakhs for each of the Managing / Whole Time Director**			

Annexure 7

B. Remuneration to other Directors

(Amount in Rs. Lakhs)

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	Independent Directors				
	(a) Fee for attending Board / Committee Meetings	0	0	0	0
	(b) Commission	0	0	0	0
	(c) Others	0	0	0	0
	Total – 1	0	0	0	0
2.	Other Non-Executive Directors				
	(a) Fee for attending Board / Committee Meetings	0	0	0	0
	(b) Commission	0	0	0	0
	(c) Others	0	0	0	0
	Total - 2	0	0	0	0
3.	**Total B (1 + 2)**	0	0	0	0
	Total Managerial Remuneration*				**0**
	Overall Ceiling as per the Act	**Rs. 120 Lakhs for each of the Managing / Whole Time Director and sitting fees per non-executive director upto Rs. 1 Lakh per meeting of the Board of Directors or its Committee.**			

* Total remuneration to Managing Directors, Whole Time Director and Other Directors (being the total of A and B)

Annexure 7

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

(Amount in Rs. Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	CFO	CS	
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	Not applicable			
	(b) Value of perquisites u/s. 17(2) of the Income Tax Act, 1961				
	(c) Profits in lieu of Salary u/s. 17(3) of the Income Tax Act, 1961				
2.	Stock Options				
3.	Sweat Equity				
4.	Commission				
	- As % of Profits				
	- Others, specify				
5.	Others				
	Total				

Annexure 8

Penalties / Punishment / Compounding of Offences

Type	Section of the Companies Act	Brief description	Details of penalties / punishment / compounding fees impound	Authority (RD / NCLT / COURT)	Appeal made, if any (give details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers in Default					
Penalty					
Punishment					
Compounding					

Viral Shah & Co.
CHARTERED ACCOUNTANTS

V. R. SHAH B.COM, F.C.A.

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INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
MANU ENTERPRISES LIMITED

1) Report on the Financial Statement

We have audited the accompanying financial statements of **MANU ENTERPRISES LIMITED.** (the "Company"), which comprise the Balance sheet as at 31st March 2017, the Statement of Profit & Loss Account for the year then ended, and a summary of significant accounting policies and other explanatory information.

2) Management's Responsibility for the Financial Statement

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 financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, as applicable.

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 these financial statements that give a true and fair view and free from material misstatements whether due to fraud or error.

3) Auditor's Responsibility

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

We have taken into account the provisions of the Act, the accounting and auditing standards, and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order under Section 143(11) of the Act.

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

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

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

VIRAL SHAH & CO. MUMBAI 400 067 CHARTERED ACCOUNTANTS

203, Laxmi villa, Opp. Kala Hanuman Temple, M. G. Road, Kandivali (West), Mumbai - 400 067.
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4) **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 :

a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31.03.2017; and
b) In the case of the Statement of Profit & Loss, of the profit for the year ended on that date.

5) **Reports on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 Balance Sheet, the Statement of Profit & Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
   d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, as applicable.
   e) On the basis of the written representations received from the directors, as on 31st March, 2017, taken record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2017 from being appointed as a Director in terms of Section 164(2) of the Act.
   f) With respect to the adequacy of the financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   g) With respect to the other matters to be included in the Independent Auditors' 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:
      - The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
      - The Company has made provision in its financial statements, as required under the applicable law or accounting standards, for material foreseeable losses on long term contracts including derivative contracts;
      - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government in terms of Section 143(11) of the Act, we give in 'Annexure B' a statement on the matters specified in paragraphs 3 and 4 of the Order.

PLACE : MUMBAI

DATE :04.09.2017

FOR VIRAL SHAH & CO.
CHARTERED ACCOUNTANTS
(FIRM'S REG NO. 111552W)

VIRAL R. SHAH (PROPRIETOR)
MEMBERSHIP NO. 039872

Viral Shah & Co.
CHARTERED ACCOUNTANTS

V. R. SHAH B.COM. F.C.A.

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ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Act.

We have audited the internal financial controls over financial reporting of **MANU ENTERPRISES LIMITED,** as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended and on the date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

VIRAL SHAH & CO. MUMBAI 400 067 CHARTERED ACCOUNTANTS

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Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

PLACE : MUMBAI

DATE :04.09.2017

FOR VIRAL SHAH & CO.
CHARTERED ACCOUNTANTS
(FIRM'S REG. NO. 111552W)

VIRAL SHAH & CO. MUMBAI 400 067 CHARTERED ACCOUNTANTS

VIRAL R. SHAH (PROPRIETOR)
MEMBERSHIP NO. 039872

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ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143 (11) of the Companies Act, 2013 ('the Act') of Manu Enterprises Limited (the "Company")

i. In respect of the Company's fixed assets:
   a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
   b) The fixed assets were physically verified during the year by the Management in accordance with a regular program of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
   c) According to the information and explanations given to us and the records examined by us and based on the examination of the conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

ii. As explained to us, there is no inventory hence the said clause is not applicable to the company.

iii. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act.

iv. In our opinion and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantees or securities during the year and therefore, the provisions of the clause 3 (iv) of the Order are not applicable to the Company.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2017 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. Reporting under clause 3(vi) of the Order is not applicable as the Company's business activities are not covered by the Companies (Cost Records and Audit) Rules, 2014.

vii. According to the information and explanations given to us, in respect of statutory dues:
   a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Service Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
   b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Service Tax, Cess and other material statutory dues in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.
   c) There are no dues under any statutes which have not been deposited as at March 31, 2017 on account of any disputes.

viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company does not have any loan or borrowings from financial institutions or government and has not issued any debentures.

VIRAL SHAH & CO. MUMBAI 400 067 CHARTERED ACCOUNTANTS

Viral Shah & Co.
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ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

xiii. In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence provisions of Section 192 of the Act are not applicable.

xvi. The Company is not required to be registered under Section 45-I of the Reserve Bank of India Act, 1934.

PLACE : MUMBAI

DATE :04.09.2017

FOR VIRAL SHAH & CO.
CHARTERED ACCOUNTANTS
(FIRM'S REG NO. 111552W)

VIRAL SHAH & CO. MUMBAI 400 067 CHARTERED ACCOUNTANTS

VIRAL R. SHAH (PROPRIETOR)
MEMBERSHIP NO. 039872

MANU ENTERPRISES LIMITED
Balance Sheet as at 31 March, 2017

	Particulars	Note No.	As at 31 March,2017 Rupees	As at 31 March,2016 Rupees
A	**EQUITY AND LIABILITIES**			
1	**Shareholders' Funds**			
	(a) Share Capital	3	4000000.00	4000000.00
	(b) Reserves and Surplus	4	299008768.49	296429041.48
			303008768.49	300429041.48
2	**Share application money pending allotment**		0.00	0.00
3	**Non-current liabilities**			
	(a) Long-term borrowings	5	0.00	0.00
			0.00	0.00
4	**Current liabilities**			
	(a) Other current liabilities	6	58450.00	44290.00
	TOTAL		303067218.49	300473331.48
B	**ASSETS**			
1	**Non-current assets**			
	(a) Fixed assets			
	(i) Tangible assets	7	4051.27	6938.03
			4051.27	6938.03
	(b) Non-current investments	8	298787523.48	278105454.98
	(d) Long-term loans and advances	9	2266538.00	859029.00
	(e) Other non-current assets	10	160046.00	190770.00
			301214107.48	279155253.98
2	**Current assets**			
	(d) Cash and cash equivalents	11	1807959.74	21270039.47
	(e) Short-term loans and advances	12	41100.00	41100.00
			1849059.74	21311139.47
			303067218.49	300473331.48
	See accompanying notes forming part of the financial statement			

In terms of our report attached
VIRAL SHAH & CO.
Chartered Accountants
Firm Registration No.: 111552W

VIRAL R. SHAH
PROPRIETOR
M.NO.: 039872
Place: Mumbai
Date: 4th September, 2017

For and on behalf of the Board of Directors

SANJAY S. SHAH
DIRECTOR
DIN : 00248592
Place: Mumbai
Date: 4th September, 2017

PRADEEP S. SHAH
DIRECTOR
DIN : 00248692

MANU ENTERPRISES LIMITED

Statement of Profit and Loss for the year ended 31 March, 2017

	Particulars	Note No.	As at 31 March,2017 Rupees	As at 31 March,2016 Rupees
A	**CONTINUING OPERATIONS**			
1	Revenue from operations (gross)	13	0	0
	Less: Excise Duty		0	0
	Revenue from operations (net)		0	0
2	Other Income	14	2665754.00	10553556.30
3	**Total revenue (1+2)**		2665754.00	10553556.30
4	**Expenses**			
	(a) Employee benefits expense	15	2404.00	297353.00
	(b) Finance Costs	16	0.00	0.00
	(c) Depreciatiion and amortisation expense	7	2886.76	1877.36
	(d) Other expenses	17	80736.26	2614343.58
	Total expenses		86027.02	2913573.94
5	**Profit / (Loss) before tax (3 - 4)**		2579726.98	7639982.36
6	**Tax expense:**			
	(a) Current tax expense relating to prior years		0.00	0.00
	(b) Provision for income Tax Asst. Year 2013-14		0.00	0.00
7	**Profit / (Loss) from continuing operations (5 - 6)**		2579726.98	7639982.36
	The accompanying Statement of Significant Accounting policies and notes to financial Statements form an integral part of the Financial Statement			

In terms of our report attached.
VIRALSHAH & CO.
Chartered Accountants
Firm Registration No.:111552W

VIRAL R. SHAH
PROPRIETOR
M.NO.: 039872
Place: Mumbai
Date: 4th September, 2017

For and on behalf of the Board of Directors

SANJAY S. SHAH
DIRECTOR
DIN : 00248592

PRADEEP S. SHAH
DIRECTOR
DIN : 00248692

Place: Mumbai
Date: 4th September, 2017

MANU ENTERPRISES LIMITED

Notes forming part of the financial statements

Note 1 COMPANY OVERVIEW

Manu Enterprises Limited, was engaged in business of distributing of printing machine & spare parts, consultant to graphic art industry & service agents. Manu Enterprise Limited is incorporated under the laws of Republic of India & has its registered office at Sidhwa House, N. A. Sawant Marg, Colaba, Mumbai-400005 with P.A.NO. AAACM4979M

Note 3 Share Capital

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Number of Shares	Amount Rupees	Number of Shares	Amount Rupees
(A) Authorised Equity shares of Rs 100 each with voting rights	45000	4500000.00	45000	4500000.00
(b) Issued	40000	4000000	40000	4000000.00
(c) Subscribed and fully paid up Equity share of Rupees 100/- each with voting rights (The company has only one class of equity share. Each Shareholder is eligible for one vote per share. The dividend proposed by the board is subject to the approval of shareholders except in cas of interim dividend. In the event of liquidation, the equity share-holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their Shareholding.	40000	4000000.00	40000	4000000.00
(d) Subscribed but not fully paid up	0	0	0	0
Total	**40000**	**4000000.00**	40000	4000000.00

a. A reconciliation of the No.Of Shares outstanding at the beginning & at the end of the year

Particulars	Equity Shares(In Numbers)	Equity Shares(In Numbers)
	As at 31 March, 2017	As at 31 March, 2016
Shares Outstanding at the beginning of the year	40000	40000
Add : Shares Issued during the year	0	0
Less: Shares Baught back during the year	0	0
Shares Outstanding at the end of the year	**40000**	**40000**

b. Shares in the co.held by each shareholder holding more than 5% shares specifying the No.of shares held

	As at 31 March, 2017		As at 31 March, 2016	
Name of Shareholder	No.Of Shares held	% of holding	No.Of Shares held	% of holding
Sanat Manilal Shah	**10940**	**27.35**	10940	27.35
Sudha Sanat Shah	**9000**	**22.50**	9000	22.50
Sanjay Sanat Shah	**9500**	**23.75**	9500	23.75
Pradeep Sanat Shah	**9500**	**23.75**	9500	23.75
Total	**38940**	**97.35**	38940	97.35

The Company has only one class of share issued and paid up capital referred to as equity shares having a par value Rs.100 per share.Each holder of equity share is entitle to one vote per share.

MANU ENTERPRISES LIMITED

Notes forming part of the financial statements

Note No.4 Reserves and Surplus

Particulars	As at 31 March, 2017	As at 31 March, 2016
(a) General reserves	2740003.00	2740003.00
Opening Balance		
Add: Transferred from surplus in statement of Profit and Loss	0.00	0.00
Less: Utilised / transferred during the year	0.00	0.00
Closing Balance	2740003.00	2740003.00
(b) Surplus / (Deficit) in Statement of Profit and Loss		
Opening Balance	293689038.51	286045635.63
Add: Previous year Balance / Adjustment	0.00	5096.49
Add: Profit / (Loss) for the year	2579726.98	7638306.36
Closing Balance	296268765.49	293689038.48
Total	299008768.49	296429041.48

Note No.5 Long-term borrowings

Particulars	As at 31 March, 2017	As at 31 March, 2016
(a) Deposits		
Unsecured		
Inter Corporate Deposit	0.00	0.00
	0.00	0.00

Note No.6 Other current liabilities

Particulars	As at 31 March, 2017	As at 31 March, 2016
(a) Other payables		
(i) Statutory remittances (Contributions to PF and ESIC withholding Taxes,Excise Duty, Vat, Service Tax,etc.)	1080.00	1080.00
(ii) Others		
TDS on Interest	0.00	0.00
Audit fees	57370.00	43210.00
Bonus Payable	0.00	0.00
	58450.00	44290.00

MANU ENTERPRISES LIMITED

Notes forming part of the financial statements

Note 7 Fixed assets

		Gross Block					Accumulated Depreciation			Net Block	
A	Tangible assets	Balance as at 1st Apr 2016	Additions	Disposals	Balance as at 31st Mar 2017	Balance as at 1st April,2016	Disposal	Depreciation for the year	Balance as at 31March, 2017	Balance as at 31March,2017	Balance as at 31 March,2016
a]	Buildings Office Premises (HYD)	85000.00	0.00	0.00	85000.00	79388.59	0.00	2489.46	81878.05	3121.95	5611.41
b]	Plant and Equipment Owned	1302482.00	0.00	0.00	1302482.00	1301155.38	0.00	397.30	1301552.68	929.32	1326.62
c]	Furniture and Fixture Owned	903932.00	0.00	0.00	903932.00	903862.00	0.00	0.00	903932.00	0.00	70.00
d]	Vehicles Motor Car Owned	460453.00	0.00	0.00	460453.00	460448.00	0.00	0.00	460453.00	0.00	5.00
e]	Office equipment Owned	270652.00	0.00	0.00	270652.00	270632.00	0.00	0.00	270652.00	0.00	20.00
f]	Computers Owned	1047238.00	0.00	0.00	1047238.00	1047193.00	0.00	0.00	1047238.00	0.00	45.00
	Total	4069757.00	0.00	0.00	4069757.00	4062678.97	0.00	2886.76	4065705.73	4051.27	7078.03
	Previous Year	4069757.00	0.00	0.00	4069757.54	3957393.34	0.00	-108644.62	4066037.96	3719.04	112363.11

MANU ENTERPRISES LIMITED

Notes forming part of the financial statements

Note 8 Non-current investments

Particulars	As at 31 March, 2017			As at 31 March, 2016		
	Quoted	Unquoted	Total	Quoted	Unquoted	Total
Investments (At Cost) A. Trade	0	0	0	0	0	0
Total - Trade (A)	0	0	0	0	0	0
B. Other Investments						
(a) Investment in equity instruments (I) of other entities						
2318500 Manugraph India Limited @ Rs.2/-each	298042023.48	0	298042023.48	277359954.98	0	277359954.98
400 Syndicated Bank @ Rs 10/- each	4000.00	0	4000.00	4000.00	0	4000.00
74000 Santsu Finance & Investment Pvt Ltd	0.00	741500.00	741500.00	0.00	741500.00	741500.00
Total - Other Investments(B)	298046023.48	741500.00	298787523.48	277363954.98	741500.00	278105454.98
Total - Trade (A)+(B)	**298046023.48**	**741500.00**	**298787523.48**	**277363954.98**	**741500.00**	**278105454.98**
Less: Provision for diminution in value of Investments			0			0
Total			**298787523.48**			278105454.98
Aggregate Book Value of Quoted Investment			298042023.48			277363954.98
Aggregate Book Value of Unquoted Investment			741500.00			741500.00
Aggregate Market Value of Quoted Investment			128246375.00			90598035.00

MANU ENTERPRISES LIMITED

Notes forming part of the financial statements

Note No. 9 Long-term loans and advances

Particulars	As at 31 March, 2017	As at 31 March, 2016
(a) Capital advances		
Unsecured, considered good	0.00	0.00
	0.00	0.00
Less Provision for doubtful advances	0.00	0.00
	0.00	0.00
(b) Security deposits		
Unsecured, considered good	205330.00	205330.00
Doubtful	0.00	0.00
	205330.00	205330.00
Less Provision for doubtful Deposits	0.00	0.00
	205330.00	205330.00
c) Advance Income Tax	2345482.00	960803.00
Add: TDS During the Year	56726.00	33896.00
Less: Prof Tax Co.	0.00	0.00
Less: Pov for I Tax Asst Year 2013-14	0.00	0.00
Less Provision for Income Tax Asst Year 2013-14	341000.00	341000.00
	2061208.00	653699.00
Total	2266538.00	859029.00

Note No.10 Other non-current assets

Particulars	As at 31 March, 2017	As at 31 March, 2016
(a) Long-term trade receivables	0.00	0.00
Unsecured, considered good	160046.00	160046.00
Less Provision for doubtful trade receivable	0.00	0.00
Total	160046.00	160046.00

Note No.11 Cash and cash equivalents

Particulars	As at 31 March, 2017	As at 31 March, 2016
(a) Cash On Hand	17256.46	21941.46
(b) Balance with Banks		
(i) In Current Account	1790703.25	21248097.98
Total	1807959.74	21270039.44

MANU ENTERPRISES LIMITED

Notes forming part of the financial statements

Note No.12 Short-term loans and advances

Particulars	As at 31 March, 2017	As at 31 March, 2016
(a) Others		
(i) Receivable in Cash or Kind Unsecured, Considered good	41100.00	41100.00
(ii) Less Provision for other doubtful loans and advances	0.00	0.00
Total	41100.00	41100.00

Note No.13 Revenue from Operation

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
(a) Sales of products	0.00	0.00
(b) Sales of services	0.00	0.00
(c) Other operating revenues	0.00	0.00
	0.00	0.00
(d) Less: Excise Duty	0.00	0.00
Total	0.00	0.00

Note No.14 Other Income

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
(a) Dividend Income from long-term Investments	1941500.00	1115104.06
(d) Other non-operating income		
(i) Compensation Received	156000.00	150000.00
(ii) Interest Received	568254.00	338956.00
(iii) Miscellanious Income	0.00	6505.24
(iv) Long Term Capital gain on equity shares	0.00	8940975.00
Total	2665754.00	10553556.30

Note No.15 Employee benefits expenses

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
(a) Salaries and allowances	0.00	244702.00
(b) Contribution to provident and other funds	2404.00	52651.00
Total	2404.00	297353.00

MANU ENTERPRISES LIMITED

Note No.16 Finance Costs

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
(a) Interest Expense on		
(i) Borrowings	0.00	0.00
Total	0.00	0.00

Notes forming part of the financial statements

Note No.17 Other expenses

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
(a) Rates and taxes	480.00	600.00
(b) Professional Tax	0.00	2500.00
(c) Travelling and Conveyance	230.00	5054.00
(d) Printing and Stationery	20.00	510.00
(e) Legal and professional	8338.00	16939.00
(f) Payments to Auditors	11800.00	11500.00
Payments to Auditors - Other Capacity	2360.00	2300.00
(g) Miscellaneous expenses (Office Rent)	0.00	44140.00
(h) Miscellaneous expenses - Others	17935.00	9374.58
(i) Long Term Loss on Equity	0.00	2521426.00
(i) Bank Charges	39573.26	0.00
Total	80736.26	2614343.58

Earning per share

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Earning Per Share		
Basic		
Continuing operation		
Net Profit / (loss) for the year from continuing operations	2579726.98	7638306.36
Less: Preference dividend and tax thereon	0	0
Net Profit / (loss) for the year from continuing operations attributable to the equity Shareholders	2579726.98	7638306.36
Weighted average number of equity shares	40000	40000
Par value per share	100.00	100.00
Earning per share from continuing operations - Basic	64.49	190.96

MANU ENTERPRISES LIMITED

Notes : 2 Statement of Significant Accounting Policies and Other Explanatory Notes

A Background

Manu Enterprises Limited, was engaged in business of distributing of printing machine & spare parts, consultant to graphic art industry & service agents. Manu Enterprise Limited is incorporated under the laws of Republic of India & has its registered office at Sidhwa House, N. A. Sawant Marg, Colaba, Mumbai-400005 with P.A NO. AAACM4979M

A **Accounting Policies**

a Basis of Preparation

The financial statements have been prepared to comply in all material respects with the notified accounting standards by the Companies Accounting Standards Rules,2006 (which are deemed to be applicable as per section 133 of the Companies Act,2013 read with rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act,2013. The financial statements have been prepared under the historical cost convention, on an accrual basis of accounting.

The classification of assets and liabilities of the Company is done into current and non-current based on the operating cycle of the business of the Company. The operating cycle of the business of the Company is less than twelve months and therefore all current and non-current classifications are done based on the status of realisability and expected settlement of the respective asset and liability within a period of twelve months from the reporting date as required by the Schedule III of the Companies Act,2013
The Accounting policies adopted in the preparation of the financial statements are consistent with those used in the previous year.

Use of Estimates

b. The preparation of finanacial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affects the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions Actual Results could differ from these estimates. Difference between the actual results and estimates are recognised in the peirod in which the results are known.

c. **Inflation**

Assets and liabilities are shown at historical cost. No adjustments are made for changes in purchasing power of money.

d **Fixed Assets**

- I Fixed Assets are stated at their original cost of acquisition including incidental expenses related to acquisiton and installation of the concerned assets.
- ii. The Fixed assets are shown net at accumulated depreciation.
- iii. Intangible Assets are recorded at cost of acquisition.
- iv. While arriving at residual value of the Fixed Assets, We have taken approximate Market Value of the assets as on Balance Sheet date. In view of Immateriality of the amount, technical Opinion is not require.

e **Depreciation and Amortisation**

Depreciation on all assets of the Company is charged on written down method over the useful life of assetsat the rate and in manner provided in Schedule II of the Companies Act,2013 for the proportionate period of use during the year.

f **Impairment of Assets**

Cash generating unit / fixed assets / investments are assed for possible impairment at balance sheet date based on external and internal source of information, impairment losses, if any, are recognised as an expense in the statement of profit and loss or such sale is accounted, impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount.

g **Inventories**

Inventories are valued at cost

h **Investment**

Long Term investments are stated at cost less provision for diminution other than temporary in nature, if any, current investments are stated at lower of cost and fair value.

I **Employee Benefit**

Provident Fund is a defined contribution scheme established under a State Plan. The contribution to the scheme are charged to the statement of profit and loss in the year in which the contribution to the funds are accrued.

The Company has taken group gratuity policy with Life Insurance Corpn. of India for future payment of retiring employees. The premium thereon have been so adjusted as to cover the liability to the maximum extent of Rs.10,00,000/- for each employees in respect of all employees at the end of their future anticipated services with the Company. The excess amount, if any, to be be borned by the Company will be charged to profit and loss account in the year of payment and hence no provision has been made in this respect at this stage.

j **Revenue Recognition**

I Sales comprise of sale of goods and spare parts and are net of trade discount and sales returns. Sales are recognised when the goods are dispatched and all risks and rewards are transferred to the buyer.

II Dividend Income is accounted when the right to receive the same is established by the Balance Sheet date.

Borrowing Cost

Borrowing costs are recognised as expenses in the period in which they are incurred.

k **Taxation**

Tax expense comprise of current and deferred taxes. Current Income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act,1961.

Deferred Income taxes reflects the impact of current year timing differences between taxable Income and accounting Income for the year and reversal of timiing differences of earlier years.Deferred tax is a measured based on the tax rates and the tax laws enacted or substantiallyenacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if alegally enforcable right exists to set-off current tax liabilities and the deferred tax assets and the deferred tax liabilities related to the taxes on Income levied by same governing taxation laws.Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable Income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation to carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

Earning per share

Basic and diluted earning per share are calculated by dividing the net profit for the year / period attributed to equity share holders by the weighted average number of equity shares outstanding during the year / period.

Provisions, Contingent Liabilities and Contingent Assets

I Provisions are recognised only when there is a present obligation as a result of past events and when a reliable estimate of amount of the obligation can be made.

ii 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.

iii Contingent assets are neither recognised nor disclosed in the financial statements.

Cash and Cash equivalents

Cash and Cash equivalents in the balance sheet comprise case at Bank, cheques on hand, Cash in hand and short term investments with an original maturity or three months or less.

Treatment of Retirement Benefit

a Retirement benefits in the form of Provident Fund, Family Pension Scheme and Insurance Fund are accounted for on accrual basis and charged to Profit and Loss Account for the year.

b Leave Encashment is accounted in the year in which the right of encashment is exercised by the employees.

			(2016-17)	(2015-16)
I	Auditors Remuneration:			
	Audit Fees		11800	11500
	In Other Capacity		2360	2300
		Total	14160	13800

m

Disclosure of Specified Bank Notes (SBNs)

During the year, the Company had specified bank notes and other denomination notes as defined in Ministry of Corporate Affairs notification G. S. R. 308(E) dated March 30, 2017 on the details of Specified Bank Notes held and transacted during the period from November 8, 2016 to December 30, 2016 the denomination wise SBNs and other notes as per the notification is giveb below:

Particulars	SBNs	Other	Total
	(Rs.)	(Rs.)	(Rs.)
Closing cash in hand as on 8th November, 2016	7500.00	2477.00	9977.00
(+) Permitted receipts	0	20000.00	20000.00
(-) Permitted payments	0	9202.00	9202.00
(-) Amount deposited in Banks	7500.00	0.00	7500.00
Closing cash in hand as on 30th December, 2016			13275.00

For the purpose of this clause the term "Specified Bank Notes" shall have the same meaning provided in the notification of the Government of India, Ministry of Finance Department of Economic Affairs number S.O. 3407 (E) Dated November 8, 2016.

n Previous year figures have been regrouped / rearranged wherever necessary

In terms of our report attached.

VIRAL SHAH & CO.
Chartered Accountants
Firm Registration No.:111552W

VIRAL R. SHAH

PROPRIETOR
M.NO.: 039872
Place: Mumbai
Date : 4th September 2017

For and on behalf of the Board of Directors

SANJAY S. SHAH — **DIRECTOR** — **DIN : 00248592**

Pradeep S. SHAH — **DIRECTOR** — **DIN : 00248692**

Place: Mumbai
Dated : 4th September 2017

SANTSU FINANCE & INVESTMENT PRIVATE LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors have the pleasure in presenting this 24th Directors' Report together with the audited Annual Accounts of the Company for the financial year ended March 31, 2017.

FINANCIAL PERFORMANCE

The highlights of the financial position for the year under review as compared to the corresponding period in the previous year are given below:

(Rs.)

Particulars	2016-17	2015-16
Total Income / Revenue	87,51,085.00	13,27,892.00
Total Expenses (Incl. Exceptional Item)	82,802.00	1,09,516.00
Profit/Loss before Taxation	86,68,284.00	12,18,376.00
Tax Expense	12,59,000.00	26,178.00
Profit/Loss after Taxation	74,09,284.00	11,92,198.00
Earnings Per Share (in Rs.)	15.00	2.00

DIVIDEND

With a view to conserve the resources, your Directors do not recommend any dividend for the year ended March 31, 2017.

PUBLIC / FIXED DEPOSITS

Your Company has not accepted any public / fixed deposits during the year and as such no amount of interest and principal deposit was outstanding as on the balance sheet date.

SUBSIDIARIES

The Companies do not have any subsidiary Company.

BOARD OF DIRECTORS

Mr. Sanat M. Shah, Mr. Sanjay S. Shah, Mr. Pradeep S. Shah and Mrs. Sudha S. Shah are the Directors of the Company.

Meetings of the Board

During the financial year, the Board met Five (5) times. The meetings were held on May 26, 2016, August 29, 2016, October 26, 2016, January 19, 2017 and March 29, 2017.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons or entities which may have a potential conflict with the interest of the Company at large.

Attention of members is drawn to the disclosure of transactions with related parties set out in Note No. 13(7) of Financial Statements, forming part of the Annual Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company.

EXTRACTS OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT 9 is annexed herewith as 'Annexure A'.

AUDITORS

The members of the Company at its Annual General Meeting held on September 30, 2014 have appointed M/s. Valia & Timbadia, Chartered Accountants, as Statutory Auditors of the Company to hold office upto the conclusion of the fifth consecutive Annual General Meeting of the Company.

In terms of the first proviso to Section 139 of the Companies Act, 2013 the appointment of auditors shall be placed for ratification at every Annual General Meeting.

Accordingly, the appointment of M/s. Valia & Timbadia as statutory auditors of the Company is placed for ratification by the shareholders.

M/s. Valia & Timbadia has confirmed their eligibility for re-appointment as Statutory Auditors.

The report of the auditors to the shareholders is a part of the Annexure. The Notes to the Accounts, that are a part of the financial statements, are self-explanatory and need no further clarifications or explanations.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

(i) that in the preparation of the annual financial statements for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.

(ii) that such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the profit of the Company for the year ended on that date;

(iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) that the annual financial statements have been prepared on a going concern basis;

(v) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;

(vi) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Particulars of Employees

There are no employees in the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

RISK MANAGEMENT

The Company manages and monitors principal risks and uncertainties that can impact the ability of the Company to achieve its targets / objectives. Timely reports are placed before the board for considering various risks involved in the Company business / operations. The Board evaluates these reports and necessary / corrective actions are then implemented.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

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

The particulars on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 do not apply to your Company.

For and on behalf of the Board

Sanat M. Shah
Chairman

Place: Mumbai
Date: May 23, 2017

Annexure A

Form MGT - 9

Extracts of Annual Return

As on the financial year ended March 31, 2017

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

I.	**Registration and Other details**	
i)	CIN	U65990MH1993PTC073568
ii)	Registration date	20-08-1993
iii)	Name of the Company	Santsu Finance & Investment Private Limited.
iv)	Category / Sub Category of the Company	Private Limited Company.
v)	Address of the Registered Office and contact details	Sidhwa House, 1st Floor, N.A. Sawant Marg, Colaba, Mumbai - 400 005.
vi)	Whether listed company	No
vii)	Name, address and contact details of Registrar and Transfer Agent, if any	Not Applicable
II.	**Principal business activities of the Company**	Holding investments

III.	**Particulars of Holding, Subsidiary and Associate Companies**					
Sr. No.	**Name of the Company**	**Address**	**CIN / GLN**	**Holding / Subsidiary / Associate**	**% of shares held**	**Applicable Section**
Not applicable						

IV.	**Shareholding pattern (Equity share capital breakup as percentage of Total Capital)**	
i)	Category wise share holding	Annexure 1
ii)	Shareholding of promoters	Annexure 2
iii)	Change in promoters' shareholding	Annexure 3
iv)	Shareholding pattern of top 10 shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	Annexure 4
v)	Shareholding of Directors and Key Managerial Personnel	Annexure 5
V.	**Indebtedness**	
	Indebtedness of the Company including interest outstanding / accrued but not due for payment	Annexure 6
VI.	**Remuneration of Directors and Key Managerial Personnel**	Annexure 7
	- Remuneration to Managing Director, Whole Time Director and/or Manager	
	- Remuneration to Other Directors	
	- Remuneration to Key Managerial Personnel other than MD / Manager / WTD	
VII.	**Penalties / Punishment / Compounding of Offences**	Annexure 8

Annexure 1

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

i) Category wise share holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	**Physical**	**Total**	**% of Total Shares**	**Demat**	**Physical**	**Total**	**% of Total Shares**	
A. Promoters									
(1) Indian									
a) Individual / HUF	0	416000	416000	84.90	0	416000	416000	84.90	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	74000	74000	15.10	0	74000	74000	15.10	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub Total: (A) (1)	**0**	**490000**	**490000**	**100.00**	**0**	**490000**	**490000**	**100.00**	**0**
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other…	0	0	0	0	0	0	0	0	0
Sub Total (A) (2)	**0**	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	**0**	**490000**	**490000**	**100.00**	**0**	**490000**	**490000**	**100.00**	**0**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	**Physical**	**Total**	**% of Total Shares**	**Demat**	**Physical**	**Total**	**% of Total Shares**	
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Unit Trust of India	0	0	0	0	0	0	0	0	0
Sub Total (B)(1):	0	0	0	0	0	0	0	0	0
(2) Non Institutions									
a) Bodies corporates									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 Lakhs	0	0	0	0	0	0	0	0	0
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 Lakhs	0	0	0	0	0	0	0	0	0

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (specify)									
i) Non Resident Indians (Repat)	0	0	0	0	0	0	0	0	0
ii) Non Resident Indians (Non Repat)	0	0	0	0	0	0	0	0	0
iii) Foreign Companies	0	0	0	0	0	0	0	0	0
iv) Clearing Member	0	0	0	0	0	0	0	0	0
v) Foreign Nationals	0	0	0	0	0	0	0	0	0
vi) HUF	0	0	0	0	0	0	0	0	0
vii) Directors / Relatives	0	0	0	0	0	0	0	0	0
viii)Trusts	0	0	0	0	0	0	0	0	0
Sub Total (B)(2):	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)= (B)(1)+(B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	**0**	**490000**	**490000**	**100.00**	**0**	**490000**	**490000**	**100.00**	**0**

Annexure 2

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

ii) Shareholding of Promoters

Sr. No.	Shareholders' Name	Shareholding at the beginning of the year (As on April 1, 2016 i.e. on the basis of shareholding pattern of March 31, 2016)			Shareholding at the end of the year (As on March 31, 2017 i.e. on the basis of shareholding pattern of March 31, 2017)			% change during the year
		No. of Shares	% of Total Shares of the Company	% of shares pledged / encumbered to total shares*	No. of Shares	% of Total Shares of the Company	% of shares pledged / encumbered to total shares*	
1)	Sanat Manilal Shah	213300	43.53%	0	213300	43.53%	0	0
2)	Sudha Sanat Shah	31100	6.35%	0	31100	6.35%	0	0
3)	Sanjay Sanat Shah	83300	17.00%	0	83300	17.00%	0	0
4)	Pradeep Sanat Shah	88300	18.02%	0	88300	18.02%	0	0
5)	Manu Enterprises Ltd.	74000	15.10%	0	74000	15.10%	0	0
		490000	100.00%		490000	100.00%		

(*) The term encumbrance has the same meaning as assigned to it in Regulation 28(3) of SEBI (Substantial Acquisition of Shares and takeovers) Regulations, 2011.

Annexure 3

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

iii) Change in Promoters' shareholding

Sr. No.		Shareholding at the beginning of the year (As on April 1, 2016 i.e. on the basis of shareholding pattern of March 31, 2016)		Cumulative shareholding during the year	
		No. of Shares	% of the total shares of the Company	No. of Shares	% of the total shares of the Company
	At the beginning of the year	490000	100.00%	490000	100.00%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.)	--	--	--	--
	At the end of the year			**490000**	**100%**

Annexure 4

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

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

Sr. No.	Name	Shareholding at the beginning of the year		Increase / Decrease in Shareholding			Cumulative Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Date	Increase / Decrease	Reason	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	
	--	-	-	-	-	-	-	-	-	

Note: Top 10 shareholders as on April 1, 2016 and March 31, 2017 and any change in their shareholding

Annexure 5

Shareholding pattern (Equity share capital breakup as percentage of Total Capital)

v) Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name	Shareholding at the beginning of the year		Increase / Decrease in Shareholding		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	Increase	Decrease	No. of shares	% of total shares of the Company
1.	Sanat M. Shah, *Chairman*	213300	43.53%	--	--	213300	43.53%
2.	Sudha S. Shah, *Director*	31100	6.35%	--	--	31100	6.35%
3.	Sanjay S. Shah, *Director*	83300	17.00%	--	--	83300	17.00%
4.	Pradeep S. Shah, *Director*	88300	18.02%	--	--	88300	18.02%

Annexure 6

Indebtedness

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

(Amount in Rs. Lakhs)

	Secured Loans excluding deposits	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtedness at the beginning of the financial year (As on April 1, 2016)				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year	0	0	0	0
Addition	0	0	0	0
Reduction	0	0	0	0
Exchange difference	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year (As on March 31, 2017)	0	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

Annexure 7

Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Directors, Whole Time Directors and / or Manager

(Amount in Rs. Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s. 17(2) of the Income Tax Act, 1961	0	0	0	0
	(c) Profits in lieu of Salary u/s. 17(3) of the Income Tax Act, 1961	0	0	0	0
2.	Stock Options	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission	0	0	0	0
	- As % of Profits	0	0	0	0
	- Others, specify	0	0	0	0
5.	Others	0	0	0	0
	Total	0	0	0	0
	Ceiling as per the Act	**10% of Net Profits as provided under the provisions of the Companies Act, 2013**			

Annexure 7

B. Remuneration to other Directors

(Amount in Rs. Lakhs)

Sr. No.	**Particulars of Remuneration**	**Name of Directors**			**Total Amount**
1.	Independent Directors				
	(a) Fee for attending Board / Committee Meetings	0	0	0	0
	(b) Commission	0	0	0	0
	(c) Others	0	0	0	0
	Total – 1	0	0	0	0
2.	Other Non-Executive Directors				
	(a) Fee for attending Board / Committee Meetings	0	0	0	0
	(b) Commission	0	0	0	0
	(c) Others	0	0	0	0
	Total - 2	0	0	0	0
3.	**Total B (1 + 2)**	0	0	0	0
	Total Managerial Remuneration*				**0**
	Overall Ceiling as per the Act	**Sitting fees per non-executive director upto Rs. 1 Lakh per meeting of the Board of Directors or its Committee and 10% of Net Profits as provided under the provisions of the Companies Act, 2013.**			

* Total remuneration to Managing Directors, Whole Time Director and Other Directors (being the total of A and B)

Annexure 7

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

(Amount in Rs. Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	CFO	CS	
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	0	0	0	0
	(b) Value of perquisites u/s. 17(2) of the Income Tax Act, 1961	0	0	0	0
	(c) Profits in lieu of Salary u/s. 17(3) of the Income Tax Act, 1961	0	0	0	0
2.	Stock Options	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission	0	0	0	0
	- As % of Profits	0	0	0	0
	- Others, specify	0	0	0	0
5.	Others	0	0	0	0
	Total	0	0	0	0

Annexure 8

Penalties / Punishment / Compounding of Offences

Type	Section of the Companies Act	Brief description	Details of penalties / punishment / compounding fees impound	Authority (RD / NCLT / COURT)	Appeal made, if any (give details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers in Default					
Penalty					
Punishment					
Compounding					

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HITEN C. TIMBADIA
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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SANTSU FINANCE & INVESTMENT PVT. LTD.

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **SANTSU FINANCE & INVESTMENT PVT. LTD.** (the "Company"), which comprise the Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss for the year then ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards referred to in Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules 2014. 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 the design, implementation and maintenance of adequate internal financial controls, that are 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.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the Audit Report. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate Internal Financial Controls System over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

VALIA & TIMBADIA
Chartered Accountants
MUMBAI

VALIA & TIMBADIA
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OPINION

In our opinion and to the best of our information and according to the explanations given to us, the 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:

a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017 and
b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date;

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (herein after referred to as the "Order"), and on the basis of such checks and records of the Company as we consider appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account

d) In our opinion, the Balance Sheet and the Statement of Profit and Loss comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013 read with the Rule 7 of the Companies(Accounts) Rules 2014;

e) On the basis of written representations received from the directors as on March 31, 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013

f) On the basis of overall examination of records and nature of activities carried out by the company, in all material aspect, the company has an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

g) With respect to other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us, we report as under:

(i) The Company has disclosed the impact of pending litigations as at March 31, 2017 on its financial position in its financial statements

(ii) The Company has made provisions as at March 31, 2017 as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts

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(iii) There has not been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2017.

(iv) The Company did not have any holdings or dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 –Refer Note 10(vi) to the financial statements.

For VALIA & TIMBADIA
CHARTERED ACCOUNTANTS
FIRM REG. NO. 112241W

PLACE: MUMBAI
DATE: 23.05.2017

VALIA & TIMBADIA Chartered Accountants MUMBAI

A.P. Valia

Arvind P. Valia
Partner
Membership No. 033962

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Annexure to Independent Auditor's Report

(Referred to in Paragraph 1. under the heading of "Report on Other Legal and Regulatory Requirements" of our Report of even date to the members of **SANTSU FINANCE & INVESTMENT PVT. LTD.** (the "Company").

1. The Company does not have any fixed assets; hence the requirements of maintenance of records, physical verification and discrepancy for the same are not applicable.

2. The Company does not have any Inventories; hence the requirements of maintenance of records, physical verification and discrepancy for the same are not applicable.

3. As per the information & explanation give to us, the Company has not granted any loans, secured or unsecured to the companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly provisions of clause (iii) (a), (b) and (c) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

4. The Company has not given any loans, guarantee and securities during the year; hence the provisions of Section 185 are not applicable to the company. The Company has complied with provisions of Section 186 of the Companies Act, 2013 in respect of Investments made during the year.

5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sec.73 to Sec.76 of the Act and the Rules framed there under to the extend notified. Therefore provisions of Clause (v) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

6. As informed to us, the maintenance of Cost Records has not been prescribed by the Central government u/s 148(1) of the Companies Act, 2013, in respect of the activities carried on by the Company.

7.
   a. According to the information and explanations given to us and the records examined by us, the Company is regular in depositing with appropriate authorities undisputed statutory dues if any required, including provident fund, employees' state insurance, income tax, sales tax, service tax, customs duty, duty of excise, value added tax, cess and other statutory dues and there are no undisputed statutory dues outstanding as at 31st March 2017 for a period more than six months from the date they became payable.
   b. According to the information and explanations given to us and according to the records of the Company, there are no dues of sales tax, income tax, customs, wealth tax, excise duty, service tax, income tax, sales tax, service tax, customs duty, duty of excise, value added tax, which have not been deposited on account of any dispute.

8. According to the information and explanations given to us, the Company has not taken any loans or borrowings from financial institution, bank, government, debenture holders. Therefore provisions of Clause (viii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

9. According to the information and explanations given to us, the Company has not raised monies by way of initial public offer or further public offer (including debts instruments) and term loans during the year. Therefore provisions of Clause (ix) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

10. As per the information and explanations given to us, no fraud on or by the Company by its officers or employees has been noticed or reported during the year.

VALIA & TIMBADIA
Chartered Accountants
MUMBAI

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11. No managerial Remuneration has been paid or provided during the year. Therefore provisions of Clause (xi) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

12. The company is not a Nidhi Company and therefore provisions of Clause (xii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

13. There were no Related Party Transactions and therefore provisions of Clause (xiii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore provisions of Clause (xiv) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

15. As per the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Therefore provisions of Clause (xv) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

16. As per the information and explanations given to us, the Company is not required to be registered under 45-IA of the Reserve Bank of India Act, 1934 and therefore no registration was obtained.

For VALIA & TIMBADIA
CHARTERED ACCOUNTANTS
FIRM REG. NO. 112241W

PLACE: MUMBAI
DATE: 23.05.2017

VALIA & TIMBADIA Chartered Accountants MUMBAI

A.P. Valia

Arvind P. Valia
Partner
Membership No. 033962

.Jame of the Company: Santsu Finance And Investment Pvt.Ltd.
Balance Sheet as at 31 March, 2017

	Particulars	Note No.	As At 31 March 2017 Rs.	As At 31 March 2016 Rs.
A	**EQUITY AND LIABILITIES**			
1	**Shareholders' Fund**			
	(a) Share Capital	1	4,900,000	4,900,000
	(b) Reserves and surplus	2	56,969,154	49,559,870
			61,869,154	54,459,870
2	**Non-Current liabilities**			
	(a) Long-term borrowings		0	0
	(b) Deferred tax liabilities (net)		0	0
	(c) Other long-term liabilities		0	0
	(d) Long-term provisions	3	5000000	5000000
			5000000	5000000
3	**Current liabilities**			
	(a) Short-term borrowings		-	-
	(b) Trade payables		-	-
	(c) Other current liabilities	4	27,250	23,800
	(d) Short-term provision	5	1,283,000	24,000
			1,310,250	47,800
	Total		68,179,404	59,507,670
B	**ASSETS**			
1	**Non-current assets**			
	(a) Fixed assets			
	(i) Tangible assets		0	0
			0	0
	(b) Non-Current investment	6	61,286,677	45,616,255
	(c) Long-term loans and advances	7	5,000,000	5,000,000
	(d) Other non-current assets	8	362,555	17,212
			66,649,232	50,633,467
2	**Current assets**			
	(a) Cash and cash equipments	9	1,530,172	8,874,203
	(b) Short-term loans and advances		-	-
	(c) Current Investment in Mutual Fund		-	-
			1,530,172	8,874,203
	Total		68,179,404	59,507,670
	See accompanying notes forming part of the financial statements	13,14		

In terms of our report attached.

For Valia & Timbadia
Chartered Accountants,
(Firm Registration No.:112241W)

VALIA & TIMBADIA Chartered Accountants MUMBAI

Arvind P. Valia
Partner
(MEMBERSHIP NO:033962)

Place : Mumbai
Date : 23 MAY 2017

For and on behalf of the Board of Directors
Santsu Finance And Investment Pvt.Ltd.

Sanjay S. Shah — **Director** — DIN : 00248592

Pradeep S. Shah — **Director** — DIN : 00248692

Place : Mumbai
Date : 23.05.2017

Name of the Company: Santsu Finance And Investment Pvt.Ltd.
Statement of Profit & Loss for the year ended 31st March 2017

	Particulars	Note No.	For the year ended 31st March 2017	For the year ended 31st March 2016
A	CONTINUING OPERATION		Rs.	Rs.
1	Revenue from Operation (gross)		-	-
	Less : Excise duty		-	-
	Revenue from Operation (net)		-	-
2	Other income	11	8,751,085	1,327,892
3	Total revenue (1+2)		8,751,085	1,327,892
4	Expenses			
	(a) Cost of materials consumed		-	-
	(b) Employee benefits expense		-	-
	(c) Finance Cost		-	-
	(d) Depreciation and amortisation expense	8.a	-	-
	(e) Other expenses	12	82,802	109,516
	Total expenses		82,802	109,516
5	Profit/ (Loss) before exceptional and extraordinary items and tax (3-4)		8,668,284	1,218,376
6	Exceptional items - Provision for NPA		-	-
7	Profit/ (Loss) before extraordinary items and tax (5+- 6)		8,668,284	1,218,376
8	Extraordinary items		-	-
9	Profit / (Loss) before tax (7+- 8)		8,668,284	1,218,376
10	Tax expense:			
	(a) Current tax expense for current year	12	1,259,000	24,000
	(b) (Less): MAT Credit (where applicable)		-	-
	(c) Current tax expense relating to prior years		-	2,178
	(d) Net current tax expense		1,259,000	26,178
	(e) Deferred tax		-	-
11	Profit / (Loss) from continuing operations (9-10)		7,409,284	1,192,198
B				
12i	Profit /(Loss) from discontinuing operations(before tax)		-	-
12ii	Gain/(Loss) on disposal of assets / settlement of liabilities attributable to the discountinuing operations		-	-
12iii	Add / (Less): Tax expense of discontinuing operations		-	-
	(a) on ordinary activities attributable to the discontinuing operation		-	-
	(b) on gain/ (Loss) on disposable of assets /settlement of liabilites		-	-
13	Profit / (Loss) from discontinuing operations (12i+12ii+12iii)		-	-
C	TOTAL OPERATIONS		7,409,284	1,192,198
14	Profit / (Loss) for the year (11+-13)		7,409,284	1,192,198

In terms of our report attached
For Valia & Timbadia,
Chartered Accountants,
(Firm Registration No.:112241W)

VALIA & TIMBADIA Chartered Accountants MUMBAI

Arvind P. Valia
Partner
(MEMBERSHIP NO:033962)

Place : Mumbai
Date : 23 MAY 2017

For and on behalf of the Board of Directors
Santsu Finance And Investment Pvt. Ltd.

Sanjay S. Shah
Director
DIN : 00248592

Pradeep S. Shah
Director
DIN : 00248692

Place : Mumbai
Date : 23.05.2017

Name of the Company : Santsu Finance And Investment Pvt.Ltd.
Notes forming part of the financial statements

Note 1 : Share Capital

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
	Rs.	Rs.
Authorised		
5,00,0000 (P.Y.5,00,000) Equity Shares of Rs.10/- each	5000000	5000000
Issued Subscribed & Fully Paid Up		
4,90,000 (P.Y.4,90,000) Equity Shares of Rs. 10/- each	4,900,000	4,900,000
Total	4,900,000	4,900,000

Details of shares held by each shareholder holding more than 5% shares:

Name of the Shareholder		As at 31st March 2017 % held	As at 31st March 2017 No.Of Shares	As at 31st March 2016 % held	As at 31st March 2016 No.Of Shares
Sanat Manilal Shah		43.53%	213300	43.53%	213300
Sudha Sanat Shah		6.35%	31100	6.35%	31100
Sanjay Sanat Shah		17.00%	83300	17.00%	83300
Pradeep Sanat Shah		18.02%	88300	18.02%	88300
Manu Enterprises Ltd.		15.10%	74000	15.10%	74000

Note 2 : Reserves and Surplus

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
(A) Surplus / (Deficit) in statement of Profit and Loss		
Opening balance	43,716,820	42,524,622
Add: Profit / (Loss) for the year	7,409,284	1,192,198
Add: Appropriation Account	-	-
Less: Tax Expense	-	-
Closing balance	51,126,104	43,716,820
(B) General Reserve		
Opening balance	5,843,050	5,843,050
Add: Transferred During the year	-	-
Closing balance	5,843,050	5,843,050
Total	56,969,154	49,559,870

Note 3: Long-term Provision

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
(I) Long Term Provision for NPA	5000000	5000000
Total	5000000	5000000

Note 4 : Other Current Liabilities

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
(I) Other Payables		
(I) Creditors for expenses	27,250	23,800
Total	27,250	23,800

Name of the Company : Santsu Finance And Investment Pvt.Ltd.
Notes forming part of the financial statements

Note 5 : Short Term Provisions

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
(I) Provision for Taxation (A.Y.2016-2017)	24,000	24,000
(II) Provision for Taxation (A.Y.2017-2018)	1,259,000	-
	1,283,000	24,000

Note 6 : Non-Current Investment

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
	Rs.	Rs.
Other Investments		
Nos. In Equity Shares of Other Entities- Quoted, Fully Paid Up		
25,37,000 Manugraph India Limited of Rs.2/-each.P.Y.19,05,500 Shares)	61,286,677	26,616,255
(Market Value of quoted investment as classified above as at 31/03/2017 is Rs.14,04,22,950/- as at 31/03/2016 is Rs.8,88,91,576/-)		
Total	61,286,677	26,616,255

Units	Investments in Mutual Fund	As at 31st Mar 2017	As at 31st Mar 2016
2621.303	Kotak Floater Short Term - Growth	-	5,000,000
2733.009	SBI Premier Liquid Fund Regular Plan Growth	-	5,000,000
3731.580	Baroda Pioneer Liquid Fund Plan - A Growth	-	5,000,000
345907.055	SBI Magnum Income Fund	-	4,000,000
	Total	-	19,000,000
		61,286,677	45,616,255

Market Value of quoted investments as classified above as at 31st March 2017 is NIL (31st March,2016 is Rs. 2,35,36,327/-)

Note 7 : Non-Current Investment

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
	Rs.	Rs.
Advance Receivable in Cash or Kind		
(I) Inter Corporate Deposite	5000000	5000000
Total	5,000,000	5,000,000

Note 8 : Other non-current assets

Particulars	As at 31st Mar 2017	As at 31st Mar 2016
(i) Advance Tax,Self Assessed Tax, T.D.S. A.Y.2016-17	23,975	17,212
(ii) Advance Tax,Self Assessed Tax, T.D.S. A.Y.2017-18	338,580	-
	362,555	17,212

Name of the Company : Santsu Finance And Investment Pvt.Ltd.
Notes forming part of the financial statements

Note 9 : Cash and cash equivalents

Particulars		As at 31st Mar 2017	As at 31st Mar 2016
		Rs.	Rs.
(a) Cash On Hand		19,178	833
(b) Balance with Banks		1510993.78	373050
(c) Balance with BOB Flexi FD Account		-	8,500,320
	Total	1,530,172	8,874,203

Note 11 : Other Income

Particulars		As at 31st Mar 2017	As at 31st Mar 2016
(a) Dividend Received		2,067,528	1,140,782
(b) Interest on Advance / Deposits		181,896	172,110
(TDS: Rs. 17877/- P.Y. Rs.17212/-)		-	-
(d) Interest Received from BOB Flexi Account		333,893	-
(TDS: Rs. 33389/- P.Y.:Nil)			
(e) Credit Balance Add Back		-	15000
(f) LTCG on Sales of Mutual Fund		6,167,768	0
	Total	8,751,085	1,327,892

Note 12 : Other Expenses

Particulars		As at 31st Mar 2017	As at 31st Mar 2016
Advertisement Expenses		11,248	-
Printing and Stationery		-	380
Bank Charges		3,032	4,832
Auditors Remuneration	17250		13,800
Add: In other Capacity	13200	30,450	17,175
Conveyance Expenses		120	4,410
Office Rent & Compensation		-	22,070
Professional Tax		-	2,000
Brokerage Charges		12,329	-
Miscellaneous Expenses		1,535	5,809
Legal & Professional Charges		24,088	39,041
	Total	82,602	109,517

Name of the Company : Santsu Finance And Investment Pvt.Ltd.

Note : 13 SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of Financial Statements:

The financial Statements are Prepared under the historical cost convention in accordance with the generally accepted accounting Principles in India. The applicable mandatory Accounting Standards notified under The Companies(Accounting Standard)Rules, 2006 and requirements of the Companies Act, 1956 have been followed in preparation of these financial statements.

2. Use of Estimates:

The preparation of financial Statements requires estimates and assumptions to be made that affect the reported amount of assets and Liabilities on the date of the financial statements and reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the same are know/materialized.

3. Revenue Recognition:

(a) Interest Income:

Interest on Investments is booked on a time proportion basis taking into account the amounts investmed and the rate of interest.

(b) Other Income:

Other income is recognized on accrual basisi except when realization of such income is uncertain.

4. Fixed Assets

Fixed Assets are stated at cost, net of tax/duty credit availed,if any, after reducing accumulated depreciation until the date of the Balance Sheet. Direct cost are capitalized untill the assets are ready for use and includes financial cost relating to any borrowing attributable to acquisition. Capital work in progress includes the cost of fixed assets that are not yet ready for the intended use and advances paid to acquire Fixed assets.

5. Depreciation

Depreciation on fixed assets has been provided on written down Method as per the rates prescribed in Schedule II of the Companies Act, 2013 Depreciation on additions to the Fixed Assets is provided on pro-rata basis from the day on which assets put to use.

6. Provisions and Contingent Liabilities

The Company recognizes a provision when there is a present obligation as a result of a past event that probable requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclousure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.
where there is a possible obligation or a that the likehood of outflow of resources is remote. No provision of disclosure is made.

7. Disclosure as required by Accounting Standard - AS 18 "Related Parties" of the companies (Accounting-Standards) Rules - 2006.

I Relationships:

Entities where significant influence exists

Multigraph Machinery Company Limited

Key Management Personnel

Mr. Sanat M. Shah - Director
Mr. Sanjay S. Shah - Director
Mr. Pradeep S. Shah - Director
Mrs. Sudha S. Shah - Director

Relatives of Key Management Personnel

Mr. Sanat M. Shah
Mr. Sanjay S. Shah
Mr. Pradeep S. Shah
Mrs. Sudha S. Shah

Name of the Company : Santsu Finance And Investment Pvt.Ltd.
Notes forming part of the financial statements

I The related party transactions are as required by AS- 18 are as under

Particulars	Subsidaries	Entities where Significant Influence Exits	Key Management Personnel	Relative of Key Management Personnel	Grand Total Rs.
Rent Paid:					
Multigraph Machinery Co Ltd	-	0	-	-	0
	-	(22070)	-	-	(22070)

Note : 14 OTHER NOTES

1. Contingent liabilities not provided for Rs. NIL
2. Estimated amount of contracts remaining to be executed on Capital Account and not Provided for Rs.NIL.
3. The value of realization of Current Assets, Loans and Advances in the ordinary course of business will not be Less than the value at which they are stated in the Balance Sheet.
4. Additional Note Part II of Schedule III of the Companies Act, 2013

	31/03/2017	31/03/2016
Auditors Remuneration	17250	13800
Other Services	13200	17175

5. The Company has Provided for Rupees 50.00 Lakhs towards Contingent Provision against Standard Assets for the Inter Corporates Deposit given to one party whose Principal remain unpaid since more than three years and the company has taken appropriate legal action for its recovery.

6. **Earning Per Shares**

Particulars	2016-17	2015-16
NPAT	7409284	1192198
Weighted No. of equity shares of Rs.10/-each o/s during year	490000	490000
Basic / Diluted EPS	15	2

Disclosure of Specified Bank Notes (SBNs)

During the year, the Company had specified bank notes and other denomination notes as defined in Ministry of Corporate Affairs notification G. S. R. 308(E) dated March 30, 2017 on the details of Specified Bank Notes held and transacted during the period from November 8, 2016 to December 30, 2016 the denomination wise SBNs and other notes as per the notification is giveb below:

Particulars	SBNs (in Rs.)	Other (in Rs.)	Total (in Rs.)
Closing cash in hand as on 8th November, 2016	0	202	202
(+) Permitted receipts	0	10000	10000
(-) Permitted payments	0	511	511
(-) Amount deposited in Banks	0	0	0
Closing cash in hand as on 30th December, 2016	0	9691	9691

For the purpose of this clause the term "Specified Bank Notes" shall have the same meaning provided in the notification of the Government of India, Ministry of Finance Department of Economic Affairs number S.O. 3407 (E) Dated November 8, 2016.

7. Figure of the previous year have regrouped, rearranged and reclassified wherever necessary.

For Valia & Timbadia
Chartered Accountants
(Firm Registration No.:112241W)

Arvind P. Valia
Partner
(MEMBERSHIP NO:033962)

VALIA & TIMBADIA Chartered Accountants MUMBAI

Place : Mumbai
Date : 23 MAY 2017

For and on behalf of the Board of Directors
Santsu Finance And Investment Pvt. Ltd.

Sanjay S. Shah	**Pradeep S. Shah**
Director	**Director**
DIN : 00248592	DIN : 00248692

Place : Mumbai
Date : 23.05.2017

Name of the Company: Santsu Finance And Investment Pvt.Ltd.
Notes forming part of the financial statements

Note 5 Fixed assets

A	Tangible assets	Gross block									
		Balance as at 1st April, 2016	Additions	Disposals	Acquisitions through business combinations	Reclassified as held for sale	Revaluation increase	Effect of foreign currency exchange differences	Borrowing cost capitalised	Other adjustments	Balance as at 31 March,2017
	Computer	0	0	0	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0	0	0	0
	Previous Year	0	0	0	0	0	0	0	0	0	0

Name of the Company: Santsu Finance And Investment Pvt.Ltd.
Notes forming part of the financial statements

Note 5a Fixed assets (contd.)

A	Tangible assets	Accumulated depreciation and impairment									
		Balance as at 1st April, 2016	Depreciation / amortisation expense for the Year	Eliminated on disposal of assets	Eliminated on reclassification as held for sale	Impairment losses recognised in Statement of	Reversal of impairment losses recognised in Statement of profitand loss	Other adjustment	Balance as at 31 March,2017	Balance as at 31 March,2016	Balance as at 31 March,2017
	Computer	0	0	0	0	0		0	0	0	0
	Total	0	0	0	0	0	0	0	0	0	0
	Previous Year	0	0	0	0	0	0	0	0	0	0

INDEPENDENT AUDITOR'S REPORT

To the

Members of Manugraph India Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Manugraph India Limited ("the Company"), which comprises the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Cash Flow and Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Ind AS Financial Statement").

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) specified under Section 133 of the Act, read with relevant rules thereon.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records relevant to the preparation and presentation of the Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone Ind AS Financial Statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Standalone Ind AS Financial Statements are free from material misstatement.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Standalone Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at March 31, 2018, its financial performance including other comprehensive income, its cash flows and the statement of changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters Specified in paragraphs 3 and 4 of the said Order.

2. As required by section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account

(d) In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules thereon.

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

(f) With respect to the adequacy of the internal financial controls with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”; and

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

i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS Financial Statement -Refer Note 32 to the Standalone Ind AS Financial Statement.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There are no delays in payment of amounts to the Investor Education and Protection Fund during the year.

For **NATVARLAL VEPARI & CO.**
Chartered Accountants
Firm Registration no.106971W

Rinku Ghatalia
Partner
Membership No. 133762

Mumbai,
Dated : May 24, 2018

ANNEXURE A TO AUDITOR'S REPORT

(i) (a) The Company has generally maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.

(c) We have verified the title deeds of immovable properties forming part of Fixed Assets produced before us by the management and in respect of the title deeds which were in possession of the bankers due to charge created, confirmation was obtained from the banker about the title deeds being in the name of the company.

(ii) The management has conducted physical verification of inventory at reasonable intervals during the year. The discrepancies noticed between the book stock and the physical stocks were not material and they have been properly dealt with in the books of accounts.

(iii) The Company has granted interest free loan to its wholly owned subsidiary company covered in the register maintained u/s 189 of the Companies Act 2013.

a. The terms and conditions of the grant of such loans are not prejudicial to the company's interest;

b. The loan is squared off during the year. Hence, the matters to be reported upon as per clause 3(iii) of the Companies (Auditors Report) Order, 2016 is not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 with respect to loans, investments, guarantees and security given.

(v) The Company has not accepted any deposit from the public pursuant to sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed thereunder. As informed to us, there is no order that has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal in respect of the said sections.

(vi) As informed to us, the maintenance of the cost records under the sub-section (1) of section 148 of the Companies Act, 2013 has been prescribed and we are of the opinion that prima facie, the prescribed accounts and records have been maintained. We have not, however, carried out a detailed examination of the records to ascertain whether they are accurate or complete.

(vii) (a) The Company has been regular in depositing undisputed statutory dues including Provident fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Cess, Goods & Services Tax and other statutory dues with the appropriate authorities during the year. According to the information and explanations given to us, no undisputed amount payable in respect of the aforesaid dues were outstanding as at March 31, 2018 for a period of more than six months from the date of becoming payable.

(b) According to the information and explanations given to us, there are no dues of Sales Tax, Income Tax, Service Tax, Duty of Customs or Duty of Excise or Value Added Tax which have not been deposited on account of any dispute except as given in the statement attached herewith.

(viii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not defaulted in repayment of dues to the financial institution or banks. Further, the company has not obtained any borrowings by way of debentures.

(ix) The company has not raised any money by way of public issue / follow-on offer (including debt instruments). The Company has also not raised any term loans during the year. Hence clause 3(ix) of Companies (Auditors Report) Order 2016 is not applicable to the Company.

(x) According to the information and explanations given to us and to the best of our knowledge and belief no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(xi) The managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act, 2013.

(xii) The Company is not a Nidhi Company. Hence clause 3(xii) of Companies (Auditors Report) Order 2016 is not applicable to the Company.

(xiii) All transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 in so far as our examination of the proceedings of the meetings of the Audit Committee and Board of Directors are concerned. The details of related party transactions have been disclosed in the Standalone Ind AS Financial Statements as required by the applicable Accounting Standard.

(xiv) The company has not made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review and hence the clause 3(xiv) of the Companies (Auditors Report) Order, 2016 is not applicable to the Company.

(xv) The company has not entered into any non-cash transactions with directors or persons connected with him and hence the clause 3(xv) of the Companies (Auditors Report) Order, 2016 is not applicable to the Company.

(xvi) The nature of business and the activities of the Company are such that the Company is not required to obtain registration under section 45-IA of the Reserve Bank of India Act 1934.

For **NATVARLAL VEPARI & CO.**
Chartered Accountants
Firm Registration No.106971W

Rinku Ghatalia
Partner
Membership No. 133762

Mumbai,
Dated : May 24, 2018

ANNEXURE - B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Financial Statements of Manugraph India Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the Standalone Ind AS Financial Statement of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to Financial Statements.

Meaning of Internal Financial Controls with reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference to Financial Statements.

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

Opinion

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

For **NATVARLAL VEPARI & CO.**
Chartered Accountants
Firm Registration no.106971W

Rinku Ghatalia
Partner
Membership No. 133762

Mumbai,
Dated : May 24, 2018

Statement of Statutory Dues Outstanding on account of disputes as on March 31, 2018, Referred to in Para (vii)(b) of Annexure A to the Auditors' Report

Name of statute	Nature of dues	Amount (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Finance Act-1944 – Central excise act 1944.	Wrong credit of Service Tax received from Head Office(Input Service Distributor)	16.49	2008 to 2013	Superietendent of Central Excise, Panchganga Range, Kolhapur.
Central excise act 1944.	Wrong credit of Service Tax Credit claimed on Input Service Distributor	1.39	2014-15	Deputy Commissioner,Central Excise Kolhapur-II Div.
Central excise act 1944.	Wrong credit of Service Tax Credit claimed on Input Service Distributor	4.47	2015-16	Deputy Commissioner,Central Excise Kolhapur-II Div.
Central Excise Act. 1944	Excise duty on scrap generated at vendors end.	4.80	01-07-2007 to 30-11-2007	The Asstt. Commissioner, Central Excise Kolhapur- II.
Central Excise Act. 1944	Excise duty on sale of spares to related persons.	0.07	01-01-06 to 30-06-06	The Dy. Commissioner, Central Excise Kolhapur- II.
Central Excise Act. 1944	Excise duty on sale of spares to related persons.	0.03	01-06-05 to 31-12-05	The Asstt. Commissioner, Central Excise Kolhapur- II.
Central Excise Act. 1944	Excise duty on sale of spares to related persons.	0.12	01-07-06 to 30-11-06	The Asstt. Commissioner, Central Excise Kolhapur- II.
Central Excise Act. 1944	Excise duty on sale of spares to related persons.	0.05	01-12-06 to 30-06-2007	The Asstt. Commissioner, Central Excise Kolhapur- II.
Central Excise Act. 1944	Excise duty on sale of spares to related persons.	0.15	01-07-07 to 31-03-2008	The Asstt. Commissioner, Central Excise Kolhapur- II.

Name of statute	Nature of dues	Amount (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act. 1944	Duty Draw Back on Exported Goods.	3.90	01-09-10 to 30-09-10	The Joint Secretary, Govt. Of India, Ministry Of Finance, Department of Revenue, New Delhi. & The Dy. Comiissioner of Customs , DBK, JNCH, Nhava Sheva.
Central Excise Act. 1944	Duty Draw Back on Exported Goods.	4.83	01-12-10 to 31-12-10	The Joint Secretary, Govt. Of India, Ministry Of Finance, Department of Revenue, New Delhi.
Central Excise Act. 1944	Duty Draw Back on Exported Goods.	5.93	01-12-10 to 31-12-10	The Joint Secretary, Govt. Of India, Ministry Of Finance, Department of Revenue, New Delhi.
Finance Act 1994	Service Tax Credit on Out Ward Freight	0.03	February-2015 to October-2015	The Superintendent, Central Excise, Range-I, Kolhapur.
Income Tax Act 1961	Income tax Demand	4.38	A Y 2013-2014	Commissioner of Income Tax (A)

Balance Sheet as at 31st March, 2018

(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	Note Ref	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
I ASSETS				
1 Non-Current Assets				
(a) Property, Plant & Equipment	1	**9,912.62**	10,357.70	10,802.02
(b) Capital Work-in-Progress	1A	**-**	46.20	-
(c) Intangible Assets	1B	**185.03**	171.12	193.78
(d) Financial Assets				
(i) Investments	2	**1,265.71**	2,745.71	7,245.84
(ii) Loans	3	**365.74**	417.96	436.59
(iii) Other Financial Assets	4	**48.94**	49.33	48.77
(e) Other Non-Current Assets	5	**2,807.50**	3,332.35	3,579.91
Total Non-current Assets		**14,585.54**	17,120.37	22,306.91
2 Current Assets				
(a) Inventories	6	**7,769.90**	4,791.29	6,178.41
(b) Financial Assets				
(i) Investments	7	**4,755.42**	6,009.62	2,812.93
(ii) Trade Receivables	8	**1,797.00**	632.95	2,624.16
(iii) Cash and cash equivalents	9	**334.07**	942.84	1,180.76
(iv) Bank balances other than (iii) above	10	**56.01**	1,003.00	1,007.58
(v) Loans	3	**141.27**	147.40	145.83
(vi) Other Financial Assets	4	**20.48**	49.16	55.16
(c) Other current assets	5	**1,105.02**	240.86	430.52
(d) Non current Assets held for sale	11	**-**	-	34.70
Total Current Assets		**15,979.17**	13,817.12	14,470.05
TOTAL ASSETS		**30,564.71**	30,937.49	36,776.96
II EQUITY & LIABILITIES				
Equity				
(a) Equity share capital	12	**608.30**	608.30	608.30
(b) Other equity	13	**20,395.37**	22,474.79	27,237.59
Total equity		**21,003.67**	23,083.09	27,845.89
Liabilities				
1 Non-Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings		**-**	-	-
(ii) Other Financial Liabilities	14	**5.73**	8.05	7.80
(b) Provisions	15	**319.14**	358.49	310.46
(c) Deferred Tax Liabilities (Net)	16	**1,378.35**	1,184.76	1,082.65
Total Non-current Liabilities		**1,703.22**	1,551.30	1,400.91
2 Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	17	**252.10**	-	-
(ii) Trade Payables	18	**3,749.81**	2,291.09	2,124.71
(iii) Other Financial Liabilities	14	**474.26**	889.00	461.87
(b) Other Current Liabilities	19	**2,485.99**	2,137.31	3,810.48
(c) Provisions	15	**895.66**	985.70	1,133.10
Total Current Liabilities		**7,857.82**	6,303.10	7,530.16
Total Liabilities		**9,561.04**	7,854.40	8,931.07
TOTAL EQUITY AND LIABILITIES		**30,564.71**	30,937.49	36,776.96

The accompanying Notes form an integral part of the Financial Statements

As per our report of even date attached

For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

Rinku Ghatalia
Partner
M.No. 133762

Mumbai, Date: May 24, 2018

For and on behalf of the Board of Directors

Sanjay S. Shah Vice Chairman and Managing Director
DIN : 00248592

Pradeep S. Shah Managing Director
DIN : 00248692

Mihir V. Mehta
Company Secretary

Suresh Narayan
Chief Financial Officer

Mumbai, Date: May 24, 2018

Statement of Profit and Loss for the year ended 31st March, 2018

(All amounts are in ₹ Lakhs except EPS)

	Particulars	Note Ref	2017-18	2016-17
	Income			
I	Revenue from Operations	20	**18,923.15**	28,639.01
II	Other Income	21	**990.74**	666.66
III	Total Income (I + II)		**19,913.89**	29,305.67
IV	**Expenses**			
	Cost of Materials Consumed	22	**12,405.58**	14,008.52
	Purchase of Stock-in-Trade		**614.20**	-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	23	**(1,948.63)**	1,146.09
	Excise Duty		**456.25**	2,807.19
	Employee Benefit Expenses	24	**4,591.70**	6,070.56
	Finance Cost	25	**116.11**	67.16
	Depreciation & Amortisation Expense	26	**528.68**	611.55
	Other Expenses	27	**3,492.14**	4,620.72
	Total Expenses (IV)		**20,256.03**	29,331.79
V	Profit / (Loss) Before exceptional items and Tax (III - IV)		**(342.14)**	(26.12)
VI	Exceptional Items			
1)	Profit on sale of Non-current Asset held for sale		**-**	303.71
2)	Provision for impairment of investment in subsidiary		**(1,500.00)**	(4500.00)
VII	**Profit / (Loss) Before Tax (V - VI)**		**(1,842.14)**	(4222.41)
	1. Current Tax		**-**	55.46
	2. Deferred Tax		**193.59**	102.12
	3. Tax adjustment of previous years		**-**	15.58
VIII	Tax Expense		**193.59**	173.16
IX	**Profit / (Loss) for the period from continuing operations**		**(2035.73)**	(4395.57)
X	Profit/(Loss) from discontinued operations		**-**	-
XI	Tax Expense of discontinued operations		**-**	-
XII	Profit/(Loss) from Discontinued Operations after Tax		**-**	-
XIII	**Profit / (Loss) for the period (IX+XII)**		**(2,035.73)**	(4395.57)
	Other Comprehensive Income			
A	Item that will not be reclassified to Statement of Profit and Loss			
(i)	Remeasurement gain / (loss) on defined benefit plans		**139.35**	(1.74)
(ii)	Income tax relating to items that will not be reclassified to Statement of Profit and Loss		**-**	0.58
B	Item that will be reclassified to Statement of Profit and Loss		**-**	-
	Other Comprehensive Income for the year, net of tax		**139.35**	(1.16)
XIV	**Total Comprehensive Income for the year, net of tax**		**(1,896.38)**	(4,396.73)
XV	Earnings per Equity Share	29		
	Before exceptional items - Basic & Diluted (in ₹)		**(1.76)**	(0.66)
	After exceptional items - Basic & Diluted (in ₹)		**(6.69)**	(14.45)
	Par Value		**2.00**	2.00

The accompanying Notes form an integral part of the Financial Statements

As per our report of even date attached

For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

Rinku Ghatalia
Partner
M.No. 133762

Mumbai, Date: May 24, 2018

For and on behalf of the Board of Directors

Sanjay S. Shah Vice Chairman and Managing Director
DIN : 00248592

Pradeep S. Shah Managing Director
DIN : 00248692

Mihir V. Mehta
Company Secretary

Suresh Narayan
Chief Financial Officer

Mumbai, Date: May 24, 2018

Statement of Changes in Equity for the year ended March 31, 2018

(All amounts are in ₹ Lakhs unless otherwise stated)

Equity Share Capital

Particulars	No. of shares	Amount
Balance as at April 1, 2016	30,415,061	608.30
Changes in equity share capital during the year	-	-
Balance as at March 31, 2017	30,415,061	608.30
Changes in equity share capital during the year	-	-
Balance as at March 31, 2018	**30,415,061**	**608.30**

Particulars	Other Equity							
	Reserves and Surplus						Total Comprehensive Income	Total Other Equity
							Reclassified to P&L	
	Capital Reserve	Capital Reserve on Amalgamation	Capital Redemption Reserve	Security Premium Reserve	General Reserve	Retained Earnings	Other Items of OCI	
As at 1st April, 2016	70.00	128.00	110.58	2,145.06	9,225.00	15,558.95	-	27,237.59
Profit for the period	-	-	-	-	-	(4,395.57)	-	(4,395.57)
Dividend	-	-	-	-	-	304.15	-	304.15
Tax on Dividend	-	-	-	-	-	61.93	-	61.93
Actuarial gain/(loss) on gratuity (Net of tax thereon)	-	-	-	-	-	(1.16)	-	(1.16)
As at 31st March, 2017	70.00	128.00	110.58	2,145.06	9,225.00	10,796.14	-	22,474.79
Profit for the period	-	-	-	-	-	(2,035.73)	-	(2,035.73)
Dividend	-	-	-	-	-	152.08	-	152.08
Tax on Dividend	-	-	-	-	-	30.96	-	30.96
Actuarial gain/(loss) on gratuity (Net of tax thereon)	-	-	-	-	-	139.35	-	139.35
As at 31st March, 2018	**70.00**	**128.00**	**110.58**	**2,145.06**	**9,225.00**	**8,716.73**	**-**	**20,395.37**

As per our report of even date attached

For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

Rinku Ghatalia
Partner
M.No. 133762

Mumbai, Date: May 24, 2018

For and on behalf of the Board of Directors

Sanjay S. Shah — Vice Chairman and Managing Director
DIN : 00248592

Pradeep S. Shah — Managing Director
DIN : 00248692

Mihir V. Mehta
Company Secretary

Suresh Narayan
Chief Financial Officer

Mumbai, Date: May 24, 2018

Statement of Cash Flows for the year ended 31st March, 2018

(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	2017-18		2016-17	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit / (Loss) before tax		**(1,842.14)**		(4,222.41)
Add: Depreciation & Amortisation expense	**528.68**		611.55	
Finance Cost	**84.81**		12.39	
Provision for diminution of investment	**1,500.00**		4,500.00	
Actuarial Gain / (loss) on obligation	**139.35**		(1.74)	
Fixed assets scrapped	**13.77**		46.12	
Gain on disposal of assets	**(12.66)**		(307.28)	
Loss on disposal of investments	**-**		0.13	
Sundry debit balances written off	**21.33**		10.00	
Sundry credit balances appropriated	**(11.88)**		(32.23)	
Provision for gratuity	**(49.22)**		(135.00)	
Provision for earned leave wages	**(46.48)**		60.06	
Provision for warranty	**(33.68)**		(24.44)	
Dividend income	**(0.05)**		(0.05)	
Profit on sale of investments	**(149.29)**		(352.63)	
Net gain on financial assets measured at FVTPL	**(253.70)**		-	
Excess provision written back	**(407.02)**		-	
Interest received on deposits	**(112.21)**	**1,211.75**	(241.17)	4,145.71
Operating profit before working capital changes		**(630.39)**		(76.70)
Working capital changes				
Trade payable and other liabilities	**1,811.24**		(1,043.66)	
Inventory changes	**(2,978.61)**		1,387.12	
Trade receivables	**(1,185.38)**		1,981.21	
Loans & Advances	**(235.99)**	**(2,588.74)**	422.66	2,747.33
Cash generated from operations		**(3,219.13)**		2,670.63
Deduct: Direct taxes		**32.61**		23.46
Net cash from operating activities		**(3,251.74)**		2,647.17

Statement of Cash Flows for the year ended 31st March, 2018

(All amounts are in ₹ Lakhs unless otherwise stated)

	Particulars	2017-18		2016-17	
B	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of fixed assets including CWIP	**(124.99)**		(238.25)	
	Purchase of investments	**(11,273.70)**		(13,509.62)	
	Sale of fixed assets	**72.57**		308.62	
	Assets held for sale	**-**		34.70	
	Sale of investments	**12,910.88**		10,665.56	
	Dividend received	**0.05**		0.05	
	Other bank balances	**946.99**		4.58	
	Interest received	**128.91**		231.12	
	Net cash flow from investing activities		**2,660.71**		(2,503.24)
C	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Interest paid	**(84.81)**		(12.25)	
	Dividend paid including dividend tax	**(185.03)**		(369.60)	
	Borrowings during the year	**252.10**		-	
	Net cash flow from financing activities		**(17.74)**		(381.85)
	Net cash flow from Operating, Investing and Financing activities		**(608.77)**		(237.92)
	Cash and cash equivalents at the beginning of the year		**942.84**		1,180.76
	Add: Net cash flow from Operating, Investing and Financing activities		**(608.77)**		(237.92)
	Cash and cash equivalents at the end of the year		**334.07**		942.84

The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 - Statement of Cash Flows as notified under the Companies (Indian Accounting Standards) Rules, 2015.

As per our report of even date attached

For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

Rinku Ghatalia
Partner
M.No. 133762

Mumbai, Date: May 24, 2018

For and on behalf of the Board of Directors

Sanjay S. Shah — Vice Chairman and Managing Director
DIN : 00248592

Pradeep S. Shah — Managing Director
DIN : 00248692

Mihir V. Mehta
Company Secretary

Suresh Narayan
Chief Financial Officer

Mumbai, Date: May 24, 2018

Notes on financial statements for the year ended March 31, 2018

CORPORATE INFORMATION

Manugraph India Limited (hereinafter referred to as "MIL" or "the company") a public company domiciled in India, was incorporated under the provisions of the Companies Act, 1956 in the year 1972.

The company is the largest manufacturer of single width web-offset printing presses in India and has a significant share of the world market for its products. The manufacturing facilities are located at Kolhapur in India. The company has its in-house R&D facilities with a combined strength of over 50 engineers. The R&D facilities are recognized by Department of Scientific and Industrial Research – Ministry of Science and Technology, Government of India.

The financial statements of the company for the year ended March 31, 2018 were authorised for issue in accordance with the resolution passed at the meeting of the Board of Directors on Thursday, May 24, 2018.

SIGNIFICANT ACCOUNTING POLICIES

This Note provides a list of the significant Accounting Policies adopted by the Company in the preparation of these Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

i. Compliance with Ind-AS :

These financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The Financial Statements comply in all material respects with Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 [Companies (Indian Accounting Standards) Rules, 2015], as amended and other relevant provisions of the Act.

The financial statements for the year ended March 31, 2018 are the first Ind AS financial statements of the Company. The financial statements of March 31, 2017 have been restated to give effect of Ind AS and to arrive at comparable figures as that of March 31, 2017. Reconciliation and descriptions of the effect of the transition has been summarized in Note no. 33.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

ii. Current / Non-current classification

Any asset or liability is classified as current if it satisfies any of the following conditions:

a. the asset / liability is expected to be realised / settled in the Company's normal operating cycle;

b. the asset is intended for sale or consumption;

c. the asset / liability is held primarily for the purpose of trading;

d. the asset / liability is expected to be realized / settled within twelve months after the reporting period;

e. the asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date;

f. in the case of a liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current.

For the purpose of current / non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

iii. Historical cost convention:

The financial statements have been prepared on a historical cost basis except for the following:

- certain financial assets and liabilities that are measured at fair value
- certain assets and liabilities classified as held for sale that are measured at fair value less cost to sale.

Notes on financial statements for the year ended March 31, 2018

b) FOREIGN CURRENCY TRANSACTIONS

Functional and presentation currency

Items included in the Financial Statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The Financial Statements of the Company are presented in Indian Rupees (₹.), which is also the functional and presentation currency of the Company.

Transactions and balances

i) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

ii) Foreign currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date.

iii) Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

iv) Losses arising on account of transactions covered by forward contract is recognised over the period of the contract.

v) Monetary assets and liabilities at the end of the year are converted at the year end rate and the resultant gain or loss is accounted for in the Income Statement.

vi) The company has not used any derivative instrument except forward contracts which have been used for hedging the foreign currency exposure. The company does not undertake any speculative or trading activity through derivative instruments.

c) REVENUE RECOGNITION

i) Time of recognition: Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods, the amount of revenue can be measured reliably and it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the activities of the Company. This generally happens upon dispatch of the goods to customers, except for export sales which are recognised when significant risk and rewards are transferred to the buyer as per the terms of contract.

Revenue from services is accounted on percentage completion method and is recognised in the accounting period in which the services are rendered.

Eligible export incentives are recognised in the year in which the conditions precedent are met and there is no significant uncertainty about the collectability.

ii) Measurement of revenue: Revenue is measured at the fair value of the consideration received or receivable, after the deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the Government which are levied on sales such as Goods and Services Tax (GST). Revenue is presented net of GST, with an exception that for the comparative period ended 31st March, 2017 revenue has been presented inclusive excise duty, with excise duty is presented as expense as a separate line on the face of the Statement of Profit and Loss. Discounts given include rebates, price reductions and other incentives given to customers. No element of financing is deemed present as the sales are made with a payment term which is consistent with market practice.

iii) Revenue in respect of Insurance /other claims, commission etc. are recognised only when it is reasonably certain that the ultimate collection will be made.

iv) Interest income is recognised on time proportion basis using effective interest rate method.

v) Dividend income is recognised when the right to receive the same is established.

vi) Current investments are marked to market at the end of the relevant period and the resultant gains or losses are recognised in the Income statement.

d) INCOME TAXES

The income tax expense or credit for the period is the tax payable on the taxable income of the current period based on the applicable income tax rates adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Minimum Alternate Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid are recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set off against the normal tax liability. Such asset is reviewed at each Balance Sheet date.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. However, deferred tax liabilities are not recognised if they arise from the initial recognition of Goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit | (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the Balance Sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in Other Comprehensive Income or directly in equity. In this case, the tax is also recognised in Other Comprehensive Income or directly in equity, respectively.

e) LEASES

As a lessee:

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases for the lessor.

As regards land, where the lease term is for 99 years, and where the Company is lessee, the lease is considered as Finance Lease.

As a lessor:

Lease income from operating leases where the Company is a lessor is recognised as income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the Balance Sheet based on their nature. Leases of property, plant and equipment where the Company as a lessor has substantially transferred all the risks and rewards are classified as finance lease. Finance leases are capitalised at the inception of the lease at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rent receivables, net of interest income, are included in other financial assets. Each lease receipt is allocated between the asset and interest income. The interest income is recognised in the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the asset for each period.

Notes on financial statements for the year ended March 31, 2018

Under combined lease agreements, land and building are assessed individually. Lease rental attributable to the operating lease are charged to Statement of Profit and Loss as lease income whereas lease income attributable to finance lease is recognised as finance lease receivable and recognised on the basis of effective interest rate.

f) PROPERTY, PLANT AND EQUIPMENT

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Property, plant and equipment are stated at original cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Spare parts, stand-by equipment and servicing equipment are recognised as property, plant and equipment if they are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes and are expected to be used during more than one period.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date. Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as 'capital advances' under other non-current assets and the costs of assets not ready for the intended use before balance sheet date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that it increases the future economic benefits associated with the asset beyond the previously assessed standard of performance and these will flow to the Company and the cost of the item can be measured reliably.

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognised in the Statement of Profit and Loss. Assets to be disposed of are reported at the lower of the carrying value or the fair value less cost to sell, and depreciation ceases on such assets

The assets residual values, useful lives and methods of depreciation are reviewed at each financial year end, changes there in are considered as estimates and accordingly accounted for adjusted prospectively.

Cost of borrowing for assets taking substantial time to be ready for use is capitalised for the period upto the time the asset is ready to use.

Intangible assets are stated at cost of construction less accumulated amortised amount and accumulated impairment losses, if any

Transition to Ind AS:

On transition to Ind AS, the Company has exercised the option under Para D5 of Ind AS 101 , First Time Adoption of Indian Accounting Standards (Ind AS 101), and elected to measure certain land at fair value and as regards other items of property, plant and equipment, they were accounted for (retrospectively) as per Ind AS .

DEPRECIATION

Tangible Fixed Assets: Depreciation on all assets of the Company is charged on straight line method over the useful life of assets at the rates and in the manner provided in Schedule II of the Companies Act 2013 for the proportionate period of use during the year.

The Company depreciates its property, plant and equipment over the useful life in the manner prescribed in Schedule II to the Act, and management believe that useful life of assets are same as those prescribed in Schedule II to the Act.

The residual values are not more than 5% of the original cost of the asset.

The residual values, useful lives and method of depreciation of property, plant and equipment is reviewed at each financial year end, changes there in are considered as change in an estimate and accordingly accounted for prospectively.

g) INTANGIBLE FIXED ASSETS

Intangible assets are amortized by straight line method over the estimated useful life of such assets. The useful life is estimated based on the evaluation of future economic benefits expected of such assets. The amortisation period and amortisation method and useful life are reviewed atleast at each financial year end. If the expected useful life of assets is significantly different from previous estimates, the amortisation period is changed accordingly.

Computer Software includes enterprise resource planning project and other cost relating to software which provides significant future economic benefits. These costs comprise of license fees and cost of system integration services.

Development expenditure qualifying as an intangible asset, if any, is capitalised, to be amortised over the economic life of the product / patent.

Intangible assets are stated at cost less accumulated amortization and impairment, if any. Intangible assets are amortized by straight line method over the estimated useful life of such assets.

h) IMPAIRMENT OF ASSETS

The carrying amounts of assets are reviewed at each Balance Sheet date to assess if there is any indication of impairment based on internal / external factors. An impairment loss on such assessment will be recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of the assets is net selling price or value in use, whichever is higher. While assessing value in use, the estimated future cash flows are discounted to the present value by using weighted average cost of capital. A previously recognised impairment loss is further provided or reversed depending on changes in the circumstances and to the extent that carrying amount of the assets does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised. An impairment loss is charged to the Income statement in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

Goodwill, intangible assets having indefinite useful life and intangible assets currently not in use by the company are tested for impairment annually and also whenever there are indicators of impairments.

Reversal of impairment of Goodwill is not recognized.

i) CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash in hand, cash in bank, cheques on hand, demand deposits with bank and other short-term (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

j) TRADE RECEIVABLE

Trade receivables are initially recognised as per Ind AS 18 'Revenue' and these assets are held at amortised cost.

k) TRADE AND OTHER PAYABLES

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

l) INVENTORIES

Raw materials and components, packing materials, purchased finished goods, work-in-progress, finished goods manufactured, fuel, stores and spares other than specific spares for machinery are valued at cost or net realisable value whichever is lower. Cost of inventories is ascertained on the weighted average basis.

Work -in -Progress include the cost of purchase, appropriate share of cost of conversion and other overhead incurred in bringing the inventory to its present location and condition and measured at lower of cost or net realisable value

'Cost' comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventory to the present location and condition. Due allowances are made for slow moving and obsolete inventories based on estimates made by the Company.

Finished products are valued at lower of cost and net realisable value Cost is computed including Material, Labour and Overheads related to the manufacturing operations.

Items such as spare parts, stand-by equipment and servicing equipment which is not property, plant and machinery gets classified as inventory.

Notes on financial statements for the year ended March 31, 2018

m) FINANCIAL INSTRUMENTS

Classification

The company classifies its financial assets in the following measurement categories:

i) Those to be measured subsequently at fair value (either through Other Comprehensive Income, or through profit or loss)

ii) Those to be measured at amortised cost

The classification depends upon the business model of the entity for managing financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or Other Comprehensive Income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through Other Comprehensive Income.

Initial recognition and measurement

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not carried at fair value through profit or loss are added to the fair value on initial recognition. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss.

Subsequent measurement

After initial recognition, financial assets are measured at:

i) Fair Value (either through Other Comprehensive Income (FVOCI) or through profit or loss (FVTPL) or

ii) Amortised cost

Non-derivative financial instruments

i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, using the Effective Interest Rate (EIR) method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

ii) Financial assets at fair value through other comprehensive income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Fair value movements are recognised in the Other Comprehensive Income (OCI). The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income. On de-recognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

iii) Financial assets at fair value through profit or loss (FVTPL)

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Financial liabilities

i) Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

ii) Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities are initially measured at the fair value.

iii) Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

iv) De-recognition

A financial liability is de-recognised when the obligation specified in the contract is discharged, cancelled or expires.

Investment in subsidiaries

Investments in subsidiary companies are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiary companies the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

Derivative financial instruments

The Company holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

Derecognition of financial instruments

A financial asset is de-recognised only when

i) The Company has transferred the rights to receive cash flows from the financial asset or

ii) Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Impairment

Financial assets

The Company recognizes loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, ECLs are measured at an amount equal to 12-month ECL, unless there has been a significant increase in credit risk for initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

Non financial assets

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

n) OFFSETTING FINANCIAL INSTRUMENTS

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the

Notes on financial statements for the year ended March 31, 2018

liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

o) BORROWING COSTS

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

p) PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each year end and reflect the best current estimate. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provision for Product related warranty costs is based on the claims received upto the year end as well as the management estimates of further liability to be incurred in this regard during the warranty period, computed on the basis of past trend of such claims.

Provisions are measured at the present value of Management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

q) EMPLOYEE BENEFITS

Short Term Employee Benefits

All Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which employee renders the related service except leave encashment.

Other Long-Term Employee Benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the Balance Sheet date, determined based on actuarial valuation using Projected Unit Credit Method. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government Securities as at the Balance Sheet date.

Defined Contribution Plans

Defined contribution fund are government administered provident fund scheme, employee state insurance scheme for all employees. Company also contributes towards a Superannuation fund administered by the Employees Welfare trust. This scheme is funded with an insurance company in the form of a qualifying insurance policy and other permissible securities. The Company's contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the financial year to which they relate.

Defined Benefit Gratuity Plan

The Company's gratuity benefit scheme is a defined benefit retirement plan covering eligible employees. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government Securities as at the Balance Sheet date.

Actuarial gains and losses are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Past service cost is recognised in the statement of profit and loss in the period of plan amendment.

r) EARNINGS PER SHARE

Basic earnings per share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed by dividing net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares unless the results would be anti - dilutive. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

s) EXCEPTIONAL ITEMS

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the company is such that its disclosure improves the understanding of the performance of the company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

t) FAIR VALUE MEASUREMENT

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.

u) STATEMENT OF CASH FLOW

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

v) DIVIDENDS

The final dividend on shares is recorded as a liability on the date of approval by shareholders, and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

w) RESEARCH AND DEVELOPMENT EXPENDITURE

Research expenditure on research and development is charged to profit and loss in the year in which it is incurred. Capital expenditure on research and development is included in additions to property, plant and equipment under appropriate heads.

x) OTHER INCOME

Other income is comprised primarily of interest income, dividend income, gain / loss on investments and exchange gain / loss on forward and options contracts and on translation of other assets and liabilities. Interest income is recognized using the effective interest rate method on accrual basis. Dividend income is recognized when right to receive payment is established

CRITICAL ESTIMATES AND JUDGEMENTS

Preparation of the Financial Statements requires use of accounting estimates which, by definition, will seldom equal the actual results. This Note provides an overview of the areas that involved a higher degree of judgements or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Financial Statements. Difference between the actual results and estimates are recognised in the period in which the results are known.

The areas involving critical estimates or judgements are:

- Estimation of useful life of tangible assets: Note (g)

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

The accompanying Notes form an integral part of the Financial Statements

(All amounts are in ₹ Lakhs unless otherwise stated)

1: Property, Plant & Equipment

Particulars	Freehold land	Land under Finance Lease	Buildings	Plant, Machinery & Equipment	Computers	Other Equipments	Furniture & fittings	Vehicles	Research and Development			Total
									Gauges & Instruments	Computers	Prototype Machine	
Gross Block												
As at April 01, 2016	14.69	7,407.00	2,176.48	10,499.32	295.83	309.26	485.24	387.10	42.10	28.92	549.92	22,195.86
Additions	-	-	-	75.71	14.37	2.39	5.63	39.87	-	15.19	35.70	188.86
Disposals	-	-	0.24	1,124.99	18.90	37.94	115.09	4.40	-	0.87	-	1,302.43
As at March 31, 2017	14.69	7,407.00	2,176.24	9,450.04	291.30	273.71	375.78	422.57	42.10	43.24	585.62	21,082.29
Additions	-	-	5.88	31.90	7.37	-	0.02	46.20	-	-	-	91.37
Disposals	-	-	-	526.46	9.50	13.17	0.38	33.55	-	1.11	-	584.17
As at March 31, 2018	**14.69**	**7,407.00**	**2,182.12**	**8,955.48**	**289.17**	**260.54**	**375.42**	**435.22**	**42.10**	**42.13**	**585.62**	**20,589.49**
Depreciation / Amortisation												
As at April 01, 2016	-	-	942.07	8,829.35	251.16	265.46	425.75	205.31	38.54	25.82	410.38	11,393.84
Charge for the year	-	-	54.06	420.22	17.18	14.70	19.65	44.53	0.57	3.27	14.47	588.65
Disposals	-	-	0.22	1,084.59	18.60	37.02	112.40	4.20	-	0.87	-	1,257.90
As at March 31, 2017	-	-	995.91	8,164.98	249.74	243.14	333.00	245.64	39.11	28.22	424.85	10,724.59
Charge for the year	-	-	53.04	344.63	17.20	6.26	14.09	51.19	0.57	5.36	16.63	508.97
Disposals	-	-	-	501.10	9.50	12.75	0.36	31.87	-	1.11	-	556.69
As at March 31, 2018	**-**	**-**	**1,048.95**	**8,008.51**	**257.44**	**236.65**	**346.73**	**264.96**	**39.68**	**32.47**	**441.48**	**10,676.87**
Net Block												
As at March 31, 2017	14.69	7,407.00	1,180.33	1,285.06	41.56	30.57	42.78	176.93	2.99	15.02	160.77	10,357.70
As at March 31, 2018	**14.69**	**7,407.00**	**1,133.17**	**946.97**	**31.73**	**23.89**	**28.69**	**170.26**	**2.42**	**9.66**	**144.14**	**9,912.62**

Land under finance lease has been revalued on the date of transition and the fair value is considered as the deemed cost per para D5 of Ind AS 101. Rest all items of Property, Plant and Equipment have been accounted as per Ind AS.

Except the office premises in Ahmedabad, all the items of Property, Plant & Equipment are hypothecated to bank for availing credit facilities.

The accompanying Notes form an integral part of the Financial Statements

(All amounts are in ₹ Lakhs unless otherwise stated)

Note 1A: Capital Work In Process

Particulars	**Capital work in process**
Capital Work in Process	
Cost	
As at April 01, 2016	-
Additions	46.20
Disposals / capitalised	-
As at March 31, 2017	46.20
Additions	-
Disposals / capitalised	46.20
As at March 31, 2018	**-**

Note 1B: Intangible assets

Particulars	Technical Documentation & Know How	Computer Software	R & D Software	Total
Gross Block				
As at April 01, 2016	129.82	47.59	16.39	193.80
Additions	-	3.18	-	3.18
Disposals	-	5.85	0.16	6.01
As at March 31, 2017	129.82	44.92	16.23	190.97
Additions	33.62	-	-	33.62
Disposals	-	-	-	-
As at March 31, 2018	**163.44**	**44.92**	**16.23**	**224.59**
Depreciation / Amortization				
As at April 01, 2016	-	-	-	-
Charge for the year	4.57	11.27	7.07	22.90
Disposals	-	2.90	0.16	3.06
As at March 31, 2017	4.57	8.37	6.91	19.84
Charge for the year	5.93	10.57	3.21	19.71
Disposals	-	-	-	-
As at March 31, 2018	**10.50**	**18.94**	**10.12**	**39.55**
Net Block				
As at March 31, 2017	125.25	36.55	9.32	171.12
As at March 31, 2018	**152.94**	**25.98**	**6.11**	**185.03**

In case of Intangible assets, the previous GAAP carrying value figures have been considered as deemed cost on the date of transition.

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

2 Non-Current Investments

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Nos.		Nos.		Nos.	
Unquoted Equity Shares						
a) Investment in equity instruments of Subsidiary company measured at cost						
Constrad Agencies (Bombay) Private Ltd.	**25,000**	**198.47**	5,000	178.47	5,000	178.47
(shares of ₹ 100/- each)						
Manugraph Americas Inc, USA	**388,290**	**9,197.51**	388,290	9,197.51	388,290	9,197.51
(shares of US$ 0.01 each)						
Manugraph Americas Inc, USA - 2% Redeemable, Non Cumulative Convertible Preferred Stock	**100,000**	**3,869.23**	100,000	3,869.23	100,000	3,869.23
(shares of US$ 0.01 each)						
		13,265.21		13,245.21		13,245.21
Less - Aggregate amount of impairment in value of investments		**12,000.00**		10,500.00		6,000.00
Sub-total (a)		**1,265.21**		2,745.21		7,245.21
b) Investment in equity instruments of Other Company measured at FVTPL						
Manugraph Securities and Finance Private Limited (unquoted)	**-**	**-**	-	-	250.00	0.03
Shree Warna Sahakari Bank Limited	**2000**	**0.50**	2000	0.50	2000	0.50
(Unquoted) (shares of ₹ 25/- each)						
Sub-total (b)		**0.50**		0.50		0.53
Investment in Government securities at amortised cost (unquoted)						
6 years National Savings Certificates - VIII issue		**-**		-		0.10
Sub-total (c)		**-**		-		0.10
Total (a+b+c)		**1,265.71**		2,745.71		7,245.84

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
a) Aggregate of quoted investments			
- Cost	**-**	-	-
- Market Value	**-**	-	-
b) Aggregate of unquoted investments	**1,265.71**	2,745.71	7,245.84

(All amounts are in ₹ Lakhs unless otherwise stated)

i Pursuant to the court monitored liquidation proceedings of Manugraph Americas Inc., the Company has reassessed the impairment of investment in Manugraph Americas Inc. The Company has received report on the fair valuation of the land and building pending disposal. The other assets have been disposed off and the financial statements of the said Manugraph Americas Inc. is prepared on realisable basis. Based on the reassessment of the residual value to equity holders, the Company has made a further provision of ₹ 1,500 Lakhs (PY 4,500 Lakhs) during the current year resulting in aggregate provision of ₹ 12,000 Lakhs.

ii Manugraph Securities and Finance Limited has been struck off from the records of MCA and accordingly the investment has been written off during the previous year.

iii 6 years National Savings Certificates - VIII Issue have been written off during the previous year.

iv The investment in Manugraph Americas Inc. includes 116,968 equity shares which have been pledged with the bankers for credit facilities availed by the subsidiary Manugraph Americas Inc.

v **Details of investments in subsidiaries:**

Constrad Agencies (Bombay) Pvt. Ltd.

Constrad Agencies (Bombay) Pvt. Ltd. ('Constrad') owned part of the property in Sidhwa House. As a part of the transaction to purchase this property, Constrad became a wholly owned subsidiary of the company on 01.04.2002.

Manugraph Americas Inc., USA

During the financial year 2006-07, the Company acquired Dauphin Graphics Machines Inc., a company in the United States of America at a cost of US$ 19.20 million to enter the American market. Thereafter, it became a wholly owned subsidiary of the Company and its name was changed to Manugraph DGM Inc. w.e.f. November 13, 2006. The name was changed to Manugraph Americas Inc. on Nov 5, 2012. The subsidiary was No. 1 in the US market in four page segment complementing the Company's product range. Manugraph Americas Inc. has on June 01, 2017 applied for bankruptcy proceeding under Chapter XI in the U.S. court. Since then it has entered into court monitored liquidation.

3 Loans

(Unsecured considered good unless otherwise stated)

Particulars	**As at 31st March, 2018**		As at 31st March, 2017		As at 1st April, 2016	
	Non-current	**Current**	Non-current	Current	Non-current	Current
Loan to subsidiary company	**-**	**-**	3.04	-	2.77	-
Staff loans	**365.74**	**141.27**	414.92	147.40	433.82	145.83
Total	**365.74**	**141.27**	417.96	147.40	436.59	145.83

a) Loan to wholly owned subsidiary represents loan to Constrad Agencies (Bombay) Pvt. Ltd.

b) Details of loans and advances in the nature of loan to subsidiaries, associates etc. as required under Schedule V(A) (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Company and Relationship	**2017-18**		2016-17	
	As at 31.3.18	**Maximum outstanding**	As at 31.3.17	Maximum outstanding
Constrad Agencies (Bombay) Private Limited, 100% subsidiary	**-**	**3.24**	3.04	3.04

c) Investment by the loanee in the shares of the Company:

Loanee has, per se, not made investments in the shares of the Company.

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

4 Other Financial Assets

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Non-current	**Current**	Non-current	Current	Non-current	Current
Sundry deposits - measured at amortised cost	**48.39**	**-**	48.78	22.13	48.22	-
Interest accrued on bank deposits	**-**	**2.77**	-	19.47	-	9.42
Other receivables	**0.55**	**17.71**	0.55	7.56	0.55	45.74
Total	**48.94**	**20.48**	49.33	49.16	48.77	55.16

5 Other Assets

(Unsecured considered good unless otherwise stated)

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Non-current	**Current**	Non-current	Current	Non-current	Current
Vat refund receivable	**1,584.01**	**-**	1,948.93	-	2,323.71	-
Balance with Revenue Authorities	**19.47**	**484.28**	20.15	99.72	26.49	186.58
Advances for expenses	**5.56**	**80.54**	3.46	78.99	2.86	102.55
Advance to suppliers	**-**	**498.15**	-	59.14	-	76.28
Export incentive receivables	**-**	**35.70**	-	-	-	43.15
Capital advance	**-**	**-**	193.97	-	13.86	-
MEIS License in hand	**-**	**6.34**	-	3.01	-	21.96
Taxes paid net of provisions	**1,198.46**	**-**	1,165.84	-	1,212.99	-
Total	**2,807.50**	**1,105.02**	3,332.35	240.86	3,579.91	430.52

6 Inventories

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
Raw Material						
- In hand	**1,961.26**		979.76		1,170.44	
- In transit	**13.35**	**1,974.61**	0.45	980.21	12.80	1,183.24
Work In Progress		**3,499.29**		1,865.53		2,897.51
Stores & Spares		**117.90**		91.67		101.05
Loose Tools (Consumable)		**74.63**		65.28		63.70
Manufactured components		**2,103.47**		1,788.60		1,932.91
Total		**7,769.90**		4,791.29		6,178.41

All the above inventories are hypothecated to the lenders as security towards working capital facilities.

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

The disclosure of inventories recognised as an expense in accordance with paragraph 36 of Ind AS 2 is as follows:

Particulars	**As at 31st March, 2018**	As at 31st March, 2017
(i) Amount of inventories recognised as an expense during the period.	**11,327.60**	15,552.23
(ii) Amount of write - down of inventories recognised as an expense during the period.	**26.11**	-
Total	**11,353.72**	15,552.23

7 Current Investments

Particulars	**As at 31st March, 2018**		As at 31st March, 2017		As at 1st April, 2016	
	Nos.		Nos.		Nos.	
Investments in Mutual Funds (Quoted)						
Investments at fair value through P&L (fully paid)						
SBI Premier Liquid Fund - Regular Plan	**-**	**-**	-	-	12,680	301.30
UTI Treasury Advantage Fund - Inst. Plan	**-**	**-**	-	-	24,340	502.41
HDFC Floating Rate Income Fund - STP	**-**	**-**	-	-	1,543,722	402.04
Kotak Floater Short term - Direct - Growth	**-**	**-**	37,500	1,001.01	-	-
ICICI Pru. Liquid Plan - Direct - Growth	**-**	**-**	416,152	1,001.75	-	-
Birla Sun Life Cash Plus - Growth	**-**	**-**	307,592	801.32	-	-
Birla Sun Life Cash Plus - Growth - Direct	**-**	**-**	268,328	701.16	-	-
HDFC Liquid Fund - Regular Plan - Growth	**-**	**-**	31,306	1,001.69	-	-
SBI Treasury Advantage Fund - Growth	**27,161**	**537.32**	27,161	501.72	-	-
Tata Liquid Fund - Regular Plan - Growth	**-**	**-**	33,478	1,000.97	-	-
HDFC Short Term Opportunities Fund - Growth	**-**	**-**	-	-	1,821,328	300.88
Tata Short Term Bond Fund - Growth	**-**	**-**	-	-	1,782,665	502.02
Birla Sun Life Saving Fund Regular - Growth	**249,430**	**852.82**	-	-	274,627	804.28
Birla Sun Life Saving Fund Direct - Growth	**217,221**	**747.08**	-	-	-	-
ICICI Pru. Flexible Income Plan - Growth	**318,051**	**1,065.13**	-	-	-	-
Kotak Low Duration Fund Direct - Growth	**24,441**	**535.48**	-	-	-	-
Franklin India Low Duration Fund - Growth	**2,550,227**	**509.42**	-	-	-	-
ICICI Pru. Regular Saving Fund - Growth	**2,737,356**	**508.18**	-	-	-	-
Total	**6,123,887**	**4,755.42**	1,121,517	6,009.62	5,459,362	2,812.93

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
a) Aggregate of quoted investments			
- Book Value	**4,755.42**	6,009.62	2,812.93
- Market Value	**4,755.42**	6,009.62	2,812.93
b) Aggregate of unquoted investments	**-**	-	-

8 Trade receivables - Current

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
(Unsecured, Considered good, at amortised cost)			
Related Parties (refer note 31)	**234.34**	3.99	1,308.64
Others	**1,562.66**	628.96	1,315.52
Total	**1,797.00**	632.95	2,624.16

The Company takes a significant advance for its machine and has no history of any significant defaults from the customers end in payment of the sale consideration and therefore has no history of expected credit loss.

9 Cash and cash equivalents

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
i) Balances with bank						
With scheduled banks						
In current accounts	**321.09**		418.10		279.10	
In cash credit accounts	**-**	**321.09**	514.79	932.90	862.92	1,142.02
ii) Funds in transit		**-**		-		22.82
iii) Cash on hand		**12.98**		9.94		15.92
Total		**334.07**		942.84		1,180.76

10 Bank balances other than cash & cash equivalents

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
Other Bank Balances						
In fixed deposit accounts (as margin money)	**15.26**		960.26		961.31	
In unclaimed dividend accounts	**40.75**		42.74		46.27	
Total		**56.01**		1,003.00		1,007.58

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

11 Non-current assets held for sale

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
Lease-hold land	-		-		7.64	
Buildings	-		-		26.36	
Furniture and fixtures	-	-	-	-	0.71	34.70
Total		-		-		34.70

12 Equity Share Capital

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Nos.		Nos.		Nos.	
Authorised Capital:						
Equity shares of ₹ 2 each	**98,500,000**	**1,970.00**	98,500,000	1,970.00	98,500,000	1,970.00
Preference shares of ₹100 each	**10,000**	**10.00**	10,000	10.00	10,000	10.00
Unclassified shares of ₹100 each	**20,000**	**20.00**	20,000	20.00	20,000	20.00
Redeemable preference shares of ₹100 each	**350,000**	**350.00**	350,000	350.00	350,000	350.00
Total		**2,350.00**		2,350.00		2,350.00

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Nos.		Nos.		Nos.	
Issued, Subscribed And Paid up Capital:						
Equity shares of ₹ 2 each	**30,415,061**	**608.30**	30,415,061	608.30	30,415,061	608.30
Total	**30,415,061**	**608.30**	30,415,061	608.30	30,415,061	608.30

a) The Company has not issued any bonus shares during the last five years.

b) Details of Shareholding in excess of 5%

Name of Shareholder	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Number of shares held	**%**	Number of shares held	%	Number of shares held	%
Multigraph Machinery Co. Ltd.	**5,935,027**	**19.51**	5,955,027	19.58	5,955,027	19.58
Sanat Manilal Shah	**1,484,709**	**4.88**	1,484,709	4.88	2,491,209	8.19
Pradeep Sanat Shah	**1,765,721**	**5.81**	1,765,721	5.81	1,765,721	5.81
Santsu Finance & Investment Pvt. Ltd.	**2,537,000**	**8.34**	2,537,000	8.34	1,905,500	6.26
Manu Enterprises Ltd.	**2,316,500**	**7.62**	2,316,500	7.62	1,941,500	6.38
Reliance Capital Trustee Co. Ltd.	**-**	**-**	-	-	1,709,978	5.62
Total	**14,038,957**	**46.16**	14,058,957	46.23	15,768,935	51.84

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

c) Reconciliation of the equity shares outstanding at the beginning and at the end of the year.

Particulars	**As at 31st March, 2018**		As at 31st March, 2017		As at 1st April, 2016	
	Nos.		Nos.		Nos.	
Issued, Subscribed And Paid up Capital:						
At the beginning of the year	**30,415,061**	**608.30**	30,415,061	608.30	30,415,061	608.30
Issued during the period	**-**	**-**	-	-	-	-
Outstanding at the end of the year	**30,415,061**	**608.30**	30,415,061	608.30	30,415,061	608.30

d) The Company has only one class of shares issued and paid-up capital referred to as equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share.

e) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after payment of all external liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

13 Other Equity

	Particulars	**As at 31st March, 2018**		As at 31st March, 2017		As at 1st April, 2016	
i)	Capital Reserve		**70.00**		70.00		70.00
ii)	Capital Reserve - On Amalgamation		**128.00**		128.00		128.00
iii)	Capital Redemption Reserve		**110.58**		110.58		110.58
iv)	Securities Premium Account		**2,145.06**		2,145.06		2,145.06
v)	General Reserve		**9,225.00**		9,225.00		9,225.00
vi)	Retained earnings						
	Balance at the beginning of the year	**10,796.14**		15,558.95		9,100.63	
	Profit for the period	**(2,035.73)**		(4,395.57)		(948.68)	
	Dividend	**(152.08)**		(304.15)		-	
	Tax on Dividend	**(30.96)**		(61.93)		-	
	Revaluation of PPE	**-**		-		7,407.00	
	Actuarial gain/(loss) on gratuity (Net of tax thereon)	**139.35**		(1.16)		-	
	Balance at the end of the year		**8,716.72**		10,796.14		15,558.95
Total Other Equity			**20,395.36**		22,474.79		27,237.59

a) The General Reserve has been created in accordance with the requirements of the Companies (Transfer of Profit to Reserve) Rules, 1975.

b) Securities premium account is used to record the premium on issue of shares. The reserve will be utilised in accordance with the provisions of the Act.

c) The Board of Directors at their meeting held on May 24, 2018 has recommended dividend at ₹ 0.60 per equity share which is subject to shareholders approval at the Annual General meeting. The total payment on this account on approval by the members would be ₹ 220.68 Lakhs including dividend distribution tax thereon.

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

14 Other Financial Liabilities

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Non-current	Current	Non-current	Current	Non-current	Current
Others						
Unclaimed dividends	**-**	**40.75**	-	42.74	-	46.27
Other Liabilities	**-**	**429.24**	1.32	845.94	1.32	406.18
Payable for capital goods	**-**	**4.27**	-	0.32	-	9.42
Security Deposits	**5.73**	**-**	6.73	-	6.48	-
Total	**5.73**	**474.26**	8.05	889.00	7.80	461.87

15 Provisions

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Non-current	Current	Non-current	Current	Non-current	Current
For employees benefits						
Provision for earned leave wages	**319.14**	**56.70**	358.49	63.83	310.46	51.80
Provision for Gratuity	**-**	**767.34**	-	816.56	-	951.56
Others						
Provision for Warranty	**-**	**71.62**	-	105.30	-	129.74
Total	**319.14**	**895.66**	358.49	985.70	310.46	1,133.10

a. The disclosure of provisions movement as required by Ind AS 37 is as follows:-

Particulars	Opening Balance	Additions during the year	Amt. Paid / Reversed during the year	Closing Balance
Warranty Expenses	105.30	63.16	96.84	71.62
(Previous year 2016-17)	129.74	57.03	81.47	105.30
(Previous year 2015-16)	81.68	114.85	66.79	129.74

b. Disclosure in accordance with Ind AS – 19 "Employee Benefits", of the Companies (Indian Accounting Standards) Rules, 2015.

Gratuity

The company provides gratuity to all employees. The benefit is in the form of lumpsum payments to vested employees on resignation, retirement, death while in employment or on termination of employment of an amount equivalent to 15 days basic salary and dearness allowance for each completed year of service. Vesting occurs upon completion of five years of service. The company makes annual contributions to fund administered by trustees and managed by Life Insurance Corporation of India, for amounts notified by it. The gratuity benefit is a defined benefit plan."

Particulars	As at 31st March, 2018	As at 1st April, 2017
Expense recognised in Statement of Profit & Loss		
Current Service cost	**97.57**	93.91
Interest expense	**194.47**	173.72
Expected Return on Plan Assets	**(133.64)**	(106.03)
Past Service Cost	**85.22**	105.87
Total	**243.63**	267.47

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	As at 31st March, 2018	As at 1st April, 2017
Expense recognised in Other Comprehensive Income		
Return on plan assets (Greater)/Less than Discount Rate	**-**	-
Actuarial (Gain)/Loss due to Experience on DBO	**(139.35)**	1.74
Total	**(139.35)**	1.74
Present value of funded defined benefit obligation		
Fair value of Plan assets	**1,927.89**	1,762.57
Funded Status	**2,695.22**	2,579.13
Net defined benefit (Asset) / Liability	**(767.33)**	(816.56)
Movements in present value of defined benefit obligation		
Present value of defined benefit obligation at the beginning of the year	**2,579.13**	2,296.82
Current Service Cost	**97.57**	93.91
Interest Cost	**194.47**	173.72
Past Service Cost	**85.22**	105.87
Actuarial (Gain)/Loss	**(148.76)**	20.45
Benefits paid from the fund	**(112.41)**	(111.64)
Present value of defined benefit obligation at the end of the year	**2,695.22**	2,579.13
Movements in fair value of the plan assets are as follows		
Opening fair value of plan assets	**1,762.57**	1,345.26
Expected returns on plan assets	**133.64**	106.03
Remeasurement (Gains)/Losses:		
Actuarial (Gain)/Loss on plan assets	**(9.41)**	18.71
Contribution from Employer	**153.50**	404.21
Benefits paid	**(112.41)**	(111.64)
Benefit paid but pending claim	**-**	-
Closing fair value of the plan asset	**1,927.89**	1,762.57
Remeasurement effect recognised on Other Comprehensive Income		
Actuarial (Gain)/Loss arising from experience adjustments	**(148.76)**	20.45
Actuarial (Gain)/Loss on plan assets	**(9.41)**	18.71
Total Actuarial (Gain)/Loss included in OCI	**(139.35)**	1.74

(All amounts are in ₹ Lakhs unless otherwise stated)

The principal assumptions used as at the balance sheet date, for purpose of actuarial valuations were as follows:

Particulars	As at 31st March, 2018	As at 1st April, 2017
Break-up of Plan Assets		
Category of assets as at the end of the year		
Insurer Managed Funds	**100%**	100%
(Fund is Managed by LIC as per IRDA guidelines, category-wise composition of the plan assets is not available.)		
Assumptions		
Discount rate	**7.60%**	7.95%
Salary escalation rate (annual)	**4.00%**	4.00%
Demographic Assumptions		
Mortality Rate	Indian Asurred Lives Mortality (2006-08) Ultimate	
Withdrawal Rate	**2.00%**	2.00%
Retirement age	**60**	60

The rate used to discount post-employment benefit obligations is determined by reference to market yields at the end of the reporting period on government bonds.

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality.

The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of reporting period, while holding all other assumptions constant.

Defined Benefit Obligation		
Discount rate		
a. Discount rate + 100 basis points	**2,529.26**	2,419.30
b. Discount rate - 100 basis points	**2,860.64**	2,762.22
Salary growth rate		
a. Rate + 100 basis points	**2,863.07**	2,741.85
b. Rate - 100 basis points	**2,524.16**	2,429.33
Withdrawal rate		
a. Rate + 100 basis points	**2,693.70**	2,591.08
b. Rate - 100 basis points	**2,680.08**	2,572.89

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would clear in isolation of one another as some of the assumptions may be correlated.

Further more, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

Risks associated with defined benefit plan

Gratuity is defined benefit plan and the Company is exposed to the following risks:

(i) Actuarial risk

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons: Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected. Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity Benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate. Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date."

(ii) Investment Risk

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period."

(iii) Liquidity Risk

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cashflows."

(iv) Market Risk

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date."

(v) Legislative Risk

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

Note : Experience adjustment information is not available and hence not disclosed.

16 Deferred Tax Liability / (Asset)

Particulars	**As at 31st March, 2018**		As at 31st March, 2017		As at 1st April, 2016	
Deferred tax liability on account of						
Book base and tax base of PPE	**1,690.74**		1,758.63		1,780.09	
Unrealised gain on current investments	**78.92**	**1,769.66**	3.18	1,761.81	4.28	1,784.36
Deferred tax Assets on account of						
Tax Disallowance	**391.31**		542.07		658.57	
Provision for warranty expenses	**-**		34.82		42.90	
Difference between cost and fair value of loan to subsidiary	**-**	**391.31**	0.15	577.04	0.24	701.71
Net deferred tax liability / (asset)		**1,378.35**		1,184.76		1,082.65

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

17 Borrowings

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Non-current	Current	Non-current	Current	Non-current	Current
Secured Loans:						
Cash credit account with State Bank of India	**-**	**252.10**	-	-	-	-
Total borrowings	**-**	**252.10**	-	-	-	-

Secured by hypothecation of stock-in-trade, stores, book-debts and other receivables and second charge on the company's moveable and immoveable properties

Reconciliation of liabilities arising from financing activities

March 31, 2018	Opening balance	Cash flows	Non cash changes	Closing balance
Short term secured borrowings	**-**	**252.10**	-	252.10
Total liabilities from financing activities	**-**	**252.10**	-	252.10

March 31, 2017	Opening balance	Cash flows	Non cash changes	Closing balance
Short term secured borrowings	**-**	**-**	-	-
Total liabilities from financing activities	**-**	**-**	-	-

April 1, 2016	Opening balance	Cash flows	Non cash changes	Closing balance
Short term secured borrowings	**-**	**-**	-	-
Total liabilities from financing activities	**-**	**-**	-	-

18 Trade Payables

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
Trade Payables for goods and services:						
Micro Small and Medium Enterprises	**128.15**		81.88		87.19	
Others	**3,569.33**		2,094.87		2,037.52	
Related Parties (refer note 31)	**52.33**		114.34		-	
Total		**3,749.81**		2,291.09		2,124.71

Trade payables and acceptances are non-interest bearing and are normally settled on 60 days terms.

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

a) Disclosure In accordance with section 22 of Micro, Small and Medium Enterprises Development Act 2006.

	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
i)	The principal amount and the interest due thereon remaining unpaid to any micro and small enterprises as at the end of each year;			
	- Principal amount due	**128.15**	81.88	87.19
	- Interest due on the above	**-**	-	-
ii)	The amount of interest paid in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year:			
	- Principal amount paid beyond appointed day	**54.22**	38.70	92.22
	- Interest paid thereon	**0.42**	0.19	0.40
iii)	The amount of interest due and payable for the period of delay in making payment beyond appointed day during the year.	**-**	-	-
iv)	The amount of interest accrued and remaining un-paid at the end of the accounting year	**-**	-	-
v)	The amount of further interest due and payable even in succeeding years	**-**	-	-

The information has been given in respect of such vendors to the extent they could be identified as 'micro and small enterprises' on the basis of information available with the company. This has been relied upon by the auditor.

19 Other Liabilities

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Non-current	Current	Non-current	Current	Non-current	Current
Others						
Advances from Customers	**-**	**2,399.14**	-	2,036.17	-	3,593.27
Duties & Taxes payable	**-**	**28.30**	-	73.00	-	84.12
Other statutory liabilities	**-**	**58.55**	-	28.14	-	28.09
Advance against sale of assets	**-**	**-**	-	-	-	105.00
Total	**-**	**2,485.99**	-	2,137.31	-	3,810.48

20 Revenue from Operations (Gross)

Particulars	2017-18		2016-17	
Sale of Products				
Sales of Finished Goods & spares (Domestic)	**15,885.98**		24,356.86	
Sales of Finished Goods & spares (Export)	**1,628.86**		3,283.00	
Traded goods	**678.50**		-	
(Net of Sales Return ₹ 2.87 Lakhs Previous year ₹ 5.50 Lakhs)		**18,193.34**		27,639.86

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	2017-18		2016-17	
Other Operating Revenue				
Service and erection charges received	**359.30**		554.89	
Export incentive received	**157.77**		90.88	
Packing and forwarding recovery	**166.45**		290.12	
Miscellaneous receipts	**46.29**	**729.81**	63.25	999.15
Total		**18,923.15**		28,639.01

In accordance with the requirements of Ind AS 18 Revenue from Operations for the previous year and the first quarter of the current year are shown inclusive of excise duty. For the balance three quarters of the current year it is shown net of Goods and Services Tax.

21 Other Income

Particulars	2017-18		2016-17	
Dividend Income	**0.05**		0.05	
Interest income from financial assets measured at amortised cost	**9.01**		9.95	
Rent	**27.06**		27.06	
Gain on disposal of investment measured at FVTPL	**149.29**		343.01	
Gain on fair valuation of investment measured at FVTPL	**253.70**		9.62	
Sundry credit balances appropriated	**11.88**		32.23	
Excess provision written back	**407.02**		-	
Gain on disposal of assets (Net)	**12.66**		3.57	
Interest received on income tax refund	**7.86**		-	
Interest received on deposits	**112.21**		241.17	
Total		**990.74**		666.66

Sundry credit balances appropriated (previous year) represents net figure after write off of ₹ 386.00 Lakhs receivable from Mercongraphic FZC (a related party) against the provision made for installation expenses of machinery sold in the earlier year, due to cessation of obligation.

22 Cost of Materials Consumed

Particulars	2017-18		2016-17	
Raw Materials Consumed				
Opening Stock	**980.21**		1,183.24	
Add : Purchases (Including components processing charges ₹ 579.65 Lakhs (Previous year: ₹ 538.22 Lakhs)	**13,402.27**		13,809.80	
		14,382.48		14,993.04
Less : RMC Capitalised	**2.29**		4.31	
Less : Closing Stock	**1,974.61**		980.21	
		1,976.90		984.52
Total		**12,405.58**		14,008.52

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

23 Changes in inventories of finished goods work-in-progress and Stock-in-Trade

Particulars	2017-18		2016-17	
Inventory Adjustments - WIP				
Work In progress at Opening	**1,865.53**		2,897.51	
Less - WIP Stock Capitalised	**-**		30.20	
Work In progress at Closing	**3,499.29**		1,865.53	
		(1,633.76)		1,001.78
Inventory Adjustments - Manufactured components				
Stock at Commencement	**1,788.60**		1,932.91	
Less : Stock at Closing	**2,103.47**		1,788.60	
		(314.87)		144.31
Total		**(1,948.63)**		1,146.09

24 Employee Benefit Expenses

Particulars	2017-18		2016-17	
Salary, Wages, bonus and allowances	**3,754.03**		5,027.42	
Welfare expenses	**265.85**		279.44	
Contribution to provident & other funds	**326.86**		384.92	
Provision for earned leave wages	**5.08**		117.88	
Contribution to Employees Group - Gratuity Scheme	**243.63**		267.47	
		4,595.45		6,077.13
Less - Wages capitalised		**3.75**		6.57
Total		**4,591.70**		6,070.56

25 Finance Cost

Particulars	2017-18	2016-17
Interest paid	**84.81**	12.25
Interest paid on income tax	**-**	0.14
Other Borrowing Costs	**31.30**	54.77
Total	**116.11**	67.16

26 Depreciation & Amortisation

Particulars	2017-18	2016-17
Depreciation (refer note 1)	**508.97**	588.65
Amortisation (refer note 1B)	**19.71**	22.90
Total	**528.68**	611.55

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

27 Other Expenses

Particulars	2017-18		2016-17	
Consumption of stores and Consumables		**282.56**		397.62
Power & Fuel		**173.73**		234.03
Rent		**6.49**		8.61
Rates & Taxes		**7.64**		16.28
Repairs to Buildings		**68.74**		100.98
Repairs to Machinery		**61.37**		70.68
Insurance		**28.05**		28.30
Travelling and conveyance		**515.23**		575.14
Commission on sales		**722.85**		1,108.91
Other repairs		**93.72**		116.38
Advertisement and sales promotion expenses		**39.24**		123.79
Bank charges		**15.87**		26.53
Sundry debit balances written off		**21.33**		10.00
Loss on disposal of investments		**-**		0.13
Fixed assets scrapped		**13.77**		46.12
Warranty expenses		**63.16**		57.03
Research and development expenses		**258.48**		285.65
CSR expenses		**-**		5.00
Donations		**0.64**		0.24
Freight And Handling Charges		**9.46**		30.35
Packing And Forwarding Charges		**249.65**		394.10
Directors' Fees		**6.10**		6.32
Exchange Loss (Net)		**8.90**		57.19
Remuneration to Auditors				
Audit fees including Tax Audit	**19.50**		19.50	
Other Services	**3.88**		9.46	
Out of pocket expenses	**0.25**	**23.63**	0.25	29.21
Miscellaneous Expenses (None of which individually forms more than 1% of the Operating Revenue.)		**843.28**		935.34
		3,513.90		4,663.93
Less - Overheads capitalised		**21.76**		43.21
Total		**3,492.14**		4,620.72

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

a) Research and development expenses

Particulars	2017-18 In recognised Unit	2016-17 In recognised Unit
Material	-	-
Personnel costs	245.32	274.37
Other Costs	13.16	11.28
Total Revenue Costs	258.48	285.65
Capex Costs	-	50.89

b) Disclosure on CSR activity

i Gross Amount required to be spent by the Company during the year ₹ Nil (previous year ₹ Nil)

ii No amount is spent by the company during the year.

iii Amount spent by the company during the previous year as follows:

Particulars	In cash	Yet to be paid in cash	Total
- Contribution towards Health care and Rehabilitation	5.00	-	5.00
Total	**5.00**	-	5.00

28 Tax Expense

Particulars	2017-18	2016-17
Current tax	-	55.46
Income tax pertaining to previous year	-	15.58
Deferred Tax	193.58	102.12
Total	193.58	173.16

(i) The reconciliation between the Statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows

	2017-18	2016-17
Profit before Income taxes	(1,842.14)	(4,222.41)
Enacted tax rates in India (%)	30.90%	33.06%
Computed expected tax expenses	(569.22)	(1,396.05)
Other Income	51.78	(53.72)
Effect of other deductible and non-taxable expenses	(436.02)	(401.62)
Effect of non- deductible expenses	873.77	1,982.38
Effect of unabsorbed Depreciation	-	(185.01)
Income tax expenses - Net	(79.70)	(54.02)
Tax liability as per Minimum Alternate Tax on book profits		
Minimum Alternate Tax rate	19.06%	20.39%
Computed tax liability on book profits	(351.11)	(860.95)

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

	2017-18	2016-17
Tax effect on adjustments:		
Provision for diminution disallowed	**285.90**	917.55
Disallowance u/s 14A	**0.18**	0.18
Adjustment of OCI	**26.56**	(0.35)
Others	**38.47**	(0.97)
Minimum Alternate Tax on Book Profit	**-**	55.46

(ii) No aggregate amounts of current and deferred tax have arisen in the reporting periods which have been recognised in equity and not in Statement of Profit and Loss or other comprehensive income.

(iii) Current tax assets (net)

Particulars	2017-18	2016-17	2015-16
Opening balance	**1,165.84**	1,212.99	900.40
Add: Tax paid in advance, net of provisions during the year	**32.62**	(47.15)	312.59
Closing balance	**1,198.46**	1,165.84	1,212.99

(iv) Deferred tax liabilities (net)

The balance comprises temporary differences attributable to the below items and corresponding movement in deferred tax liabilities | (assets):

Particulars	As at 31-03-2018	(charged) / Credited to profit or loss / OCI	As at 31-03-2017	(charged) / Credited to profit or loss / OCI	As at 01-04-2016
Property, plant and equipment	**1,690.74**	(67.89)	1,758.63	(21.46)	1,780.09
Fair valuation of Investments	**78.92**	75.74	3.18	(1.10)	4.28
Total deferred tax liabilities	**1,769.66**	7.86	1,761.81	(22.56)	1,784.36
Tax Disallowance	**391.31**	(150.76)	542.07	(116.50)	658.57
Provision for warranty	**-**	(34.82)	34.82	(8.08)	42.90
Fair valuation of loans to subsidiary company	**-**	(0.15)	0.15	(0.09)	0.24
Total deferred tax assets	**391.31**	(185.73)	577.05	(124.67)	701.71
Net deferred tax (asset) | liability	**1,378.35**	193.58	1,184.77	102.12	1,082.65

(v) Unrecognised temporary differences

The Company has not recognised deferred tax asset associated with impairment on equity share measured at cost, as based on Management projection of future taxable income for set-off it is not probable that such difference will reverse in the foreseeable future.

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

29 Disclosure as required by Accounting Standard – Ind AS 33 "Earning Per Share" of the Companies (Indian Accounting Standards) Rules, 2015.

Particulars	2017-18	2016-17
Net profit after tax available for equity shareholders before Exceptional Items	**(535.73)**	(199.28)
Net profit after tax available for equity shareholders after Exceptional Items	**(2,035.73)**	(4,395.57)
Opening equity shares outstanding (Nos.)	**30,451,061**	30,451,061
Add:- Issued during the year (Nos.)	**-**	-
Closing equity shares outstanding (Nos.)	**30,451,061**	30,451,061
Weighted average number of equity shares of ₹ 2 each outstanding during the year (Basic)	**30,415,061**	30,415,061
Weighted average number of equity shares of ₹ 2 each outstanding during the year (Diluted)	**30,415,061**	30,415,061
Earning Per Share before Exceptional Items Basic and diluted earnings per share (₹)	**(1.76)**	(0.66)
Earning Per Share after Exceptional Items Basic and diluted earnings per share (₹)	**(6.69)**	(14.45)

The earning per share before exceptional item has been computed without considering the current and deferred tax effect on the exceptional item.

30 Disclosure as required by Ind AS 108 "Operating Segment", of the Companies (Indian Accounting Standards) Rules, 2015.

Based on the "management approach" as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company's performance In accordance with Ind AS "Operating Segment", The Company has only one reportable operating segment i.e. Engineering. The additional disclosure is being made in the consolidated financial statements.

There are 2 major customers to whom more than 10% of the sales are effected and the total sales effected from such customers is ₹ 4232.74 Lakhs.

31 Disclosure in accordance with Ind AS - 24 "Related Party Disclosures", of the Companies (Indian Accounting Standards) Rules, 2015

A List of related parties

Relationships

i Subsidiaries

Constrad Agencies (Bombay) Private Limited

Manugraph Americas, Inc.

ii Key Management Personnel

Mr. Sanjay S. Shah	Vice Chairman and Managing Director
Mr. Pradeep S. Shah	Managing Director
Mr. B B Nandgave	Whole Time Director (Works)
Mr. Hiten C. Timbadia	Independent Director
Mr. Amit N. Dalal	Independent Director
Mr. Perses M. Bilimoria	Independent Director
Mr. Abhay J. Mehrotra	Independent Director
Mr. Jai S. Diwanji	Independent Director
Mrs. Sohni H. Daswani	Independent Director
Ms. Basheera Indorewala	Independent Director

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

iii Relatives of key management personnel

Mr. Sanat M. Shah

iv Entities where Key Management Personnel exercise significant influence

Multigraph Machinery Company Limited

Manubhai Sons and Company

Mercongraphic FZC,

Multigraph Machinery Kenya Limited

Manugraph Securities and Finance Private Limited

Desai & Diwanji

B Details of related party transactions

Particulars	2017-18	2016-17
Purchase of Goods		
Subsidiaries		
- Manugraph Americas Inc.	**0.89**	2.50
Entities where significant influence exists		
- Mercongraphic FZC	**51.02**	-
Total	**51.91**	2.50
Sale of Goods		
Subsidiaries		
- Manugraph Americas Inc.	**1.59**	48.46
Entities where significant influence exists		
- Multigraph Machinery Kenya Limited	**51.50**	20.24
- Mercongraphic FZC	**1,395.57**	876.22
Sub Total	**1,447.07**	896.46
Total	**1,448.66**	944.92
Service Charges received		
Subsidiaries		
- Manugraph Americas Inc.	**-**	12.78
Entities where significant influence exists		
- Multigraph Machinery Kenya Limited	**2.37**	13.56
- Mercongraphic FZC	**30.40**	21.03
Sub Total	**32.77**	34.59
Total	**32.77**	47.37
Commission paid		
Entities where significant influence exists		
- Multigraph Machinery Kenya Limited	**24.18**	-
- Multigraph Machinery Co. Ltd.	**698.51**	1,009.46
Total	**722.69**	1,009.46
Rent Received		
Entities where significant influence exists		
Multigraph Machinery Co. Ltd.	**25.62**	25.62
Manubhai Sons & Co.	**1.44**	1.44
Total	**27.06**	27.06
Professional charges paid		
Entities where significant influence exists		
Desai & Diwanji	**0.40**	-
Total	**0.40**	-

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	2017-18	2016-17
Managerial Remuneration paid		
Key Management Personnel		
Sanjay S. Shah	**126.71**	126.42
Pradeep S. Shah	**126.72**	126.37
B.B. Nandgave	**26.65**	24.99
Total	**280.08**	277.78
Post employment benefits of Directors *		
Directors' Fees		
Key Management Personnel		
Sanat M. Shah	**0.60**	0.60
Hiten C. Timbadia	**1.48**	1.54
Amit N. Dalal	**0.70**	0.45
Perses M. Bilimoria	**1.48**	1.54
Abhay J. Mehrotra	**1.09**	1.24
Jai S. Diwanji	**0.30**	0.40
Sohni H. Daswani	**0.30**	0.55
Basheera Indorewala	**0.15**	-
Total	**6.10**	6.32
Debit balances written off		
Entities where significant influence exists		
- Manugraph Securities and Finance Private Limited	**-**	0.03
- Mercongraphic FZC	**-**	386.00
Total	**-**	386.03
Investment in equity shares		
Subsidiaries		
- Constrad Agencies (Bombay) Pvt. Ltd.	**20.00**	-
Total	**20.00**	-
Re-imbursement of expenses received		
Subsidiaries		
- Manugraph Americas Inc.	**-**	43.76
Entities where significant influence exists		
- Multigraph Machinery Co. Ltd.	**5.44**	2.97
- Multigraph Machinery Kenya Limited	**1.59**	-
- Mercongraphic FZC	**32.76**	12.75
Sub Total	**39.79**	15.72
Total	**39.79**	59.48
Loans given		
Subsidiaries		
- Manugraph Americas Inc.	**884.63**	-
- Constrad Agencies (Bombay) Pvt. Ltd.	**1.21**	-
Total	**885.84**	-
Loans recovered		
Subsidiaries		
- Manugraph Americas Inc.	**884.63**	-
- Constrad Agencies (Bombay) Pvt. Ltd.	**4.71**	-
Total	**889.34**	-
Outstanding Receivables		
Subsidiaries		
- Manugraph Americas Inc.	**1.61**	-
- Constrad Agencies (Bombay) Pvt. Ltd.	**-**	3.50
Sub Total	**1.61**	3.50

(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	2017-18	2016-17
Entities where significant influence exists		
- Multigraph Machinery Kenya Limited	**8.07**	3.56
- Mercongraphic FZC	**224.66**	0.43
Sub Total	**232.73**	3.99
Total	**234.34**	7.49
Outstanding Payables		
Entities where significant influence exists		
- Multigraph Machinery Co. Ltd.	**52.33**	114.34
Total	**52.33**	114.34
Bank Guarantee given to banker for credit facilities		
Subsidiaries		
- Manugraph Americas Inc.	**-**	2,107.25
Total	**-**	2,107.25

* The managing directors and whole time director (works) are entitled to gratuity on retirement which amount will be computed in accordance with the provisions of The Payment of Gratuity Act. The Company presently makes provision on actuarial basis for entire employee data including the managing directors and whole time director(works).

32 Contingent liabilities and commitments

Particulars	2017-18	2016-17
i) Contingent liabilities		
(a) Claims against the company not acknowledged as debt;	**43.74**	32.89
(b) Guarantees:		
- On account of guarantees executed by the Company's bankers:	**-**	47.59
- On account of the guarantee given by the Company's bankers for the value of USD Nil (PY USD 3.25 million) in favour of subsidiary's banker for credit facilities availed by the subsidiary Manugraph Americas Inc. from them	**-**	2,107.25
(c) Other money for which the company is contingently liable :		
- Income-tax, sales tax, customs duty, excise duty and service tax demands against which the company has preferred appeals/ made representation	**196.86**	788.65
- On account of undertakings given by the company in favour of Customs Authority:	**870.00**	870.00
Income tax credits disallowed by the authorities against which the company has preferred appeals	**28.06**	28.06
Total	**1,138.67**	3,874.45

Particulars	2017-18	2016-17
ii) Commitments		
(a) Unexpired letter of credit opened by Bank	**314.43**	-
(b) Estimated amount of contracts remaining to be executed on capital account and not provided for;	**3.60**	360.09
Total	**318.03**	360.09

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

33 Transition to Ind AS

These are the First Financial Statements of the Company prepared in accordance with Ind AS.

The Accounting Policies set out hereinabove have been applied in preparing the Financial Statements for the year ended March 31, 2018, the comparative information presented in these Financial Statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS Balance Sheet as at April 1, 2016 (the date of transition). In preparing its opening Ind AS Balance Sheet, the Company has adjusted the amounts reported previously in Financial Statements prepared in accordance with the Accounting Standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the financial position, financial performance and cash flows of the Company is set out in the following tables and notes:

(A) EXEMPTIONS AND EXCEPTIONS AVAILED

In preparing these Ind AS Financial Statements, the Company has availed certain exemptions and exceptions in accordance with Ind AS 101 First-time Adoption of Indian Accounting Standards, as explained below. The resulting difference between the carrying values of the assets and liabilities in the Financial Statements as at the transition date under Ind AS and previous GAAP have been recognised directly in equity (retained earnings or another appropriate category of equity). This Note explains the adjustments made by the Company in restating its previous GAAP Financial Statements, including the Balance Sheet as at April 1, 2016 and the Financial Statements as at and for the year ended March 31, 2017.

a) Ind AS optional exemptions

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

i) Deemed cost

Land under finance lease has been revalued on the date of transition and the fair value is considered as the deemed cost per para D5 of Ind AS 101. Rest all items of Property, Plant and Equipment have been accounted as per Ind AS. In case of Intangible assets, the previous GAAP carrying value figures have been considered at deemed cost on the date of transition.

ii) Investments in subsidiary companies

Ind AS 101 permits a first-time adopter to measure it's investment, at the date of transition, at cost determined in accordance with Ind AS 27, or deemed cost, The deemed cost of such investment shall be it's fair value at date of transition to Ind AS of the Company, or previous GAAP carrying amount at that date. The Company has elected to measure its investment in subsidiary companies under previous GAAP carrying amount as its deemed cost on the transition date.

b) Ind AS mandatory exceptions

The Company has applied the following exceptions from full retrospective application of Ind AS as mandatorily required under Ind AS 101:

i) Estimates

Estimates in accordance with Ind AS at the transition date will 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 April 1, 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP :

1) Investment in equity instruments carried at FVPL or FVOCI

2) Fair value of land under Finance Lease

ii) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

(B) RECONCILIATION 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.

a) Effect of Ind AS adoption on the Balance Sheet as at on 31st March, 2017 and 1st April,2016

Particulars	Notes to first time adoption	As at March 31, 2017 (End of Last Period presented under previous GAAP)			As at April 01, 2016 (Date of Transition)		
		Previous GAAP*	Effect of Transition to Ind AS	Ind AS	Previous GAAP*	Effect of Transition to Ind AS	Ind AS
ASSETS							
Non-current assets							
Property, plant and equipment	a,b	2,950.70	7,407.00	10,357.70	3,429.72	7,372.30	10,802.02
Capital work-in-progress		46.20	-	46.20	-	-	-
Intangible assets		171.12	-	171.12	193.78	-	193.78
Financial assets							
i) Investments	c	2,744.40	1.31	2,745.71	7,244.53	1.31	7,245.84
ii) Trade receivables		-	-		-	-	-
iii) Loans	c	418.42	(0.46)	417.96	437.31	(0.72)	436.59
iv) Other financial assets		49.33	-	49.33	48.77	-	48.77
Deferred tax assets (net)	d	375.37	(375.37)	-	477.87	(477.87)	-
Other non-current assets		3,332.35	-	3,332.35	3,579.91	-	3,579.91
Assets held-for-sale / Assets included in disposal group(s) held-for-sale	b	-	-	-	-	34.70	34.70
Total non-current assets		10,087.88	7,032.49	17,120.37	15,411.89	6,929.72	22,341.61
Current assets							
Inventories		4,791.29	-	4,791.29	6,178.41	-	6,178.41
Financial assets							
i) Investments	e	6,000.00	9.62	6,009.62	2,800.00	12.93	2,812.93
ii) Trade receivables		632.95	-	632.95	2,624.16	-	2,624.16
iii) Cash and cash equivalents		942.84	-	942.84	1,180.76	-	1,180.76
iv) Bank balances other than cash and cash equivalents above		1,003.00	-	1,003.00	1,007.58	-	1,007.58
v) Loans		147.40	-	147.40	145.83	-	145.83
vi) Other financial assets		49.16	-	49.16	55.16	-	55.16
Current tax assets (net)		-	-	-	-	-	-
Other current assets	f,g	230.08	10.78	240.86	430.52	-	430.52
Total current assets		13,796.72	20.40	13,817.12	14,422.42	12.93	14,435.35
TOTAL ASSETS		23,884.60	7,052.89	30,937.49	29,834.31	6,942.65	36,776.96

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	Notes to first time adoption	As at March 31, 2017 (End of Last Period presented under previous GAAP)			As at April 01, 2016 (Date of Transition)		
		Previous GAAP*	Effect of Transition to Ind AS	Ind AS	Previous GAAP*	Effect of Transition to Ind AS	Ind AS
EQUITY AND LIABILITIES							
Equity							
Equity share capital		608.30	-	608.30	608.30	-	608.30
Other equity	k	16,606.66	5,868.13	22,474.79	21,011.51	6,226.08	27,237.59
Total equity		17,214.96	5,868.13	23,083.09	21,619.81	6,226.08	27,845.89
LIABILITIES							
Non-current liabilities							
Financial liabilities							
i) Borrowings		-	-	-	-	-	-
ii) Other financial liabilities		8.05	-	8.05	7.80	-	7.80
Provisions		358.49	-	358.49	310.46	-	310.46
Deferred tax liabilities		-	1,184.76	1,184.76	-	1,082.65	1,082.65
Total non-current liabilities		366.54	1,184.76	1,551.30	318.26	1,082.65	1,400.91
Current liabilities							
Financial liabilities							
i) Borrowings		-	-	-	-	-	-
ii) Trade payables		2,291.09	-	2,291.09	2,124.71	-	2,124.71
iii) Other financial liabilities		889.00	-	889.00	461.87	-	461.87
Other current liabilities		2,137.31	-	2,137.31	3,810.48	-	3,810.48
Provisions	h	985.70	-	985.70	1,499.18	(366.08)	1,133.10
Current tax liabilities (net)		-	-	-	-	-	-
Total current liabilities		6,303.10	-	6,303.10	7,896.24	(366.08)	7,530.16
Total liabilities		6,669.64	1,184.76	7,854.40	8,214.50	716.58	8,931.07
TOTAL EQUITY AND LIABILITIES		23,884.60	7,052.89	30,937.49	29,834.31	6,942.65	36,776.96

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

(All amounts are in ₹ Lakhs unless otherwise stated)

b) Effect of Ind AS adoption on the Statement of Profit and Loss for the year ended March 31, 2017

Particulars	Notes to first time adoption	Previous GAAP*	Effect of Transition to Ind AS	Ind AS
Revenue from operations	h	25,831.82	2,807.19	28,639.01
Other income	c, e	666.54	0.12	666.66
Total income		26,498.36	2,807.31	29,305.67
Expenses				
Cost of materials consumed		14,008.52	-	14,008.52
Purchase of stock-in-trade		-	-	-
Changes in inventories of finished goods, stock-in-trade and work-in-progress		1,146.09	-	1,146.09
Excise duty	h	-	2,807.19	2,807.19
Employee benefit expenses	i	6,069.16	1.40	6,070.56
Finance costs		67.16	-	67.16
Depreciation and amortisation expenses	b	611.97	(0.42)	611.55
Other expenses	g	4,631.45	(10.73)	4,620.72
Total expenses		26,534.34	2,797.44	29,331.78
Profit before exceptional items and tax		(35.98)	9.87	(26.11)
Exceptional items	b	(4,195.88)	(0.41)	(4,196.29)
Profit before tax from continuing operations		(4,231.86)	9.46	(4,222.41)
Tax expense				
Current tax		54.88	0.58	55.46
Deferred tax	d	102.52	(0.40)	102.12
Earlier years		15.58	-	15.58
Total tax expense		172.98	0.18	173.16
Profit for the Year		(4,404.84)	9.29	(4,395.57)
Other comprehensive income - Net of Tax	i	-	(1.16)	(1.16)
Total comprehensive income for the year		(4,404.84)	8.12	(4,396.73)

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

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(All amounts are in ₹ Lakhs unless otherwise stated)

c) Reconciliation of total Equity as at 31 March 2017 and 1 April 2016

Particulars	Notes to first time adoption	As at March 31, 2017	As at April 01, 2016
Total equity (shareholder's funds) as per previous GAAP		17,214.96	21,619.81
Adjustments:			
Proposed dividend and tax on dividend	g	-	366.08
Effect of Measuring a class of Property, Plant and Equipment at fair value	a	7,407.00	7,407.00
Effect of Foreign Exchange gains\(Loss) on non-monetary items	f	10.77	-
Effect of measuring financial instruments at amortised cost	c	0.86	0.59
Effect of measuring Non-current investments at Fair Value	e	9.61	12.92
Tax effects of adjustments	d	(1,560.12)	(1,560.51)
Total adjustments		5,867.27	6,225.40
Total equity as per Ind AS		23,083.09	27,845.89

d) Impact of Ind AS adoption on the Standalone Statement of Cash Flows for the year ended March 31, 2017

The transition from Indian GAAP to Ind AS has not had a material impact on the Statement of Cash Flows.

(C) NOTES TO RECONCILIATION BETWEEN PREVIOUS GAAP AND Ind AS

a) Property, plant and equipment

The Company has considered fair value of land - under finance lease as its deemed cost on the date transition. Increase in fair value over the cost ₹ 7,407.00 Lakhs is recognised in retained earnings. Property, Plant and equipment has increased by ₹ 7,407.00 Lakhs. At the same time, certain assets having carrying value of ₹ 34.70 Lakhs (as detailed in (b) hereinbelow), which are considered as held for sale, have been reduced from Property, Plant and Equipment and re-classified as assets held for sale, consequently net additions to Property, Plant and Equipment amounts to ₹ 7,372.30 Lakhs.

b) Asset held for sale

In terms of Ind AS, the Company has identified certain property, plant and equipment which are the part of a unit, as held for sale and classified and presented separately as per the requirements of Ind AS. The assets reclassified as at April 01, 2016 is ₹ 34.70 Lakhs.

c) Investments in debt instruments - loans to Related Parties

Loans given is a financial asset, which needs to be measured at amortised cost. As per previous GAAP loan to subsidiary was measured at transaction amount. In accordance with Ind AS 109 Financial Instruments, the Company has measured the loan given to it's Subsidiary retrospectively at amortised cost on the date of transition. Accordingly, the difference between the transaction amount and its fair value of ₹ 1.31 Lakhs at the date of transaction has been recorded as an investment in equity of its subsidiary with a corresponding impact to the loans. On account of this the loan amount and investment have undergone change.

d) Deferred tax

Under previous GAAP, deferred tax were accounted for using the income statement approach which focuses on differences between taxable profit and accounting profit for the period. Ind AS requires entities to account for deferred taxes using the Balance Sheet approach which focuses on temporary differences between the carrying amount of an asset or liability in the Balance Sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred taxes on temporary differences which were not required to be recorded under previous GAAP. Deferred tax liability of ₹ 1,557.09 Lakhs as at April 01, 2016 is recognised on the fair valuation considered as deemed cost of PPE recognised on transition date.

In addition, the various transitional adjustments have led to deferred tax implications which the Company has accounted for. Deferred tax adjustments are recognised in correlation to the underlying transaction either in Retained earnings or Other Comprehensive Income on the date of transition.

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(All amounts are in ₹ Lakhs unless otherwise stated)

e) Fair valuation of investments

Under previous GAAP, investments in equity instruments were classified as non-current investments or current investments based on the intended holding period and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value.

Under Ind AS, these investments are required to be measured at fair value and the Company has elected to classify such investments at FVTPL. This increased retained earnings by ₹ 9.62 Lakhs as at March 31, 2017 (April 01, 2016: ₹ 12.93 Lakhs) and resultant changes to the investment carrying amounts.

f) Foreign exchange gain / loss on non-monetary items

Under previous GAAP, at the end of each reporting period foreign currency monetary / non-monetary items shall be translated using the closing rate.

Under Ind AS, at the end of each reporting period (a) foreign currency monetary items shall be translated using the closing rate; (b) non-monetary items are measured in terms of historical cost in a foreign currency shall be translated using the exchange rate at the date of the transaction; and (c) non-monetary items that are measured at fair value in a foreign currency shall be translated using exchange rates at the date when the fair value was measured. This resulted in reversal of exchange gain of ₹ 10.77 Lakhs as at March 31, 2017.

g) Proposed dividend

Under previous GAAP, dividends proposed by the Board of Directors after the Balance Sheet date, but before the approval of the Financial Statements were considered as adjusting events. Accordingly, provision for proposed dividend was recognised as a liability. Under Ind AS, such dividends are recognised when the same is approved by the Shareholders in the General Meeting. Accordingly, the liability for proposed dividend (including dividend distribution tax) of ₹ 366.08 Lakhs as at April 1, 2016 included under current provisions has been reversed with corresponding adjustment to Retained earnings. Consequently, the total equity has increased by an equivalent amount on transition date.

h) Excise duty

Under previous GAAP, revenue from sale of products was presented exclusive of excise duty. Under Ind AS, revenue from sale of goods is presented inclusive of excise duty. Excise duty paid is presented on the face of the Statement of Profit and Loss as separate line item as part of expenses. This change has resulted in an increase in total revenue and total expenses for the year ended March 31, 2017 by ₹ 2807.19 Lakhs. There is no impact on the total equity and profit.

i) Employee Cost - Remeasurements of post-employment benefit obligations and fair value of concessional loans to employees

Under Ind AS, remeasurements of post- employment obligations , that is actuarial gains and losses are recognised in Other Comprehensive Income, net of income tax. Under the Previous GAAP, these remeasurements were forming part of the employee cost and charged to profit and loss. For the financial year ending on March 31,2017, actuarial loss amounted to ₹ 1.74 Lakhs. This has effect of reducing employee cost in profit and loss account. After the income tax effect (net of tax), amount corresponding to the actuarial loss of ₹ 1.16 Lakhs is charged to Other Comprehensive Income. Secondly, as per Ind AS 109 - Financial Instruments on fair valuation of concessional loans to employees, there is an increase of employee cost by ₹ 3.14 Lakhs for the year ended March 31, 2017. Thus, employee cost has increased by ₹ 1.40 Lakhs (increase by ₹ 3.14 Lakhs and decrease by ₹ 1.74 Lakhs). There is no impact on the total equity as on March 31, 2017.to employees at amortised cost. There is no impact on the total equity as at April 1, 2016 and March 31, 2017.

j) Retained earnings

Retained earnings as at April 1, 2016 have been adjusted consequent to the above Ind AS transition adjustments.

k) Other Comprehensive Income

Under Ind AS, all items of income and expense recognised in a period are to 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 which includes Remeasurement of defined benefit plans, effective portion of gain | (loss) on cash flow hedging instruments and fair value gain / (loss) on FVOCI equity instruments. The concept of Other Comprehensive Income did not exist under previous GAAP.

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(All amounts are in ₹ Lakhs unless otherwise stated)

34 Fair Value Measurement

Particulars	31-Mar-18			31-Mar-17			1-Apr-16		
	FVPL	**FVOCI**	**Amortised cost**	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial assets									
Investments:									
Equity instruments	**0.50**	**-**	**1,265.21**	0.50	-	2,745.21	0.53	-	7,245.21
Mutual Funds	**4,755.42**	**-**	**-**	6,009.62	-	-	2,812.93	-	-
Government securities	**-**	**-**	**-**	-	-	-	-	-	0.10
Trade receivables	**-**	**-**	**1,797.00**	-	-	632.95	-	-	2,624.16
Loans	**-**	**-**	**507.01**	-	-	565.36	-	-	582.43
Others	**-**	**-**	**69.42**	-	-	98.49	-	-	103.93
Cash and bank balances	**-**	**-**	**390.08**	-	-	1,945.84	-	-	2,188.34
Total financial assets	**4,755.92**	**-**	**4,028.72**	6,010.12	-	5,987.86	2,813.46	-	12,744.16
Financial liabilities									
Borrowings	**-**	**-**	**252.10**	-	-	-	-	-	-
Trade payables	**-**	**-**	**3,749.81**	-	-	2,291.09	-	-	2,124.71
Other liabilities	**-**	**-**	**479.99**	-	-	897.04	-	-	469.67
Total financial liabilities	**-**	**-**	**4,481.90**	-	-	3,188.13	-	-	2,594.38

35 Fair Value Hierarchy

i) Financial assets and liabilities measured at fair value - recurring fair value measurements at March 31, 2018

Particulars	**Notes**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets					
Financial investments at FVPL:					
Unquoted Equity Shares	2	-	-	0.50	0.50
Quoted Mutual Funds	7	4,755.42	-	-	4,755.42
Trade Receivables	8	-	-	-	-
Cash and Bank Balances	9 & 10	-	-	-	-
Other Receivables	7	-	-	-	-
Total financial assets		4,755.42	-	0.50	4,755.92
Financial liabilities					
Trade Payables	17	-	-	-	-
Other Liabilities	13	-	-	-	-
Total financial liabilities		**-**	**-**	**-**	**-**

(All amounts are in ₹ Lakhs unless otherwise stated)

ii) Financial assets and liabilities which are measured at amortised cost for which fair values are disclosed at March 31, 2018

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Investments:					
Unquoted Equity Shares	2	-	-	1,265.21	1,265.21
Trade receivables	8	-	-	1,797.00	1,797.00
Loans	3	-	-	507.01	507.01
Others	4	-	-	69.42	69.42
Cash and bank balances	9 & 10	-	-	390.08	390.08
Total financial assets		-	-	**4,028.72**	**4,028.72**
Financial liabilities					
Borrowings	16	-	-	252.10	252.10
Trade payables	17	-	-	3,749.81	3,749.81
Other liabilities	13	-	-	479.99	479.99
Total financial liabilities		-	-	**4,481.90**	**4,481.90**

iii) Financial assets and liabilities measured at fair value - recurring fair value measurements at March 31, 2017

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investments at FVPL:					
Unquoted Equity Shares	2	-	-	0.50	0.50
Quoted Mutual Funds	7	6,009.62	-	-	6,009.62
Trade Receivables	8	-	-	-	-
Cash and Bank Balances	9 & 10	-	-	-	-
Other Receivables	7	-	-	-	-
Total financial assets		**6,009.62**	-	**0.50**	**6,010.12**
Financial liabilities					
Trade Payables	17	-	-	-	-
Other Liabilities	13	-	-	-	-
Total financial liabilities		-	-	-	-

iv) Financial assets and liabilities which are measured at amortised cost for which fair values are disclosed at March 31, 2017

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Investments:					
Unquoted Equity Shares		-	-	2,745.21	2,745.21
Trade receivables	8	-	-	632.95	632.95
Loans	3	-	-	565.36	565.36
Others	4	-	-	98.49	98.49
Cash and bank balances	9 & 10	-	-	1,945.84	1,945.84
Total financial assets		-	-	**5,987.86**	**5,987.86**
Financial liabilities					
Trade payables	17	-	-	2,291.09	2,291.09
Other liabilities	13	-	-	897.04	897.04
Total financial liabilities		-	-	**3,188.13**	**3,188.13**

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(All amounts are in ₹ Lakhs unless otherwise stated)

v) Financial assets and liabilities measured at fair value - recurring fair value measurements at April 01, 2016

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investments at FVPL:					
Unquoted Equity Shares	2	-	-	0.53	0.53
Quoted Mutual Funds	7	2,812.93	-	-	2,812.93
Trade Receivables	8	-	-	-	-
Cash and Bank Balances	9 & 10	-	-	-	-
Other Receivables	4	-	-	-	-
Total financial assets		**2,812.93**	**-**	**0.53**	**2,813.46**
Financial liabilities					
Trade Payables	17	-	-	-	-
Other Liabilities	13	-	-	-	-
Total financial liabilities		**-**	**-**	**-**	**-**

vi) Financial assets and liabilities which are measured at amortised cost for which fair values are disclosed at April 01, 2016

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Investments:					
Unquoted Equity Shares	2	-	-	7,245.21	7,245.21
Unquoted Government Securities	2	-	-	0.10	0.10
Trade receivables	8	-	-	2,624.16	2,624.16
Loans	3	-	-	582.43	582.43
Others	4	-	-	103.93	103.93
Cash and bank balances	9 & 10	-	-	2,188.34	2,188.34
Total financial assets		**-**	**-**	**12,744.16**	**12,744.16**
Financial liabilities					
Trade Payables	17	-	-	2,124.71	2,124.71
Other Liabilities	13	-	-	469.67	469.67
Total financial liabilities		**-**	**-**	**2,594.38**	**2,594.38**

There were no transfers between any levels during the year.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have a quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing net assets value (NAV).

Level 2: The fair value of financial instruments that are not traded in an active market (for example over-the-counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

a) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

i) the use of quoted market prices or dealer quotes for similar instruments

ii) the fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.

iii) the fair value of forward foreign exchange contracts are determined using forward exchange rates at the Balance Sheet date

(All amounts are in ₹ Lakhs unless otherwise stated)

iv) the fair value of foreign currency option contracts is determined using the Black Scholes valuation model.

v) the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All of the resulting fair value estimates are included in level 1 and 2.

b) Valuation processes

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Chief Financial Officer (CFO).

c) Fair value of financial assets and liabilities measured at amortised cost

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	Carrying amount	Fair value	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets:						
Investments:						
Unquoted Equity Shares	**1,265.21**	**1,265.21**	2,745.21	2,745.21	7,245.21	7,245.21
Unquoted Government Securities	**-**	**-**	-	-	0.10	0.10
Trade receivables	**1,797.00**	**1,797.00**	632.95	632.95	2,624.16	2,624.16
Loans	**507.01**	**507.01**	565.36	565.36	582.43	582.43
Others	**69.42**	**69.42**	98.49	98.49	103.93	103.93
Cash and bank balances	**390.08**	**390.08**	1,945.84	1,945.84	2,188.34	2,188.34
Total financial assets	**4,028.72**	**4,028.72**	5,987.86	5,987.86	12,744.16	12,744.16
Financial liabilities						
Borrowings	**252.10**	**252.10**	-	-	-	-
Trade payables	**3,749.81**	**3,749.81**	2,291.09	2,291.09	2,124.71	2,124.71
Other liabilities	**479.99**	**479.99**	897.04	897.04	469.67	469.67
Total financial liabilities	**4,481.90**	**4,481.90**	3,188.13	3,188.13	2,594.38	2,594.38

The carrying value of equity shares at cost is net of impairment provision made.

The carrying amounts of trade receivables, trade payables, other receivables, short-term security deposits, bank deposits with more than 12 months maturity, capital creditors and cash and cash equivalents including bank balances other than cash and cash equivalents are considered to be the same as their fair values due to the current and short-term nature of such balances.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

36 Financial Risk Factors

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk or its financial performance. The Company's risk management assessment, policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and

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the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

The Company has exposure to the following risks arising from financial instruments:

(i) Credit risk

(ii) Liquidity risk

(iii) Market risk

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. This exposure is principally from the Company's receivables from customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The company has established norms for stage wise payments to lower the exposure. International transactions are backed by Letters of credit, confirmed by reputed banks, wherever found necessary. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

The Company takes a significant advance for its machine and has no history of any significant defaults from the customers end in payment of the sale consideration. And therefore has no history of expected credit loss.

Trade & other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows (before allowance for doubtful debts):

Particulars	**As at March 31, 2018**	As at March 31, 2017	As at April 01, 2016
Neither past due nor impaired	**-**	-	-
Past due but not impaired			
Past due 1 – 90 days	**1,775.04**	575.61	1,321.31
Past due 91 – 180 days	**1.12**	0.44	1.49
Past due 181 – 270 days	**3.91**	56.90	0.04
Past due 271 – 360 days	**15.82**	-	1,299.25
Past due more than 360 days	**1.11**	-	2.07

Cash and cash equivalents

The Company held cash and cash equivalents and other bank balances with credit worthy banks and financial institutions of ₹ 390.08 Lakhs (31 March 2017: ₹ 1,945.84 Lakhs, 01 April 2016: ₹ 2,188.34 Lakhs). The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

(All amounts are in ₹ Lakhs unless otherwise stated)

As of 31st March 2018 the Company has working capital of ₹ 8,118.06 Lakhs (31 March 2017: ₹ 7,514.02 Lakhs, 01 April 2016: ₹ 6,939.89 Lakhs) including cash and cash equivalents and other bank balances of ₹ 390.08 (31 March 2017: ₹ 1,945.84 Lakhs, 01 April 2016: ₹ 2,188.34 Lakhs). Working capital is calculated as current assets less current liabilities.

Investment Risk

The investment of the Company in subsidiary companies is exposed to risks that the business of the subsidiary company is exposed. Accordingly the Company's investment in its US subsidiary has been considerably impaired due to the business risk faced by the subsidiary resulting in the erosion of its value.

Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and non-current. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of its investments. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

Currency Risk

The fluctuation in foreign currency exchange rates may have potential impact on the profit and loss account, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the entity. Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in USD and EURO against the respective functional currency of the Company. The Company does not use any derivative financial instruments to hedge foreign exchange and interest rate exposure. The company continuously monitors the foreign currency exposures and considering the natural hedge, selectively contracts for plain forward covers whenever found necessary.

37. Financial Risk Management

a) Management of liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents, borrowings and the cash flow that is generated from operations. The Company believes that current cash and cash equivalents, tied up borrowing lines and cash flow that is generated from operations is sufficient to meet requirements. Accordingly, liquidity risk is perceived to be low.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance sheet date:

Particulars	Note	Carrying amount	Less than 12 months	More than 12 months	Total
As at March 31, 2018					
Borrowings		252.10	252.10	-	252.10
Trade payables		3,749.81	3,749.81	-	3,749.81
Security and other deposits		5.73	-	5.73	5.73
Other liabilities		474.26	474.26	-	474.26
As at March 31, 2017					
Borrowings		-	-	-	-
Trade payables		2,291.09	2,291.09	-	2,291.09
Security and other deposits		6.73	-	6.73	6.73
Other liabilities		890.32	889.00	1.32	890.32

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(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	Note	Carrying amount	Less than 12 months	More than 12 months	Total
As at April 01, 2016					
Borrowings		-	-	-	-
Trade payables		2,124.71	2,124.71	-	2,124.71
Security and other deposits		6.48	-	6.48	6.48
Other liabilities		463.19	461.87	1.32	463.19

Foreign Currency Risk Exposure

The Company's exposure to foreign currency risk at the end of the reporting period are as follows:

Particulars	**31-Mar-18**			**31-Mar-17**			1-Apr-16		
	USD	**EUR**	**GBP**	USD	EUR	JPY	USD	EUR	JPY
Financial assets									
Trade receivables	**388,587**	**-**	**-**	539,056	-	9,747,000	1,994,286	-	-
Net exposure to foreign currency risk (assets)	**388,587**	**-**	**-**	539,056	-	9,747,000	1,994,286	-	-
Financial liabilities									
Borrowings	**-**	**-**	**-**	-	-	-	-	-	-
Trade payables	**138,921**	**178,490**	**-**	46,865	16,839	-	290,024	52,400	1,002,600
Net exposure to foreign currency risk (liabilities)	**138,921**	**178,490**	**-**	46,865	16,839	-	290,024	52,400	1,002,600

38 CAPITAL MANAGEMENT

Risk management

The primary objective of the Company's Capital Management is to maximize shareholder value. The Company monitors capital using Debt-Equity ratio, which is total debt divided by total capital plus total debt.

For the purposes of the Company's capital management, the Company considers the following components of its Balance Sheet to be managed capital:

Total equity as shown in the Balance Sheet includes General reserve, Retained earnings, Share capital, Security premium. Total debt includes current debt plus non-current debt and subtracting cash and cash equivalents.

Particulars	**31-Mar-18**	31-Mar-17	1-Apr-16
Total Debt	**-**	-	-
Total Equity	**21,003.67**	23,083.09	27,845.89
Debt-Equity ratio	**0.00%**	0.00%	0.00%

39 Effective April 1, 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non - cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. There is no non cash adjustment and the amendment is not likely to have any significant impact in the future.

OTHER NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

40 Recent Accounting Pronouncement

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration: On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency.

The amendment will come into force from April 1, 2018. The Company has evaluated the effect of this on the financial statements and the impact is not material.

Ind AS 115- Revenue from Contract with Customers: On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The standard permits two possible methods of transition:

- Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach) The effective date for adoption of Ind AS 115 is financial periods beginning on or after April 1, 2018.

  The effective date for adoption of Ind AS 115 is financial periods beginning on or after April 1, 2018.

  The Company will adopt the standard on April 1, 2018 by using the cumulative catch-up transition method and accordingly comparatives for the year ending or ended March 31, 2018 will not be retrospectively adjusted. The effect on adoption of Ind AS 115 is expected to be insignificant.

41 The balance sheet, statement of profit and loss, cash flow statement, statement of changes in equity, statement of significant accounting policies and the accompanying notes forms an integral part of the financial statements of the Company for the year ended March 31, 2018.

As per our report of even date attached

For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

Rinku Ghatalia
Partner
M.No. 133762

Mumbai, Date: May 24, 2018

For and on behalf of the Board of Directors

Sanjay S. Shah Vice Chairman and Managing Director
DIN : 00248592

Pradeep S. Shah Managing Director
DIN : 00248692

Mihir V. Mehta
Company Secretary

Suresh Narayan
Chief Financial Officer

Mumbai, Date: May 24, 2018

INDEPENDENT AUDITOR'S REPORT

To the Members

Manugraph India Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of Manugraph India Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), (as defined in the Companies (Indian Accounting Standards) Rules, 2015, comprising of the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

Management's Responsibility for the Consolidated Ind AS financial statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) specified under Section 133 of the Act, read with relevant rules thereon. The respective Governing Bodies of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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 Ind AS financial statements by the Board of Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters, which are required to be included in the audit, report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

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

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2018, their consolidated Loss, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Other Matters

(a) We did not audit the financial statements of 1 subsidiary, whose financial statements reflect total assets of ₹ 21.80 Lakhs as at March 31, 2018 and total revenue of ₹ Nil and net cash flows amounting to ₹ 14.21 Lakhs for the year ended on that date, as considered in the preparation of the consolidated Ind AS financial statements. This financial statements has been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiary is based solely on the reports of the other auditors.

(b) We did not audit the financial statements of 1 subsidiary, whose financial statements reflect total assets of ₹ 1,260.94 Lakhs as at March 31, 2018 and total revenue of ₹ 1,752.85 Lakhs for the year ended on that date, as considered in the preparation of the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiary is based solely on the financial statements as prepared by the management.

Report on Other Legal and Regulatory Requirements

1. As required by sub-section (3) of Section143 of the Act, we report, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account and working / records maintained for the purpose of preparation of the consolidated Ind AS financial statements.

   (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules thereon.

   (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group Companies incorporated in India is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act. Since the provisions of Section 164(2) of the Act do not apply to entities incorporated outside India no comments are made in respect of such overseas entities.

   (f) With respect to the adequacy of the internal financial controls with reference to Financial Statements of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and

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

      i. The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group– Refer Note 35 to the consolidated Ind AS financial statements.

      ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India.

For **NATVARLAL VEPARI & CO.**
Chartered Accountants
Firm Registration Number 106971W

Rinku Ghatalia
Partner
Membership No. 133762

Mumbai,
Dated : May 24, 2018

Annexure - A to the Auditors' Report

Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Financial Statements of consolidated Ind AS financial statements of Manugraph India Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies, which are companies incorporated in India as of March 31, 2018 in conjunction with our audit of the Consolidated Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to Financial Statements.

Meaning of Internal Financial Controls with reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

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

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to Financial Statements and such internal financial controls with reference to Financial Statements were operating effectively as at March 31, 2018, based on the internal control with reference to Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Financial Statements in so far as it relates to one subsidiary company which is a company incorporated in India, is based on the corresponding reports of the auditors' of such company.

For **NATVARLAL VEPARI & CO.**
Chartered Accountants
Firm Registration Number 106971W

Rinku Ghatalia
Partner
Membership No. 133762

Mumbai,
Dated : May 24, 2018

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2018

(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	Note Ref	As at March 31,2018	As at March 31, 2017	As at April 01, 2016
I ASSETS				
1 Non-Current Assets				
(a) Property, Plant & Equipment	1	**9,920.10**	11,651.99	12,265.36
(b) Capital Work-in-Progress	1A	**-**	46.20	-
(c) Goodwill on Consolidation	2	**172.16**	172.16	331.38
(d) Intangible Assets	1B	**185.03**	171.12	193.78
(e) Financial Assets				
(i) Investments	3	**0.50**	0.50	0.63
(ii) Loans	4	**365.74**	414.92	433.82
(iii) Other Financial Assets	5	**48.96**	49.32	48.77
(f) Deferred Tax Assets (Net)	6	**-**	-	2,809.34
(g) Other Non-Current Assets	7	**2,807.50**	3,352.44	3,600.47
Total Non-current Assets		**13,499.99**	15,858.65	19,683.55
2 Current Assets				
(a) Inventories	8	**7,900.20**	6,036.71	8,860.87
(b) Financial Assets				
(i) Investments	9	**4,755.43**	6,009.62	2,812.93
(ii) Trade Receivables	10	**1,795.39**	928.43	3,017.66
(iii) Cash and cash equivalents	11	**637.76**	942.92	1,180.86
(iv) Bank balances other than (iii) above	12	**56.01**	1,003.00	1,007.58
(v) Loans	4	**141.27**	147.40	145.83
(vi) Other Financial Assets	5	**20.74**	52.94	73.44
(c) Other current assets	7	**1,116.03**	279.46	520.95
(d) Non current Asset held for sale	13	**829.97**	-	34.70
Total Current Assets		**17,252.80**	15,400.48	17,654.82
TOTAL ASSETS		**30,752.79**	31,259.13	37,338.37
II EQUITY & LIABILITIES				
Equity				
(a) Equity share capital	14	**608.30**	608.30	608.30
(b) Other equity	15	**20,316.08**	21,761.09	25,673.79
Total equity		**20,924.38**	22,369.39	26,282.09
Liabilities				
1 Non-Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	16	**-**	18.58	25.53
(ii) Other Financial Liabilities	17	**5.73**	8.05	7.80
(b) Provisions	18	**319.14**	358.49	310.46
(c) Deferred Tax Liabilities (Net)	6	**1,378.36**	879.78	-
Total Non-current Liabilities		**1,703.23**	1,264.90	343.79
2 Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	16	**252.10**	632.38	1,018.32
(ii) Trade Payables	19	**3,863.02**	2,509.98	2,608.54
(iii) Other Financial Liabilities	17	**481.16**	957.64	537.06
(b) Other Current Liabilities	20	**2,535.12**	2,439.45	5,308.23
(c) Provisions	18	**993.78**	1,085.39	1,240.34
Total Current Liabilities		**8,125.18**	7,624.84	10,712.49
Total Liabilities		**9,828.41**	8,889.74	11,056.28
TOTAL EQUITY AND LIABILITIES		**30,752.79**	31,259.13	37,338.37

The accompanying Notes form an integral part of the Financial Statements

As per our report of even date attached

For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

Rinku Ghatalia
Partner
M.No. 133762

Mumbai, Date: May 24, 2018

For and on behalf of the Board of Directors

Sanjay S. Shah Vice Chairman and Managing Director
DIN : 00248592

Pradeep S. Shah Managing Director
DIN : 00248692

Mihir V. Mehta
Company Secretary

Suresh Narayan
Chief Financial Officer

Mumbai, Date: May 24, 2018

Consolidated Statement of Profit and Loss for the year ended March 31, 2018

(All amounts are in ₹ Lakhs except EPS)

	Particulars	Note Ref	2017-18	2016-17
	Income			
I	Revenue from Operations	21	**18,921.55**	28,590.56
II	Other Income	22	**990.28**	666.38
III	Total Income (I + II)		**19,911.83**	29,256.94
IV	**Expenses**			
	Cost of Materials Consumed	23	**12,404.69**	14,006.02
	Purchase of Stock-in-Trade		**614.20**	-
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	24	**(1,948.63)**	1,146.09
	Excise Duty		**456.25**	2,807.19
	Employee Benefit Expenses	25	**4,591.70**	6,070.52
	Finance Cost	26	**116.11**	67.16
	Depreciation & Amortisation Expense	27	**528.69**	611.55
	Other Expenses	28	**3,494.30**	4,620.85
	Total Expenses (IV)		**20,257.31**	29,329.38
V	**Profit / (Loss) Before exceptional items and Tax (III - IV)**		**(345.48)**	(72.44)
VI	Exceptional Items			
1)	Profit on sale of Non- current Asset held for sale		**-**	303.71
2)	Provision for diminution in value of long-term investment in subsidiary		**-**	(159.22)
VII	**Profit / (Loss) Before Tax (V - VI)**		**(345.48)**	72.05
	1. Current Tax		**-**	55.46
	2. Deferred Tax		**193.58**	102.11
	3. Tax adjustment of previous years		**-**	15.58
VIII	Tax Expense		**193.58**	173.15
IX	**Profit / (Loss) for the period from continuing operations**		**(539.06)**	(101.10)
X	Profit/(Loss) from discontinued operations before Tax		**(557.65)**	179.70
XI	Tax Expense of discontinued operations		**(304.99)**	3,615.99
XII	Profit/(Loss) from Discontinued Operations after Tax		**(862.64)**	(3,436.29)
XIII	**Profit / (Loss) for the period (IX+XII)**		**(1,401.70)**	(3,537.38)
	Other Comprehensive Income			
A	Item that will not be reclassified to Statement of Profit and Loss			
(i)	Remeasurement gain / (loss) on defined benefit plans		**139.35**	(1.74)
(ii)	Income tax relating to items that will not be reclassified to Statement of Profit or Loss		**-**	0.58
B	Item that will be reclassified to Statement of Profit and Loss		**-**	-
(i)	Exchange difference in translating the financial statement of foreign operation		**0.38**	(8.08)
	Other Comprehensive Income for the year, net of tax		**139.73**	(9.24)
XIV	**Total Comprehensive Income for the year, net of tax**		**(1,261.97)**	(3,546.63)
XV	Earnings per Equity Share (for continuing operation):	30		
	Before exceptional items - Basic & Diluted (in ₹)		**(1.77)**	(0.81)
	After exceptional items - Basic & Diluted (in ₹)		**(1.77)**	(0.33)
	Par Value		**2.00**	2.00
XVI	Earnings per Equity Share (for discontinued operation):			
	Basic & Diluted (in ₹)		**(2.84)**	(11.28)
	Par Value		**2.00**	2.00
XVII	Earnings per Equity Share (for discontinued and continuing operation):			
	Before exceptional items - Basic & Diluted (in ₹)		**(4.61)**	(12.09)
	After exceptional items - Basic & Diluted (in ₹)		**(4.61)**	(11.62)
	Par Value		**2.00**	2.00

The accompanying Notes form an integral part of the Financial Statements

As per our report of even date attached

For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

Rinku Ghatalia
Partner
M.No. 133762

Mumbai, Date: May 24, 2018

For and on behalf of the Board of Directors

Sanjay S. Shah Vice Chairman and Managing Director
DIN : 00248592

Pradeep S. Shah Managing Director
DIN : 00248692

Mihir V. Mehta
Company Secretary

Suresh Narayan
Chief Financial Officer

Mumbai, Date: May 24, 2018

Consolidated Statement of Changes in Equity for the year ended March 31, 2018

(All amounts are in ₹ Lakhs unless otherwise stated)

Equity Share Capital

Particulars	No. of shares	Amount
Balance as at April 1, 2016	30,415,061	608.30
Changes in equity share capital during the year	-	-
Balance as at March 31, 2017	30,415,061	608.30
Changes in equity share capital during the year	-	-
Balance as at March 31, 2018	**30,415,061**	**608.30**

Particulars	Other Equity							Total Other Equity
	Reserves and Surplus						Other items of OCI	
	Capital Reserve	Capital Reserve on Amalgamation	Capital Redemption Reserve	Security Premium Reserve	General Reserve	Retained Earnings		
As at 1st April, 2016	**72.00**	**128.00**	**110.58**	**2,145.06**	**9,225.00**	**13,993.15**		**25,673.79**
Profit for the period	-	-	-	-	-	(3,537.38)	(8.08)	(3,545.46)
Dividend	-	-	-	-	-	304.15	-	304.15
Tax on Dividend	-	-	-	-	-	61.93	-	61.93
Actuarial gain/(loss) on gratuity (Net of tax thereon)	-	-	-	-	-	(1.16)	-	(1.16)
As at 31st March, 2017	**72.00**	**128.00**	**110.58**	**2,145.06**	**9,225.00**	**10,088.53**	**(8.08)**	**21,761.09**
Profit for the period	-	-	-	-	-	(1,401.70)	0.38	(1,401.32)
Dividend	-	-	-	-	-	152.08	-	152.08
Tax on Dividend	-	-	-	-	-	30.96	-	30.96
Actuarial gain/(loss) on gratuity (Net of tax thereon)	-	-	-	-	-	139.35	-	139.35
As at 31st March, 2018	**72.00**	**128.00**	**110.58**	**2,145.06**	**9,225.00**	**8,643.14**	**(7.70)**	**20,316.08**

As per our report of even date attached

For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

Rinku Ghatalia
Partner
M.No. 133762

Mumbai, Date: May 24, 2018

For and on behalf of the Board of Directors

Sanjay S. Shah — Vice Chairman and Managing Director
DIN : 00248592

Pradeep S. Shah — Managing Director
DIN : 00248692

Mihir V. Mehta
Company Secretary

Suresh Narayan
Chief Financial Officer

Mumbai, Date: May 24, 2018

Consolidated Statement of Cash Flows for the year ended 31st March, 2018 (contd...)

(All amounts are in ₹ Lakhs unless otherwise stated)

	Particulars	2017-18		2016-17	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Profit / (Loss) before tax		**(903.13)**		251.76
	Add: Depreciation	**564.04**		700.03	
	Interest	**84.81**		12.39	
	Provision for diminution of investment	**-**		159.22	
	Actuarial Gain / (loss) on obligation	**139.35**		(1.74)	
	Fixed assets written off / scrapped	**388.50**		46.12	
	Loss / (Profit) on sale of assets	**(409.81)**		(279.21)	
	Loss on disposal of investments	**-**		0.13	
	Sundry balances written off	**21.33**		10.00	
	Sundry balances written back	**(11.88)**		(32.23)	
	Provision for gratuity	**(49.22)**		(135.00)	
	Provision for earned leave wages	**(46.48)**		60.06	
	Provision for warranty	**(35.26)**		(31.98)	
	Dividend income	**(0.05)**		(0.05)	
	Profit on sale of investments	**(149.29)**		(343.01)	
	Net gain on financial assets measured at FVTPL	**(253.70)**		(9.62)	
	Exchange Gain / Loss	**(0.38)**		(8.08)	
	Excess provision written back	**(407.02)**		-	
	Interest received on deposits	**(112.01)**		(241.17)	
			(277.07)		(94.14)
	Operating profit before working capital changes		**(1,180.20)**		157.62
	Working capital changes				
	Trade payable and other liabilities	**1,390.79**		(2,510.75)	
	Inventory changes	**(1,863.49)**		2,824.16	
	Trade receivables	**(908.45)**		2,079.23	
	Loans & Advances	**(187.81)**		489.70	
			(1,568.96)		2,882.34
	Cash generated from operations		**(2,749.16)**		3,039.96
	Less: Direct taxes		**32.62**		23.45
	Net cash from operating activities		**(2,781.78)**		3,016.51

Consolidated Statement of Cash Flows for the year ended 31st March, 2018

(All amounts are in ₹ Lakhs unless otherwise stated)

	Particulars	2017-18		2016-17	
B	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of fixed assets including CWIP	**(124.99)**		(257.52)	
	Purchase of investments	**(11,253.71)**		(13,509.62)	
	Sale of fixed assets	**537.39**		351.53	
	Assets held for sale	**-**		34.70	
	Sale of investments	**12,910.88**		10,665.56	
	Dividend received	**0.05**		0.05	
	Other bank balances	**946.99**		4.58	
	Interest received	**128.71**		231.12	
	Net cash flow from investing activities		**3,145.32**		(2,479.60)
C	CASH FLOW FROM FINANCING ACTIVITIES				
	Interest paid	**(84.81)**		(12.25)	
	Dividend paid including dividend tax	**(185.03)**		(369.61)	
	Borrowings during the year	**(398.86)**		(392.89)	
	Net cash flow from financing activities		**(668.70)**		(774.75)
	Net cash flow from Operating, Investing and Financing activities		**(305.16)**		(237.84)
	Opening cash and cash equivalents		**942.92**		1,180.76
	Add: Net cash flow from Operating, Investing and Financing activities		**(305.16)**		(237.84)
	Closing cash and cash equivalents		**637.76**		942.92

The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 - Statement of Cash Flows as notified under the Companies (Indian Accounting Standards) Rules, 2015.

As per our report of even date attached

For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

Rinku Ghatalia
Partner
M.No. 133762

Mumbai, Date: May 24, 2018

For and on behalf of the Board of Directors

Sanjay S. Shah Vice Chairman and Managing Director
DIN : 00248592

Pradeep S. Shah Managing Director
DIN : 00248692

Mihir V. Mehta
Company Secretary

Suresh Narayan
Chief Financial Officer

Mumbai, Date: May 24, 2018

Notes on financial statements for the year ended March 31, 2018

CORPORATE INFORMATION

Manugraph India Limited (hereinafter referred to as "MIL" or "the company") a public company domiciled in India, was incorporated under the provisions of the Companies Act, 1956 in the year 1972.

The Company and its subsidiary companies are referred to as the Group here under. The Group is the largest manufacturer of single width web-offset printing presses in India and has a significant share of the world market for its products. The manufacturing facilities are located at Kolhapur in India. The Group has its in-house R&D facilities with a combined strength of over 50 engineers. The R&D facilities are recognized by Department of Scientific and Industrial Research – Ministry of Science and Technology, Government of India.

The consolidated financial statements of the Group for the year ended March 31, 2018 were authorised for issue in accordance with the resolution passed at the meeting of the Board of Directors held on Thursday, May 24, 2018.

SIGNIFICANT ACCOUNTING POLICIES

This Note provides a list of the Significant Accounting Policies adopted by the Group in the preparation of these Consolidated Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

i. Compliance with Ind-AS :

These Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('the Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The Consolidated Financial Statements comply in all material respects with Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 [Companies (Indian Accounting Standards) Rules, 2015], as amended and other relevant provisions of the Act.

The Consolidated Financial Statements for the year ended March 31, 2018 are the first Ind AS financial statements of the Group. The Consolidated Financial Statements of March 31, 2017 have been restated to give effect of Ind-AS and to arrive at comparable figures as that of March 31, 2017. Reconciliation and descriptions of the effect of the transition has been summarized in note no. 36.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

ii. Current / Non-current classification

Any asset or liability is classified as current if it satisfies any of the following conditions:

a. the asset / liability is expected to be realised / settled in the Company's normal operating cycle;

b. the asset is intended for sale or consumption;

c. the asset / liability is held primarily for the purpose of trading;

d. the asset / liability is expected to be realized / settled within twelve months after the reporting period;

e. the asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date;

f. in the case of a liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other assets and liabilities are classified as non-current.

For the purpose of current / non-current classification of assets and liabilities, the Company has ascertained its normal operating cycle as twelve months. This is based on the nature of services and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents.

Notes on financial statements for the year ended March 31, 2018

iii. Historical cost convention :

The Consolidated Financial Statements have been prepared on a historical cost basis except for the following:

- certain financial assets and liabilities that are measured at fair value
- certain assets and liabilities classified as held for sale that are measured at fair value less cost to sale.

iv. Basis of Consolidation :

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Control is achieved when the company has:

- power over the investee
- is exposed or has rights to variable returns from its involvement with the investee, and
- has the ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Company has less than a majority of the voting or similar rights of an investee, the Company considers all relevant facts and circumstances in assessing whether it has power over an investee, including :

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Company's voting rights and potential voting rights
- The size of the Company's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Company re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Company gains control until the date the Company ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent company, i.e., year ended on March 31. When the end of reporting period of the Parent is different from that of subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the Parent to enable the Parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the Parent's investment in each subsidiary and the Parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The following subsidiaries have been consolidated into the parent and the parent's holding thereon is as under:

Sr. No.	Name of the subsidiary companies	Country of Incorporation	Percentage Holding
1.	Constrad Agencies (Bombay) Pvt. Ltd.	India	100%
2.	Manugraph Americas Inc.	USA	100%

As both the subsidiaries are wholly owned, non controlling interest is nil.

b) FOREIGN CURRENCY TRANSACTIONS

Functional and presentation currency

Items included in the Consolidated Financial Statements of the Group are measured using the currency of the primary economic environment in which the Group operates ('the functional currency'). The Consolidated Financial Statements of the Group are presented in Indian Rupees (₹.), which is also the functional and presentation currency of the Group.

Transactions and balances

i) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.

ii) Foreign currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date.

iii) Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

iv) Losses arising on account of transactions covered by forward contract is recognised over the period of the contract.

v) Monetary assets and liabilities at the end of the year are converted at the year end rate and the resultant gain or loss is accounted for in the Income Statement.

vi) The Group has not used any derivative instrument except forward contracts which have been used for hedging the foreign currency exposure. The Group does not undertake any speculative or trading activity through derivative instruments.

c) REVENUE RECOGNITION

i) Time of recognition: Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods, the amount of revenue can be measured reliably and it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the activities of the Group. This generally happens upon dispatch of the goods to customers, except for export sales which are recognised when significant risk and rewards are transferred to the buyer as per the terms of contract.

Revenue from services is accounted on percentage completion method and is recognised in the accounting period in which the services are rendered.

Eligible export incentives are recognised in the year in which the conditions precedent are met and there is no significant uncertainty about the collectability.

ii) Measurement of revenue: Revenue is measured at the fair value of the consideration received or receivable, after the deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the Government which are levied on sales such as Goods and Services Tax (GST). Revenue is presented net of GST, with an exception that for the comparative period ended 31st March, 2017 revenue has been presented inclusive excise duty, with excise duty is presented as expense as a separate line on the face of the Statement of Profit and Loss. Discounts given include rebates, price reductions and other incentives given to customers. No element of financing is deemed present as the sales are made with a payment term which is consistent with market practice.

Notes on financial statements for the year ended March 31, 2018

iii) Revenue in respect of Insurance /other claims, commission etc. are recognised only when it is reasonably certain that the ultimate collection will be made.

iv) Interest income is recognised on time proportion basis using effective interest rate method.

v) Dividend income is recognised when the right to receive the same is established.

vi) Current investments are marked to market at the end of the relevant period and the resultant gains or losses are recognised in the Income statement.

d) INCOME TAXES

The income tax expense or credit for the period is the tax payable on the taxable income of the current period based on the applicable income tax rates adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Minimum Alternate Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid are recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the period for which the MAT credit can be carried forward for set off against the normal tax liability. Such asset is reviewed at each Balance Sheet date.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. However, deferred tax liabilities are not recognised if they arise from the initial recognition of Goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit | (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the Balance Sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in Other Comprehensive Income or directly in equity. In this case, the tax is also recognised in Other Comprehensive Income or directly in equity, respectively.

e) LEASES

As a lessee:

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases for the lessor.

As regards land, where the lease term is for 99 years, and where the Group is lessee, the lease is considered as Finance Lease.

As a lessor:

Lease income from operating leases where the Group is a lessor is recognised as income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the Balance Sheet based on their nature. Leases of property, plant and equipment where the Group as a lessor has substantially transferred all the risks and rewards are classified as finance lease. Finance leases are capitalised at the inception of the lease at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rent receivables, net of interest income, are included in other financial assets. Each lease receipt is allocated between the asset and interest income. The interest income is recognised in the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the asset for each period.

Under combined lease agreements, land and building are assessed individually. Lease rental attributable to the operating lease are charged to Statement of Profit and Loss as lease income whereas lease income attributable to finance lease is recognised as finance lease receivable and recognised on the basis of effective interest rate.

f) PROPERTY, PLANT AND EQUIPMENT

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Property, plant and equipment are stated at original cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. All other repair and maintenance costs are recognised in the statement of profit and loss as incurred.

Spare parts, stand-by equipment and servicing equipment are recognised as property, plant and equipment if they are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes and are expected to be used during more than one period.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date. Advances paid towards the acquisition of property, plant and equipment outstanding at each Balance Sheet date is classified as 'capital advances' under other non-current assets and the costs of assets not ready for the intended use before balance sheet date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that it increases the future economic benefits associated with the asset beyond the previously assessed standard of performance and these will flow to the Group and the cost of the item can be measured reliably.

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognised in the Statement of Profit and Loss. Assets to be disposed of are reported at the lower of the carrying value or the fair value less cost to sell, and depreciation ceases on such assets

The asset's residual values, useful lives and methods of depreciation are reviewed at each financial year end, changes there in are considered as estimates and accordingly accounted for adjusted prospectively.

Cost of borrowing for assets taking substantial time to be ready for use is capitalised for the period upto the time the asset is ready to use.

Intangible assets are stated at cost of construction less accumulated amortised amount and accumulated impairment losses, if any

Transition to Ind AS:

On transition to Ind AS, the Group has exercised the option under Para D5 of Ind AS 101, First Time Adoption of Indian Accounting Standards (Ind AS 101), and elected to measure certain land at fair value and as regards other items of property, plant and equipment, they were accounted for (retrospectively) as per Ind AS .

DEPRECIATION

Tangible Fixed Assets: Depreciation on all assets of the Group is charged on straight line method over the useful life of assets at the rates and in the manner provided in Schedule II of the Companies Act 2013 for the proportionate period of use during the year.

The Group depreciates its property, plant and equipment over the useful life in the manner prescribed in Schedule II to the Act, and management believe that useful life of assets are same as those prescribed in Schedule II to the Act.

The residual values are not more than 5% of the original cost of the asset.

Notes on financial statements for the year ended March 31, 2018

g) INTANGIBLE FIXED ASSETS

Intangible assets are amortized by straight line method over the estimated useful life of such assets. The useful life is estimated based on the evaluation of future economic benefits expected of such assets. The amortisation period and amortisation method are reviewed atleast at each financial year end. If the expected useful life of assets is significantly different from previous estimates, the amortisation period is changed accordingly.

Computer Software includes enterprise resource planning project and other cost relating to software which provides significant future economic benefits. These costs comprise of license fees and cost of system integration services.

Development expenditure qualifying as an intangible asset, if any, is capitalised, to be amortised over the economic life of the product / patent.

Intangible assets are stated at cost less accumulated amortization and impairment, if any. Intangible assets are amortized by straight line method over the estimated useful life of such assets.

The useful life is estimated based on the evaluation of future economic benefits expected of such assets. The amortisation period and amortisation method are reviewed at least at each financial year. If the expected useful life of assets is significantly different from previous estimates, the amortisation period is changed prospectively.

h) IMPAIRMENT OF ASSETS

The carrying amounts of assets are reviewed at each Balance Sheet date to assess if there is any indication of impairment based on internal / external factors. An impairment loss on such assessment will be recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of the assets is net selling price or value in use, whichever is higher. While assessing value in use, the estimated future cash flows are discounted to the present value by using weighted average cost of capital. A previously recognised impairment loss is further provided or reversed depending on changes in the circumstances and to the extent that carrying amount of the assets does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised. An impairment loss is charged to the Income statement in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

i) CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash in hand, cash in bank, cheques on hand, demand deposits with bank and other short-term (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

j) TRADE RECEIVABLE

Trade receivables are recognised as per Ind AS 18 “Revenue” and these assets are held at amortised cost.

k) TRADE AND OTHER PAYABLES

These amounts represent liabilities for goods and services provided to the group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

l) INVENTORIES

Raw materials and components, packing materials, purchased finished goods, work-in-progress, finished goods manufactured, fuel, stores and spares other than specific spares for machinery are valued at cost or net realisable value whichever is lower. Cost of inventories is ascertained on the weighted average basis.

Work -in -Progress include the cost of purchase, appropriate share of cost of conversion and other overhead incurred in bringing the inventory to its present location and condition and measured at lower of cost or net realisable value

‘Cost’ comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventory to the present location and condition. Due allowances are made for slow moving and obsolete inventories based on estimates made by the Company.

Finished products are valued at lower of cost and net realisable value Cost is computed including Material, Labour and Overheads related to the manufacturing operations.

Items such as spare parts, stand-by equipment and servicing equipment which is not property, plant and machinery gets classified as inventory.

m) FINANCIAL INSTRUMENTS

Classification

The Group classifies its financial assets in the following measurement categories:

i) Those to be measured subsequently at fair value (either through Other Comprehensive Income, or through profit or loss)

ii) Those to be measured at amortised cost

The classification depends upon the business model of the Group for managing financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or Other Comprehensive Income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through Other Comprehensive Income.

Initial recognition and measurement

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not carried at fair value through profit or loss are added to the fair value on initial recognition. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Statement of Profit and Loss.

Subsequent measurement

After initial recognition, financial assets are measured at:

i) Fair Value (either through Other Comprehensive Income (FVOCI) or through profit or loss (FVTPL) or

ii) Amortised cost

Non-derivative financial instruments

i) Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, using the EIR method less impairment, if any, the amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

ii) Financial assets at fair value through other comprehensive income (OCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Fair value movements are recognised in the OCI. The Group has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Group has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income. On de-recognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

iii) Financial assets at fair value through profit or loss

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Notes on financial statements for the year ended March 31, 2018

Financial liabilities

i) Classification as debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

ii) Initial recognition and measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the fair value.

iii) Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

iv) De-recognition

A financial liability is de-recognised when the obligation specified in the contract is discharged, cancelled or expires.

Derivative financial instruments

The Group holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank.

Derecognition of financial instruments

A financial asset is de-recognised only when

i) The Group has transferred the rights to receive cash flows from the financial asset or

ii) Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognised.

Where the Group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Impairment

Financial assets

The Group recognizes loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, ECLs are measured at an amount equal to 12-month ECL, unless there has been a significant increase in credit risk for initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

Non financial assets

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

n) OFFSETTING FINANCIAL INSTRUMENTS

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

o) BORROWING COSTS

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

p) PROVISIONS AND CONTINGENT LIABILITIES

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each year end and reflect the best current estimate. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provision for Product related warranty costs is based on the claims received upto the year end as well as the management estimates of further liability to be incurred in this regard during the warranty period, computed on the basis of past trend of such claims.

Provisions are measured at the present value of Management’s best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

q) EMPLOYEE BENEFITS

Short Term Employee Benefits

All Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and they are recognized in the period in which employee renders the related service except leave encashment.

Other Long-Term Employee Benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognised as a liability at the present value of the defined benefit obligation at the Balance Sheet date, determined based on actuarial valuation using Projected Unit Credit Method. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government Securities as at the Balance Sheet date.

Defined Contribution Plans

Defined contribution fund are government administered provident fund scheme, employee state insurance scheme for all

Notes on financial statements for the year ended March 31, 2018

employees. Group also contributes towards a Superannuation fund administered by the Employees Welfare trust. This scheme is funded with an insurance company in the form of a qualifying insurance policy and other permissible securities. The Group's contribution to defined contribution plans are recognized in the Statement of Profit and Loss in the financial year to which they relate.

Defined Benefit Gratuity Plan

The Group's gratuity benefit scheme is a defined benefit retirement plan covering eligible employees. The Group's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan, are based on the market yields on Government Securities as at the Balance Sheet date.

Actuarial gains and losses are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Past service cost is recognised in the statement of profit and loss in the period of plan amendment.

r) EARNINGS PER SHARE

Basic earnings per share are computed by dividing the net profit attributable to the equity holders of the Group by the weighted average number of equity shares outstanding during the period. Diluted earnings per share are computed by dividing net profit net profit attributable to the equity holders of the Group by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares unless the results would be anti - dilutive. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

s) EXCEPTIONAL ITEMS

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Group is such that its disclosure improves the understanding of the performance of the Group, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

t) FAIR VALUE MEASUREMENT

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.

u) STATEMENT OF CASH FLOW

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

v) DIVIDENDS

The final dividend on shares is recorded as a liability on the date of approval by shareholders, and interim dividends are recorded as a liability on the date of declaration by the Group's Board of Directors.

w) RESEARCH AND DEVELOPMENT EXPENDITURE

Research expenditure on research and development is charged to profit and loss in the year in which it is incurred. Capital expenditure on research and development is included in additions to property, plant and equipment under appropriate heads.

x) **OTHER INCOME**

Other income is comprised primarily of interest income, dividend income, gain / loss on investments and exchange gain / loss on forward and options contracts and on translation of other assets and liabilities. Interest income is recognized using the effective interest rate method on accrual basis. Dividend income is recognized when right to receive payment is established.

CRITICAL ESTIMATES AND JUDGEMENTS

Preparation of the Consolidated Financial Statements requires use of accounting estimates which, by definition, will seldom equal the actual results. This Note provides an overview of the areas that involved a higher degree of judgements or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Consolidated Financial Statements. Difference between the actual results and estimates are recognised in the period in which the results are known.

The areas involving critical estimates or judgements are:

- Estimation of useful life of tangible assets: Note (f)

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

Notes on financial statements for the year ended March 31, 2018

(All amounts are in ₹ Lakhs unless otherwise stated)

Note 1: Property, Plant & Equipment

Particulars	Freehold land	Land under improvement	Land[1] Under finance lease	Buildings	Plant, Machinery & Equipment	Computers	Other Equipments	Furniture & fittings	Vehicles	Research and Development			Total
										Gauges & Instruments	Computers	Prototype Machine	
Gross Block													
As at April 01, 2016	101.89	83.60	7,407.00	4,171.85	12,049.33	699.12	876.39	498.70	443.45	42.10	28.92	549.92	26,952.27
Additions	-	-	-	-	88.65	20.75	2.39	5.63	39.87	-	15.19	35.70	208.18
Disposals	-	48.34	-	49.99	1,124.98	18.90	37.94	115.09	4.40	-	0.87	-	1,400.51
Exchange difference	1.96	0.79	-	43.66	35.33	9.29	12.78	0.30	1.27	-	-	-	105.38
As at March 31, 2017	99.93	34.47	7,407.00	4,078.20	10,977.67	691.68	828.06	388.94	477.65	42.10	43.24	585.62	25,654.56
Additions	-	-	-	5.88	31.90	7.37	-	0.02	46.20	-	-	-	91.37
Disposals	-	-	-	376.58	2,054.05	409.90	567.52	13.52	88.63	-	1.11	-	3,511.30
Exchange difference	0.27	0.11	-	4.81	-	-	-	-	-	-	-	-	5.20
Assets held for sale (Refer Note 13)	85.51	34.58	-	1,522.70	-	-	-	-	-	-	-	-	1,642.79
As at March 31, 2018	**14.69**	**-**	**7,407.00**	**2,189.61**	**8,955.52**	**289.15**	**260.54**	**375.44**	**435.22**	**42.10**	**42.13**	**585.62**	**20,597.04**
Depreciation / Amortisation													
As at April 01, 2016	-	36.21	-	1,682.27	10,347.03	654.46	832.58	439.19	220.42	38.54	25.82	410.39	14,686.91
Charge for the year	-	0.82	-	119.62	431.09	19.13	14.70	19.65	53.84	0.57	3.27	14.47	677.16
Disposals	-	13.39	-	14.02	1,084.59	18.60	37.02	112.40	4.20	-	0.87	-	1,285.09
Exchange difference	-	0.54	-	18.48	34.54	9.15	12.78	0.30	0.64	-	-	-	76.43
As at March 31, 2017	-	23.10	-	1,769.39	9,658.99	645.84	797.48	346.14	269.42	39.11	28.22	424.86	14,002.55
Charge for the year *	-	0.79	-	87.62	344.63	17.20	6.26	14.09	51.18	0.57	5.36	16.63	544.33
Disposals	-	-	-	1.77	1,995.07	405.62	567.09	13.48	55.64	-	1.11	-	3,039.78
Exchange difference	-	0.08	-	2.74	-	-	-	-	-	-	-	-	2.82
Assets held for sale (Refer Note 13)	-	23.96	-	809.02	-	-	-	-	-	-	-	-	832.98
As at March 31, 2018	**-**	**-**	**-**	**1,048.96**	**8,008.55**	**257.42**	**236.65**	**346.75**	**264.96**	**39.68**	**32.47**	**441.48**	**10,676.94**
Net Block													
As at March 31, 2017	99.93	11.37	7,407.00	2,308.81	1,318.68	45.84	30.58	42.80	208.23	2.99	15.02	160.76	11,652.01
As at March 31, 2018	**14.69**	**-**	**7,407.00**	**1,140.65**	**946.97**	**31.73**	**23.89**	**28.69**	**170.26**	**2.42**	**9.66**	**144.14**	**9,920.10**

[1] Land under finance lease has been revalued on the date of transition and the fair value is considered as the deemed cost per para D5 of Ind AS 101. Rest all items of Property, Plant and Equipment have been accounted as per Ind AS.

Except the office premises in Ahmedabad, all the items of Property, Plant & Equipment are hypothecated to bank for availing credit facilities.

* Depreciation for the year as per Note 1 is ₹ 544.33 Lakhs, however as per statement of profit and loss it is ₹ 508.98 Lakhs. The difference is on account of depreciation from discontinued operations adjusted under profit / (loss) from discontinued operations before tax.

Notes on financial statement for the year ended March 31, 2018

(All amounts are in ₹ Lakhs unless otherwise stated)

Note 1A: Intangible assets

Particulars	Technical Documentation & Know How	Computer Software	R & D Software	Total
Gross Block				
As at April 01, 2016	129.82	47.59	16.39	193.80
Additions	-	3.18	-	3.18
Disposals	-	5.85	0.16	6.01
As at March 31, 2017	129.82	44.92	16.23	190.97
Additions	33.62	-	-	33.62
Disposals	-	-	-	-
As at March 31, 2018	**163.44**	**44.92**	**16.23**	**224.59**
Depreciation / Amortization				
As at April 01, 2016	-	-	-	-
Charge for the year	4.57	11.27	7.07	22.90
Disposals	-	2.90	0.16	3.06
As at March 31, 2017	4.57	8.37	6.91	19.84
Charge for the year	5.93	10.57	3.21	19.71
Disposals	-	-	-	-
As at March 31, 2018	**10.50**	**18.94**	**10.12**	**39.55**
Net Block				
As at March 31, 2017	125.25	36.55	9.32	171.12
As at March 31, 2018	**152.94**	**25.98**	**6.11**	**185.03**

In case of Intangible assets, the previous GAAP carrying value figures have been considered as deemed cost on the date of transition.

Note 1B: Capital Work In Process

Particulars	**Capital work in process**
Capital Work in Process	
Cost	
As at April 01, 2016	-
Additions	46.20
Disposals / Capitalised	-
As at March 31, 2017	46.20
Additions	-
Disposals / Capitalised	46.20
As at March 31, 2018	**-**

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

2 Goodwill on Consolidation

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Goodwill on Consolidation	**6,331.38**	6,331.38	6,331.38
Less - Provision for diminution in value of Goodwill arising out of Investment in Manugraph Americas Inc.	**(6,159.22)**	(6,159.22)	(6,000.00)
Total	**172.16**	172.16	331.38

a) Goodwill on Consolidation amounting to ₹ 6331.38 Lakhs has arisen on consolidation between the Company and Manugraph Americas Inc. ₹ 6159.22 Lakhs and between the Company and Constrad Agencies (Bombay) Private Limited ₹ 172.16 Lakhs. This Goodwill represents difference between the cost to Company of its Investment in the Subsidiary Companies and the Equity Value on the date of acquisition.

b) Pursuant to the court monitored liquidation proceedings of Manugraph Americas Inc., the Company has reassessed the impairment of investment in Manugraph Americas Inc. Based on the reassessment of the residual value to equity holders, the Company has made a further provision of ₹ 1,500 Lakhs (PY ₹ 4,500 Lakhs) during the current year resulting in aggregate provision of ₹ 12,000 Lakhs in its standalone financial statements based on valuation report indicating the equity value of Manugraph Americas Inc. The amount in excess of Goodwill on consolidation has been reversed in the consolidated financial statements as these statements incorporate the accumulated losses of the subsidiary.

3 Non-Current Investments

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Nos.		Nos.		Nos.	
a) Investment in equity instruments of Other Company measured at FVTPL						
Manugraph Securities and Finance Private Limited (unquoted)	**-**	**-**	-	-	250	0.03
Shree Warna Sahakari Bank Limited (Unquoted) (shares of ₹ 25/- each)	**2000**	**0.50**	2000	0.50	2000	0.50
Sub-total (a)		**0.50**		0.50		0.53
b) Investment in Government securities at amortised cost (unquoted)						
6 years National Savings Certificates - VIII issue		**-**		-		0.10
Sub-total (b)		**-**		-		0.10
Total (a+b)		**0.50**		0.50		0.63

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
a) Aggregate of quoted investments			
- Cost	**-**	-	-
- Market Value	**-**	-	-
Aggregate of unquoted investments	**0.50**	0.50	0.63

i The Manugraph Securities and Finance Private Limited has been struck off from the records of MCA and accordingly the investment has been written off on DOT.

ii 6 years National Savings Certificates - VIII Issue have been written off on DOT.

(All amounts are in ₹ Lakhs unless otherwise stated)

iii The fair value of equity shares of Shree Warna Sahakari Bank Limited are considered equal to cost in the absence of information to determine fair value. The Company received dividend approximately @ 10% of its investment and therefore considers the fair value equal to the cost. The amount in any case is not material.

4 Loans

(Unsecured considered good unless otherwise stated)

Particulars	**As at 31st March, 2018**		As at 31st March, 2017		As at 1st April, 2016	
	Non-current	**Current**	Non-current	Current	Non-current	Current
Staff loans	**365.74**	**141.27**	414.92	147.40	433.81	145.83
Total	**365.74**	**141.27**	414.92	147.40	433.82	145.83

5 Other Financial Assets

Particulars	**As at 31st March, 2018**		As at 31st March, 2017		As at 1st April, 2016	
	Non-current	**Current**	Non-current	Current	Non-current	Current
Sundry deposits, measured at amortised cost	**48.41**	**-**	48.77	22.15	48.22	13.40
Interest accrued on bank deposits	**-**	**2.77**	-	19.47	-	9.42
Other receivables	**0.55**	**17.97**	0.55	11.32	0.55	50.62
Total	**48.96**	**20.74**	49.32	52.94	48.77	73.44

6 Deferred Tax Asset / (Liability)

Particulars	**As at 31st March, 2018**		As at 31st March, 2017		As at 1st April, 2016	
Deferred tax liability on account of						
Book base and tax base of PPE	**1,690.74**		1,758.62		1,780.08	
Unrealised gain on current investments	**78.93**	**1,769.67**	3.18	1,761.80	4.28	1,784.36
Deferred tax Assets on account of						
Tax Disallowances	**391.31**		576.89		701.46	
Difference between cost and fair value of loan to subsidiary	**-**	**391.31**	0.15	577.04	0.24	701.70
Arising out of accumulated carry forward losses (foreign subsidiary)		**-**		304.98		3,892.00
Net deferred tax asset/(Liability)		**(1,378.36)**		(879.78)		2,809.34

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

7 Other Assets

(Unsecured considered good unless otherwise stated)

Particulars	**As at 31st March, 2018**		As at 31st March, 2017		As at 1st April, 2016	
	Non-current	**Current**	Non-current	Current	Non-current	Current
Vat refund receivable	**1,584.01**	**-**	1,948.93	-	2,323.71	-
Balance with Revenue Authorities	**19.47**	**484.28**	20.15	99.72	26.48	186.57
Advances for expenses	**5.56**	**91.56**	3.45	117.59	2.87	130.42
Advance to suppliers	**-**	**498.15**	-	59.14	-	76.28
Export incentive receivables	**-**	**35.70**	-	-	-	43.15
Capital advance	**-**	**-**	193.97	-	13.86	-
MEIS License in hand	**-**	**6.34**	-	3.01	-	21.96
Other receivables	**-**	**-**	20.10	-	20.56	62.57
Taxes paid net of provisions	**1,198.46**	**-**	1,165.84	-	1,212.99	-
Total	**2,807.50**	**1,116.03**	3,352.44	279.46	3,600.47	520.95

8 Inventories

Particulars	**As at 31st March, 2018**		As at 31st March, 2017		As at 31st March, 2016	
Raw Material						
- In hand	**2,011.31**		1,910.53		2,181.38	
- In transit	**13.35**	**2,024.66**	0.45	1,910.98	12.80	2,194.18
Work In Progress		**3,499.29**		2,093.95		4,229.90
Finished Goods		**80.25**		80.00		330.59
Stores & Spares		**117.90**		91.67		101.05
Loose Tools (Consumable)		**74.63**		65.28		63.70
Manufactured components		**2,103.47**		1,794.83		1,941.45
Total		**7,900.20**		6,036.71		8,860.87

All the above inventories are hypothecated to the lenders as security towards working capital facilities.

The disclosure of inventories recognised as an expense in accordance with paragraph 36 of Ind AS 2 is as follows:

Particulars	**As at 31st March, 2018**	As at 1st April, 2017
(i) Amount of inventories recognised as an expense during the period.	**11,326.72**	15,549.73
(ii) Amount of write - down of inventories recognised as an expense during the period.	**26.11**	-
Total	**11,352.83**	15,549.73

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

9 Current Investments

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Nos.		Nos.		Nos.	
Investments in Mutual Funds (Quoted)						
Investments at fair value through P&L (fully paid)						
SBI Premier Liquid Fund - Regular Plan	-	-	-	-	12,680	301.30
UTI Treasury Advantage Fund - Inst. Plan	-	-	-	-	24,340	502.41
HDFC Floating Rate Income Fund - STP	-	-	-	-	1,543,722	402.04
Kotak Floater Short term - Direct - Growth	-	-	37,500	1,001.01	-	-
ICICI Pru. Liquid Plan - Direct - Growth	-	-	416,152	1,001.75	-	-
Birla Sun Life Cash Plus - Growth	-	-	307,592	801.32	-	-
Birla Sun Life Cash Plus - Growth - Direct	-	-	268,328	701.16	-	-
HDFC Liquid Fund - Regular Plan - Growth	-	-	31,306	1,001.69	-	-
SBI Treasury Advantage Fund - Growth	27,161	537.32	27,161	501.72	-	-
Tata Liquid Fund - Regular Plan - Growth	-	-	33,478	1,000.97	-	-
HDFC Short Term Opportunities Fund - Growth	-	-	-	-	1,821,328	300.88
Tata Short Term Bond Fund - Growth	-	-	-	-	1,782,665	502.02
Birla Sun Life Saving Fund Regular - Growth	249,430	852.82	-	-	274,627	804.28
Birla Sun Life Saving Fund Direct - Growth	217,221	747.08	-	-	-	-
ICICI Pru. Flexible Income Plan - Growth	318,051	1,065.13	-	-	-	-
Kotak Low Duration Fund Direct - Growth	24,441	535.48	-	-	-	-
Franklin India Low Duration Fund - Growth	2,550,227	509.42	-	-	-	-
ICICI Pru. Regular Saving Fund - Growth	2,737,356	508.18	-	-	-	-
Total	**6,123,887**	**4,755.43**	1,121,517	6,009.62	5,459,362	2,812.93

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
a) Aggregate of quoted investments			
- Book Value	**4,755.43**	6,009.62	2,812.93
- Market Value	**4,755.43**	6,009.62	2,812.93
b) Aggregate of unquoted investments	**-**	-	-

10 Trade receivables - Current

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
(Unsecured, at amortised cost)						
Considered good						
Related Parties (refer note 34)	**232.73**		3.99		1,308.64	
Others	**1,562.66**		924.44		1,709.02	
	1,795.39		928.43		3,017.66	
Considered doubtful	**-**		167.09		165.58	
	1,795.39		1,095.52		3,183.24	
Less: Expected Credit Loss Provision	**-**		167.09		165.58	
		1,795.39		928.43		3,017.66
Total		**1,795.39**		928.43		3,017.66

11 Cash and cash equivalents

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
i) Balances with bank						
With scheduled banks						
In current accounts	**624.72**		418.19		279.20	
In cash credit accounts	**-**		514.79		862.92	
		624.72		932.98		1,142.12
ii) Funds in transit		**-**		-		22.82
iii) Cash on hand		**13.04**		9.94		15.92
Total		**637.76**		942.92		1,180.86

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

12 Bank balances other than cash & cash equivalents

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
Other Bank Balances						
In fixed deposit accounts (as margin money)	**15.26**		960.26		961.31	
In unclaimed dividend accounts	**40.75**		42.74		46.27	
Total		**56.01**		1,003.00		1,007.58

13 Non-Current assets held for sale

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
Lease-hold land	**-**		-		7.64	
Free-hold land	**85.51**		-		-	
Land Improvements	**10.62**		-		-	
Buildings	**713.68**		-		26.36	
Furniture and fixtures	**-**		-		0.71	
Other non-current assets	**20.16**				-	
Total		**829.97**		-		34.70

a) As at March 31, 2018, the non-current assets held for sale relates to the assets of Manugraph Americas Inc., the subsidiary which is under court monitored liquidation.

b) As at April 01, 2016, the property of the plant in Unit III which was decided to be disposed off is shown as non-current asset held for sale.

14 Equity Share Capital

Particulars	As at 31st March, 2018 No.		As at 31st March, 2017 No.		As at 1st April, 2016 No.	
Authorised Capital:						
Equity shares of ₹ 2 each	**98,500,000**	**1,970.00**	98,500,000	1,970.00	98,500,000	1,970.00
Preference shares of ₹100 each	**10,000**	**10.00**	10,000	10.00	10,000	10.00
Unclassified shares of ₹100 each	**20,000**	**20.00**	20,000	20.00	20,000	20.00
Redeemable preference shares of ₹100 each	**350,000**	**350.00**	350,000	350.00	350,000	350.00
Total		**2,350.00**		2,350.00		2,350.00

Particulars	As at 31st March, 2018 No.		As at 31st March, 2017 No.		As at 1st April, 2016 No.	
Issued, Subscribed And Paid up Capital:						
Equity shares of ₹ 2 each	**30,415,061**	**608.30**	30,415,061	608.30	30,415,061	608.30
Total	**30,415,061**	**608.30**	30,415,061	608.30	30,415,061	608.30

a) The Company has not issued any bonus shares during the last five years.

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

b) Details of Shareholding in excess of 5%

Name of Shareholder	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	No. of shares held	%	No. of shares held	%	No. of shares held	%
Multigraph Machinery Co. Ltd.	**5,935,027**	**19.51**	5,955,027	19.58	5,955,027	19.58
Sanat Manilal Shah	**1,484,709**	**4.88**	1,484,709	4.88	2,491,209	8.19
Pradeep Sanat Shah	**1,765,721**	**5.81**	1,765,721	5.81	1,765,721	5.81
Santsu Finance & Investment Pvt. Ltd.	**2,537,000**	**8.34**	2,537,000	8.34	1,905,500	6.26
Manu Enterprises Ltd.	**2,316,500**	**7.62**	2,316,500	7.62	1,941,500	6.38
Reliance Capital Trustee Co. Ltd.	**-**	**-**	-	-	1,709,978	5.62
Total	**14,038,957**	**46.16**	14,058,957	46.23	15,768,935	51.84

c) Reconciliation of the equity shares outstanding at the beginning and at the end of the year.

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	No.		No.		No.	
Issued, Subscribed And Paid up Capital:						
At the beginning of the year	**30,415,061**	**608.30**	30,415,061	608.30	30,415,061	608.30
Issued during the period	**-**	**-**	-	-	-	-
Outstanding at the end of the year	**30,415,061**	**608.30**	30,415,061	608.30	30,415,061	608.30

d) The Company has only one class of shares issued and paid-up capital referred to as equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share.

e) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after payment of all external liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

15 Other Equity

	Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
i)	Capital Reserve		**72.00**		72.00		72.00
ii)	Capital Reserve - On Amalgamation		**128.00**		128.00		128.00
iii)	Capital Redemption Reserve		**110.58**		110.58		110.58
iv)	Securities Premium Account		**2,145.06**		2,145.06		2,145.06
v)	General Reserve		**9,225.00**		9,225.00		9,225.00
vi)	Retained earnings						
	Balance at the beginning of the year	**10,088.53**		13,993.15		7,494.69	
	Profit for the period	**(1,401.70)**		(3,537.38)		(908.54)	

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

	Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Dividend	**(152.08)**		(304.15)		-	
	Tax on Dividend	**(30.96)**		(61.93)		-	
	Revaluation of PPE	**-**		-		7,407.00	
	Actuarial gain/(loss) on gratuity (Net of tax thereon)	**139.35**		(1.16)		-	
	Balance at the end of the year		**8,643.14**		10,088.53		13,993.15
vii)	Other Comprehensive Income (OCI)						
	- Foreign currency translation reserve						
	- Balance at the beginning of the year	**(8.08)**		-		-	
	Profit for the period	**0.38**		(8.08)		-	
	Balance at the end of the year		**(7.70)**		(8.08)		-
Total Other Equity			**20,316.08**		21,761.08		25,673.79

a) The General Reserve has been created in accordance with the requirements of the Companies (Transfer of Profit to Reserve) Rules, 1975.

b) Securities premium is used to record the premium on issue of shares. The reserve will be utilised in accordance with the provisions of the Act.

c) The Board of Directors at their meeting held on May 24, 2018 has recommended dividend at ₹ 0.60 per equity share which is subject to shareholders approval at the Annual General meeting. The total payment on this account, on approval by the members, would be ₹ 220.68 lacs including dividend tax thereon.

16 Borrowings

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Non-current	**Current**	Non-current	Current	Non-current	Current
Secured Loans:						
Loan from Bank						
Cash credit account with						
State Bank of India	**-**	**252.10**	-	-	-	-
PNC Bank - WCDL	**-**	**-**	-	601.63	-	1,007.72
PNC Bank - Overdraft	**-**	**-**	-	30.75	-	10.60
Loan from Financial Institution						
Vehicle Loan	**-**	**-**	18.58	-	25.53	-
Total borrowings	**-**	**252.10**	18.58	632.38	25.53	1,018.32

Secured by hypothecation of stock-in-trade, stores, book-debts and other receivables and second charge on the company's moveable and immoveable properties.

The lines of credit are secured by substantially all of the assets of Manugraph Americas Inc. The lines of credit are also secured by the first priority perfected lien on the real property of Manugraph Americas Inc. and letter of credit USD 3.25 million (₹ 2107.25 Lakhs) issued by the Bankers of the Parent Company.

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

The company's moveable and immovable properties are given as first charge to its bankers, State Bank of India, for guarantee given by them to the Bankers of its foreign subsidiary (Manugraph Americas Inc.), for credit facility availed by the said subsidiary.

The Vehicle loan taken is secured by collateral security of vehicles. It is to be repaid in a period of 5 years and the same is interest free loan.

Reconciliation of liabilities arising from financing activities

March 31, 2018	**Opening balance**	**Cash flows**	**Non cash changes**	**Closing balance**
Short term secured borrowings	**632.38**	**(380.28)**	**-**	**252.10**
Long term secured borrowings	**18.58**	**(18.58)**	**-**	**-**
Total liabilities from financing activities	**632.38**	**(380.28)**	**-**	**252.10**

March 31, 2017	Opening balance	Cash flows	Non cash changes	Closing balance
Short term secured borrowings	1,018.32	(385.94)	-	632.38
Long term secured borrowings	25.53	(6.95)	-	18.58
Total liabilities from financing activities	**1,018.32**	**(385.94)**	**-**	**632.38**

April 1, 2016	Opening balance	Cash flows	Non cash changes	Closing balance
Short term secured borrowings	-	1,018.32	-	1,018.32
Long term secured borrowings	-	25.53	-	25.53
Total liabilities from financing activities	**-**	**1,018.32**	**-**	**1,018.32**

17 Other Financial Liabilities

Particulars	**As at 31st March, 2018**		As at 31st March, 2017		As at 1st April, 2016	
	Non-current	**Current**	Non-current	Current	Non-current	Current
Current Maturities of Non-Current Loan						
Current Maturities of Non-Current Loan	**-**	**-**	-	6.37	-	6.52
Others						
Unclaimed dividends	**-**	**40.75**	-	42.74	-	46.27
Interest accrued but not due	**-**	**-**	-	1.96	-	3.27
Other Liabilities	**-**	**436.14**	1.32	906.25	1.32	471.58
Payable for capital goods	**-**	**4.27**	-	0.32	-	9.42
Security Deposits	**5.73**	**-**	6.74	-	6.48	-
Total	**5.73**	**481.16**	8.05	957.64	7.80	537.06

18 Provisions

(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	**As at 31st March, 2018**		As at 31st March, 2017		As at 1st April, 2016	
	Non-current	**Current**	Non-current	Current	Non-current	Current
For employees benefits						
Provision for earned leave wages	**319.14**	**56.70**	358.49	63.83	310.46	51.80
Provision for Gratuity	**-**	**767.34**	-	816.56	-	951.56
Others						
Provision for Warranty	**-**	**169.74**	-	205.00	-	236.98
Total	**319.14**	**993.78**	358.49	1,085.39	310.46	1,240.34

a. The disclosure of provisions movement as required by Ind AS 37 is as follows:-

Particulars	Opening Balance	Additions during the year	Amt. Paid / Reversed during the year	Closing Balance
Warranty Expenses	205.00	63.16	98.42	169.74
(Previous year 2016-17)	236.98	130.76	162.74	205.00
Previous year 2015-16)	171.19	151.23	85.44	236.98

b. Disclosure in accordance with Ind AS – 19 "Employee Benefits", of the Companies (Indian Accounting Standards) Rules, 2015.

Gratuity

The company provides gratuity to all employees. The benefit is in the form of lumpsum payments to vested employees on resignation, retirement, death while in employment or on termination of employment of an amount equivalent to 15 days basic salary and dearness allowance for each completed year of service. Vesting occurs upon completion of five years of service. The company makes annual contributions to fund administered by trustees and managed by Life Insurance Corporation of India, for amounts notified by it. The gratuity benefit is a defined benefit plan.

This disclosure is only in respect of the Parent Company. Data of subsidiaries is not available. However the liability is not material.

Particulars	**As at 31st March, 2018**	As at 1st April, 2017
Expense recognised in Statement of Profit & Loss		
Current Service cost	**97.57**	93.91
Interest expense	**194.47**	173.72
Expected Return on Plan Assets	**(133.64)**	(106.03)
Past Service Cost	**85.22**	105.87
Total	**243.63**	267.47
Expense recognised in Other Comprehensive Income		
Return on plan assets (Greater)/Less than Discount Rate	**-**	-
Actuarial (Gain)/Loss due to Experience on DBO	**(139.35)**	1.74
Total	**(139.35)**	1.74
Present value of funded defined benefit obligation		

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	As at 31st March, 2018	As at 1st April, 2017
Fair value of Plan assets	**1,927.89**	1,762.57
Funded Status	**2,695.22**	2,579.13
Net defined benefit (Asset) / Liability	**(767.33)**	(816.56)
Movements in present value of defined benefit obligation		
Present value of defined benefit obligation at the beginning of the year	**2,579.13**	2,296.82
Current Service Cost	**97.57**	93.91
Interest Cost	**194.47**	173.72
Past Service Cost	**85.22**	105.87
Actuarial (Gain)/Loss	**(148.76)**	20.45
Benefits paid from the fund	**(112.41)**	(111.64)
Present value of defined benefit obligation at the end of the year	**2,695.22**	2,579.13
Movements in fair value of the plan assets are as follows		
Opening fair value of plan assets	**1,762.57**	1,345.26
Expected returns on Plan Assets	**133.64**	106.03
Remeasurement (Gains)/Losses:		
Actuarial (Gain)/Loss on Plan assets	**(9.41)**	18.71
Contribution from Employer	**153.50**	404.21
Benefits paid	**(112.41)**	(111.64)
Benefit paid but pending claim	**-**	-
Closing fair value of the plan asset	**1,927.89**	1,762.57
Remeasurement effect recognised on Other Comprehensive Income		
Actuarial (Gain)/Loss arising from experience adjustments	**(148.76)**	20.45
Actuarial (Gain)/Loss on Plan assets	**(9.41)**	18.71
Total Actuarial (Gain)/Loss included in OCI	**(139.35)**	1.74

The principal assumptions used as at the balance sheet date are used for purpose of actuarial valuations were as follows:

(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	As at 31st March, 2018	As at 1st April, 2017
Break-up of Plan Assets		
Category of assets as at the end of the year		
Insurer Managed Funds	**100%**	100%
(Fund is Managed by LIC as per IRDA guidelines, category-wise composition of the plan assets is not available.)		
Assumptions		
Discount rate	**7.60%**	7.95%
Salary escalation rate (annual)	**4.00%**	4.00%
Demographic Assumptions		
Mortality Rate	Indian Asurred Lives Mortality (2006-08) Ultimate	
Withdrawal Rate	**2.00%**	2.00%
Retirement age	**60**	60

The rate used to discount post-employment benefit obligations is determined by reference to market yields at the end of the reporting period on government bonds.

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality.

The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of reporting period, while holding all other assumptions constant.

Defined Benefit Obligation		
Discount rate		
a. Discount rate + 100 basis points	**2,529.26**	2,419.30
b. Discount rate - 100 basis points	**2,860.64**	2,762.22
Salary growth rate		
a. Rate + 100 basis points	**2,863.07**	2,741.85
b. Rate - 100 basis points	**2,524.16**	2,429.33
Withdrawal rate		
a. Rate + 100 basis points	**2,693.70**	2,591.08
b. Rate - 100 basis points	**2,680.08**	2,572.89

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would clear in isolation of one another as some of the assumptions may be correlated.

Further more, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

Risks associated with defined benefit plan

Gratuity is defined benefit plan and the Company is exposed to the following risks:

(i) Actuarial risk

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons: Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected. Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity Benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate. Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date

(ii) Investment Risk

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

(iii) Liquidity Risk

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cashflows.

(iv) Market Risk

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

(v) Legislative Risk

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

Note : Experience adjustment information is not available and hence not disclosed.

19 Trade Payables

Particulars	**As at 31st March, 2018**		As at 31st March, 2017		As at 1st April, 2016	
Trade Payables for goods and services:						
Micro Small and Medium Enterprises	**128.15**		81.88		87.19	
Related Parties (refer note 34)	**52.33**		114.34		-	
Others	**3,682.54**		2,313.76		2,521.35	
Total		**3,863.02**		2,509.98		2,608.54

Trade payables and acceptances are non-interest bearing and are normally settled on 60 days terms.

(All amounts are in ₹ Lakhs unless otherwise stated)

a) Disclosure In accordance with section 22 of Micro, Small and Medium Enterprises Development Act 2006.

	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
(i)	The principal amount and the interest due thereon remaining unpaid to any micro and small enterprises as at the end of each year;			
	Principal amount due	**128.15**	81.88	87.19
	Interest due on the above	**-**	-	-
(ii)	The amount of interest paid in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year			
	Principal amount paid beyond appointed day	**54.22**	38.70	92.22
	Interest paid thereon	**0.42**	0.19	0.40
(iii)	The amount of interest due and payable for the period of delay in making payment beyond appointed day during the year.	**-**	-	-
(iv)	The amount of interest accrued and remaining un-paid at the end of the accounting year	**-**	-	-
(v)	The amount of further interest due and payable even in succeeding years	**-**	-	-

The information has been given in respect of such vendors to the extent they could be identified as 'micro and small enterprises' on the basis of information available with the company. This has been relied upon by the auditor.

20 Other Liabilities

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	Non-current	Current	Non-current	Current	Non-current	Current
Others						
Advances from Customers	**-**	**2,446.55**	-	2,301.09	-	5,049.00
Duties & Taxes payable	**-**	**30.02**	-	110.22	-	126.14
Other statutory liabilities	**-**	**58.55**	-	28.14	-	28.09
Advance against sale of assets	**-**	**-**	-	-	-	105.00
Total	**-**	**2,535.12**	-	2,439.45	-	5,308.23

21 Revenue from Operations (Gross)

Particulars	2017-18		2016-17	
Sale of Products				
Sales of Finished Goods & spares (net of sales return)	**17,513.24**		27,591.41	
Trading goods	**678.50**		-	
		18,191.74		27,591.41

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	2017-18		2016-17	
Other Operating Revenue				
Service and erection charges received	**359.30**		554.89	
Export incentive received	**157.77**		90.89	
Packing and forwarding recovery	**166.45**		290.12	
Miscellaneous receipts	**46.29**	**729.81**	63.25	999.15
Total		**18,921.55**		28,590.56

22 Other Income

Particulars	2017-18		2016-17	
Dividend Income	**0.05**		0.05	
Interest income from financial assets measured at amortised cost	**8.75**		9.68	
Rent	**27.06**		27.06	
Gain on disposal of investment measured at FVTPL	**149.29**		343.01	
Gain on fair valuation of investment measured at FVTPL	**253.70**		9.62	
Sundry credit balances appropriated	**11.88**		32.23	
Excess provision written back	**407.02**		-	
Gain on disposal of assets (Net)	**12.66**		3.57	
Interest received on income tax refund	**7.86**		-	
Interest received on deposits	**112.01**		241.17	
Total		**990.28**		666.38

Sundry credit balances appropriated (previous year) represents net figure after write off of ₹ 386.00 Lakhs receivable from Mercongraphic FZC (a related party) against the provision made for installation expenses of machinery sold in the earlier year, due to cessation of obligation.

23 Cost of Materials Consumed

Particulars	2017-18		2016-17	
Raw Materials Consumed				
Opening Stock	**980.21**		1,183.24	
Add : Purchases (Including components processing charges ₹ 579.65 Lakhs (Previous year: ₹ 538.22 Lakhs)	**13,401.38**		13,807.30	
		14,381.59		14,990.54
Less : RMC Capitalised	**2.29**		4.31	
Less : Closing Stock	**1,974.61**		980.21	
		1,976.90		984.52
Total		**12,404.69**		14,006.02

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

24 Changes in inventories of finished goods work-in-progress and Stock-in-Trade

Particulars	2017-18		2016-17	
Inventory Adjustments - WIP				
Work In progress at Opening	**1,865.53**		2,897.52	
Less - WIP Stock Capitalised	**-**		30.20	
Work In progress at Closing	**3,499.29**		1,865.53	
		(1,633.76)		1,001.79
Inventory Adjustments - FG				
Stock at Commencement	**-**		-	
Less : Stock at Closing	**-**		-	
		-		-
Inventory Adjustments - Manufactured components				
Stock at Commencement	**1,788.60**		1,932.90	
Less : Stock at Closing	**2,103.47**		1,788.60	
		(314.87)		144.30
Total		**(1,948.63)**		1,146.09

25 Employee Benefit Expenses

Particulars	2017-18		2016-17	
Salary, Wages, bonus and allowances	**3,754.03**		5,027.36	
Welfare expenses	**265.85**		279.45	
Contribution to provident & other funds	**326.86**		384.92	
Provision for earned leave wages	**5.08**		117.88	
Contribution to Employees Group Gratuity Scheme	**243.63**		267.47	
		4,595.45		6,077.09
Less - Wages capitalised		**3.75**		6.57
Total		**4,591.70**		6,070.52

26 Finance Cost

Particulars	2017-18		2016-17	
Interest paid	**84.81**		12.25	
Interest paid on income tax	**-**		0.14	
Other Borrowing Costs	**31.30**		54.77	
Total		**116.11**		67.16

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

27 Depreciation & Amortisation

Particulars	2017-18		2016-17	
Depreciation (refer note 1)	**508.98**		588.65	
Amortisation (refer note 1B)	**19.71**		22.90	
Total		**528.69**		611.55

28 Other Expenses

Particulars	2017-18		2016-17	
Consumption of stores and Consumables		**282.56**		397.62
Power & Fuel		**173.73**		182.48
Rent		**6.49**		8.62
Rates & Taxes		**7.64**		16.28
Repairs to Buildings		**68.74**		100.99
Repairs to Machinery		**61.37**		70.68
Insurance		**28.14**		28.30
Travelling and conveyance		**515.23**		575.14
Commission on sales		**722.85**		1,108.92
Other repairs		**93.72**		116.39
Advertisement and sales promotion expenses		**39.24**		123.79
Bank charges		**15.87**		26.52
Sundry debit balances written off		**21.33**		10.00
Loss on disposal of investments		**-**		0.13
Fixed assets scrapped		**13.77**		46.12
Warranty expenses		**63.16**		57.04
Research and development expenses		**258.48**		285.65
CSR expenses		**-**		5.00
Donations		**0.64**		0.24
Freight and handling charges		**9.46**		30.36
Packing and forwarding charges		**249.65**		394.10
Directors' Fees		**6.10**		6.32
Exchange Loss (Net)		**8.90**		57.19
Remuneration to Component Auditors		**0.04**		30.71
Remuneration to Auditors				
Audit fees including Tax Audit	**19.50**		19.50	
Other Services	**3.88**		9.46	
Out of pocket expenses	**0.25**		0.25	
		23.63		29.21
Miscellaneous Expenses (None of which individually forms more than 1% of the Operating Revenue.)		**845.32**		956.26
		3,516.06		4,664.06
Less - Overheads capitalised		**21.76**		43.21
Total		**3,494.30**		4,620.85

(All amounts are in ₹ Lakhs unless otherwise stated)

Disclosure on CSR activity

i Gross Amount required to be spent by the Company during the year ₹ Nil (previous year ₹ Nil)

ii No amount is spent by the company during the year.

iii Amount spent by the company during the previous year as follows:

Particulars	In cash	Yet to be paid in cash	Total
- Contribution towards Health care and Rehabilitation	5.00	-	5.00
	5.00	-	5.00

29 Tax Expense

Particulars	2017-18		2016-17	
Current tax	-		55.46	
Income tax pertaining to previous year	-		15.58	
Deferred Tax	193.58		102.11	
Total		193.58		173.15

(i) The reconciliation between the Statutory income tax rate applicable to the Company and the effective income tax rate of the Company is as follows

	2017-18	2016-17
Profit from continuing operations	(345.48)	72.05
Profit from discontinued continued operations	(557.65)	179.70
Profit before Income taxes	(903.13)	251.76
Enacted tax rates in India (%)	30.90%	33.06%
Computed expected tax expenses	(279.07)	83.24
Other Income	51.78	(53.72)
Effect of other deductible and non-taxable expenses	(436.02)	(401.62)
Effect of non- deductible expenses	410.27	494.55
Effect of unabsorbed Depreciation	-	(185.01)
Income tax expenses - Net	(253.05)	(62.57)
Tax liability as per Minimum Alternate Tax on book profits		
Minimum Alternate Tax rate	19.06%	20.39%
Computed tax liability on book profits	(172.14)	51.33
Tax effect on adjustments:		
Provision for diminution disallowed	-	-
Disallowance u/s 14A	0.18	0.18
Adjustment of OCI	26.56	(0.35)
Others	145.40	4.30
Minimum Alternate Tax on Book Profit	-	55.46

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

(ii) No aggregate amounts of current and deferred tax have arisen in the reporting periods which have been recognised in equity and not in Statement of Profit and Loss or other comprehensive income.

(iii) Current tax assets (net)

Particulars	2017-18	2016-17	2015-16
Opening balance	**1,165.84**	1,212.99	900.40
Add: Tax paid in advance, net of provisions during the year	**32.62**	(47.15)	312.59
Closing balance	**1,198.46**	1,165.84	1,212.99

(iv) Deferred tax liabilities (net)

The balance comprises temporary differences attributable to the below items and corresponding movement in deferred tax liabilities | (assets):

Particulars	As at 31-03-2018	(charged) / Credited to profit or loss / OCI	As at 31-03-2017	(charged) / Credited to profit or loss / OCI	As at 01-04-2016
Property, plant and equipment	**1,690.74**	(67.88)	1,758.62	(21.46)	1,780.08
Fair valuation of Investments	**78.93**	75.75	3.18	(1.10)	4.28
Total deferred tax liabilities	**1,769.67**	7.87	1,761.80	(22.56)	1,784.36
Tax Disallowance	**391.31**	(185.58)	576.89	(124.57)	701.46
Fair valuation of loans to subsidiary company	**-**	(0.15)	0.15	(0.09)	0.24
Accumulated carry forward losses of subsidiary	**-**	(304.98)	304.98	(3,587.02)	3,892.00
Total deferred tax assets	**391.31**	(490.71)	882.02	(3,711.68)	4,593.70
Net deferred tax (asset) | liability	**1,378.36**	498.58	879.78	3,689.12	(2,809.34)

(v) Unrecognised temporary differences

The Company has not recognised deferred tax asset associated with impairment on equity share measured at cost as based on Management projection of future taxable income for set-off it is not probable that such difference will reverse in the foreseeable future.

29 Disclosure as required by Accounting Standard – Ind AS 33 "Earning Per Share" of the Companies (Indian Accounting Standards) Rules 2015.

Particulars	2017-18	2016-17
Net profit after tax available for equity shareholders before Exceptional Items for continuing operation	**(539.06)**	(245.58)
Net profit after tax available for equity shareholders after Exceptional Items for continuing operation	**(539.06)**	(101.10)
Net profit after tax available for equity shareholders for discontinued operation	**(862.64)**	(3,436.29)
Opening equity shares outstanding (Nos.)	**30,451,061**	30,451,061
Add:- Issued during the year (Nos.)	**-**	-
Closing equity shares outstanding (Nos.)	**30,451,061**	30,451,061
Weighted average number of equity shares of ₹ 2 each outstanding during the year (Basic)	**30,415,061**	30,451,061
Weighted average number of equity shares of ₹ 2 each outstanding during the year (Diluted)	**30,415,061**	30,451,061
Earning Per Share before Exceptional Items Basic and diluted earnings per share (₹) for continuing operation	**(1.77)**	(0.81)

(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	2017-18	2016-17
Earning Per Share after Exceptional Items Basic and diluted earnings per share (₹) for continuing operation	**(1.77)**	(0.33)
Earning Per Share Basic and diluted earnings per share (₹) for discontinued operation	**(2.84)**	(11.28)
Earning Per Share before Exceptional Items Basic and diluted earnings per share (₹) for discontinued and continuing operation	**(4.61)**	(12.09)
Earning Per Share after Exceptional Items Basic and diluted earnings per share (₹) for discontinued and continuing operation	**(4.61)**	(11.62)

The earning per share before exceptional item has been computed without considering the current and deferred tax effect on the exceptional item.

31 Disclosure in accordance with Ind AS – 17 "Leases", of the Companies (Indian Accounting Standards) Rules, 2015.

The Company is obligated under various operating leases for office equipment, CNC equipment and vehicles at it's USA subsidiary. The future rent payments under all operating leases are as follows:

Financial Year	
2016-2017	9.58
2017-2018	6.39

32 Disclosure in accordance with Ind AS – 105 Non-current Assets Held for Sale and Discontinued Operations, of the Companies (Indian Accounting Standards) Rules, 2015.

The Printing industry in America has been going through very challenging times over the last decade, mainly due to the spread of electronic media and green initiatives coupled with pricing disadvantages.

Under the circumstances, there has been severe strain on the operations and financials of the wholly owned subsidiary company Manugraph Americas Inc. over the years. The operations were substantially scaled down and were carried out on a cash neutral basis with continuous monitoring. Over the years, we also managed to reduce the exposure to debt funds from a level of $ 7.5 mill to $1.0 mill as at the end of financial year ended March 2017. However, considering that there were no new orders for presses over the past 12 months and no clear visibility of any forthcoming cases, the management decided to voluntarily wind up the company. Accordingly, a petition under Chapter 11 was filed at the US Bankruptcy court, middle district of Pennsylvania on June 1, 2017. Presently, the proceedings are managed as a debtor in possession under the supervision of the court. As of March 2018, substantially all the movable assets have been disposed of. A realtor has been appointed for sale of the property and the same has been listed. Accounts for the year ended March 2018 has been prepared on a discontinued operations basis. The assets and liabilities have been considered at their fair values. Depreciation has not been provided from 1st June 2017

Financial information relating to discontinued operations:

Particulars	2017-18	2016-17
Revenue	**1,751.97**	7,214.13
Expenses excluding (gain) / loss on remeasurement	**1,934.88**	7,034.42
(Gain) / loss on remeasurement	**374.73**	-
Profit / (Loss) before tax	**(557.65)**	179.71
Tax Expense	**(304.99)**	3,615.99
Profit / (Loss) after tax	**(862.63)**	(3,436.29)
Cash Flow from operating activities	**497.76**	423.89
Cash Flow from investing activities	**466.44**	23.53
Cash Flow from financing activities	**(674.81)**	(447.42)

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

33 Disclosure as required by Ind AS 108 "Operating Segment", of the Companies (Indian Accounting Standards) Rules, 2015.

Based on the "management approach" as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company's performance In accordance with Ind AS "Operating Segment", The Company has only one reportable operating segment i.e. Engineering. However, the Company has secondary geographical segment which is disclosed in Consolidated Financial Statements as per Ind AS 108.

There are 2 major customers to whom more than 10% of the sales are effected and the total sales effected from such customers is ₹ 4232.74 Lakhs.

Information about secondary geographical segments:

Particulars	In India	Outside India	Total
Segment Revenue			
- Current Year	17,239.09	3,035.54	20,274.63
- PreviousYear	25,299.40	10,652.71	35,952.11
Segment Assets			
- Current Year	29,491.86	1,260.94	30,752.80
- PreviousYear	28,063.98	3,195.15	31,259.13

34 Disclosure in accordance with Ind AS - 24 "Related Party Disclosures", of the Companies (Indian Accounting Standards) Rules, 2015

A List of related parties

Relationships

i Key Management Personnel

Mr. Sanjay S. Shah	Vice Chairman and Managing Director
Mr. Pradeep S. Shah	Managing Director
Mr. B B Nandgave	Whole Time Director (Works)
Mr. Hiten C. Timbadia	Independent Director
Mr. Amit N. Dalal	Independent Director
Mr. Perses M. Bilimoria	Independent Director
Mr. Abhay J. Mehrotra	Independent Director
Mr. Jai S. Diwanji	Independent Director
Mrs. Sohni H. Daswani	Independent Director
Ms. Basheera Indorewala	Independent Director

ii Relatives of key management personnel

Mr. Sanat M. Shah

iii Entities where Key Management Personnel exercise significant influence

Multigraph Machinery Company Limited

Manubhai Sons and Company

Mercongraphic FZC,

Multigraph Machinery Kenya Limited

Manugraph Securities and Finance Private Limited

Desai & Diwanji

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

B Details of related party transactions

Particulars	2017-18	2016-17
Purchase of Goods		
Entities where significant influence exists		
- Mercongraphic FZC	51.02	-
Total	51.02	-
Sale of Goods		
Entities where significant influence exists		
- Multigraph Machinery Kenya Limited	51.50	20.24
- Mercongraphic FZC	1,395.57	876.22
Total	1,447.07	896.46
Service Charges received		
Entities where significant influence exists		
- Multigraph Machinery Kenya Limited	2.37	13.56
- Mercongraphic FZC	30.40	21.03
Total	32.77	34.59
Commission paid		
Entities where significant influence exists		
- Multigraph Machinery Kenya Limited	24.18	-
- Multigraph Machinery Co. Ltd.	698.51	1,009.46
Total	722.69	1,009.46
Rent Received		
Entities where significant influence exists		
Multigraph Machinery Co. Ltd.	25.62	25.62
Manubhai Sons & Co.	1.44	1.44
Total	27.06	27.06
Professional charges paid		
Entities where significant influence exists		
Desai & Diwanji	0.40	-
Total	0.40	-
Managerial Remuneration paid		
Key Management Personnel		
Sanjay S. Shah	126.71	126.42
Pradeep S. Shah	126.72	126.37
B.B. Nandgave	26.65	24.99
Total	280.08	277.78
Post employment benefits of Directors *		
Directors' Fees		
Key Management Personnel		
Sanat M. Shah	0.60	0.60
Hiten C. Timbadia	1.48	1.54
Amit N. Dalal	0.70	0.45
Perses M. Bilimoria	1.48	1.54
Abhay J. Mehrotra	1.09	1.24
Jai S. Diwanji	0.30	0.40
Sohni H. Daswani	0.30	0.55
Basheera Indorewala	0.15	-
Total	6.10	6.32

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	2017-18	2016-17
Debit balances written off		
Entities where significant influence exists		
- Manugraph Securities and Finance Private Limited	**-**	0.03
- Mercongraphic FZC	**-**	386.00
Total	**-**	386.03
Re-imbursement of expenses received		
Entities where significant influence exists		
- Multigraph Machinery Co. Ltd.	**5.44**	2.97
- Multigraph Machinery Kenya Limited	**1.59**	-
- Mercongraphic FZC	**32.76**	12.75
Total	**39.79**	15.72
Outstanding Receivables		
Entities where significant influence exists		
- Multigraph Machinery Kenya Limited	**8.07**	3.56
- Mercongraphic FZC	**224.66**	0.43
Total	**232.73**	3.99
Outstanding Payables		
Entities where significant influence exists		
- Multigraph Machinery Co. Ltd.	**52.33**	114.34
Total	**52.33**	114.34

* The managing directors and whole time director (works) are entitled to gratuity on retirement which amount will be computed in accordance with the provisions of The Payment of Gratuity Act. The Company presently makes provision on actuarial basis for entire employee data including the managing directors and whole time director(works).

35 Contingent liabilities and commitments

Particulars	2017-18	2016-17
i) Contingent liabilities		
(a) Claims against the company not acknowledged as debt;	**43.74**	32.89
(b) Guarantees;		
On account of guarantees executed by the company's bankers:	**-**	47.59
On account of the guarantee given by the Company bankers for the value of USD Nil (PY USD 3.25 million) in favor of subsidiary's banker for credit facilities availed by the subsidiary Manugraph Americas Inc. from them	**-**	2,107.25
(c) Other money for which the company is contingently liable :		
Income-tax, sales tax, customs duty, excise duty and service tax demands against which the company has preferred appeals/ made representation	**196.86**	788.65
On account of undertakings given by the company in favour of Customs Authority:	**870.00**	870.00
Income tax credits disallowed by the authorities against which the company has preferred appeals	**28.06**	28.06
Total	**1,138.67**	3,874.45

Particulars	2017-18	2016-17
ii) Commitments		
(a) Unexpired letter of credit opened by Bank	**314.43**	-
(b) Estimated amount of contracts remaining to be executed on capital account and not provided for;	**3.60**	360.09
Total	**318.03**	360.09

(All amounts are in ₹ Lakhs unless otherwise stated)

36 Transition to Ind AS

These are the First Financial Statements of the Company prepared in accordance with Ind AS.

The Accounting Policies set out in Note 1 have been applied in preparing the Consolidated Financial Statements for the year ended March 31, 2018, the comparative information presented in these Consolidation Financial Statements for the year ended March 31, 2017 and in the preparation of an opening Ind AS Balance Sheet as at April 1, 2016 (the date of transition). In preparing its opening Ind AS Balance Sheet, the Group has adjusted the amounts reported previously in Consolidated Financial Statements prepared in accordance with the Accounting Standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the financial position, financial performance and cash flows of the Group is set out in the following tables and notes:

(A) EXEMPTIONS AND EXCEPTIONS AVAILED

In preparing these Ind AS Consolidated Financial Statements, the Group has availed certain exemptions and exceptions in accordance with Ind AS 101 First-time Adoption of Indian Accounting Standards, as explained below. The resulting difference between the carrying values of the assets and liabilities in the Consolidated Financial Statements as at the transition date under Ind AS and Previous GAAP have been recognised directly in equity (retained earnings or another appropriate category of equity). This Note explains the adjustments made by the Group in restating its Previous GAAP Consolidated Financial Statements, including the Balance Sheet as at April 1, 2016 and the Consolidated Financial Statements as at and for the year ended March 31, 2017.

a) Ind AS optional exemptions

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from Previous GAAP to Ind AS.

i) Business combinations

Ind AS 103 'Business Combinations' has not been applied to acquisitions of subsidiary companies or of interests in associate company and joint venture company that occurred before April 01, 2016. The carrying amounts of assets and liabilities in accordance with Previous GAAP is considered as their deemed cost at the date of acquisition. After the date of the acquisition, measurement is in accordance with Ind AS. The carrying amount of Goodwill in the opening Ind AS Balance Sheet is its carrying amount in accordance with the Previous GAAP.

ii) Cumulative translation differences

Ind AS 101 permits cumulative translation gains and losses to be reset to zero at the transition date. This provides relief from determining cumulative currency translation differences in accordance with Ind AS 21 from the date a subsidiary or equity method investee was formed or acquired. The Group elected to reset all cumulative translation gains and losses to zero by transferring it to opening retained earnings at its transition date.

iii) Deemed cost

Land under finance lease has been revalued on the date of transition and the fair value is considered as the deemed cost per para D5 of Ind AS 101. Rest all items of Property, Plant and Equipment have been accounted as per Ind AS. In case of Intangible assets, the previous GAAP carrying value figures have been considered at deemed cost on the date of transition.

b) Ind AS mandatory exceptions

The Company has applied the following exceptions from full retrospective application of Ind AS as mandatorily required under Ind AS 101:

i) Estimates

Estimates in accordance with Ind AS at the transition date will 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 April 1, 2016 are consistent with the estimates as at the same date made in conformity with Previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under Previous GAAP :

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

1) Investment in equity instruments carried at FVPL or FVOCI

2) Fair value of land under Finance Lease

ii) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(B) RECONCILIATION 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.

a) Effect of Ind AS adoption on the Balance Sheet as on 31st March, 2017 and 1st April,2016

Particulars	Notes to first time adoption	As at March 31, 2017 (End of Last Period presented under previous GAAP)			As at April 01, 2016 (Date of Transition)		
		Previous GAAP*	Effect of Transition to Ind AS	Ind AS	Previous GAAP*	Effect of Transition to Ind AS	Ind AS
ASSETS							
Non-current assets							
Property, plant and equipment	a, b	4,244.99	7,407.00	11,651.99	4,893.06	7,372.30	12,265.36
Capital work-in-progress		46.20	-	46.20	-	-	-
Goodwill on consolidation		172.16		172.16	331.38	-	331.38
Intangible assets		171.12	-	171.12	193.78	-	193.78
Financial assets							
i) Investments		0.50	-	0.50	0.63	-	0.63
ii) Loans		414.92	-	414.92	433.82	-	433.82
iii) Other financial assets		49.32	-	49.32	48.77	-	48.77
Deferred tax assets (net)	c	680.35	(680.35)	-	4,369.87	(1,560.53)	2,809.34
Other non-current assets		3,352.44	-	3,352.44	3,600.47	-	3,600.47
Total non-current assets		9,132.00	6,726.65	15,858.65	13,871.78	5,811.77	19,683.55
Current assets							
Inventories		6,036.71	-	6,036.71	8,860.87	-	8,860.87
Financial assets							
i) Investments	d	6,000.00	9.62	6,009.62	2,800.00	12.93	2,812.93
ii) Trade receivables		928.43	-	928.43	3,017.66	-	3,017.66
iii) Cash and cash equivalents		942.93	-	942.93	1,180.86	-	1,180.86
iv) Bank balances other than cash and cash equivalents above		1,003.00	-	1,003.00	1,007.58	-	1,007.58
v) Loans		147.40	-	147.40	145.83	-	145.83
vi) Other financial assets		52.94	-	52.94	73.44	-	73.44
Other current assets	e	268.68	10.77	279.45	520.95	-	520.95
Non-current assets held for sale	b	-	-	-	-	34.70	34.70
Total current assets		15,380.09	20.39	15,400.48	17,607.19	47.63	17,654.82

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	Notes to first time adoption	As at March 31, 2017 (End of Last Period presented under previous GAAP)			As at April 01, 2016 (Date of Transition)		
		Previous GAAP*	Effect of Transition to Ind AS	Ind AS	Previous GAAP*	Effect of Transition to Ind AS	Ind AS
TOTAL ASSETS		24,512.09	6,747.04	31,259.13	31,478.97	5,859.40	37,338.37
EQUITY AND LIABILITIES							
Equity							
Equity share capital		608.30	-	608.30	608.30	-	608.30
Other equity	j	15,893.81	5,867.26	21,761.07	19,448.31	6,225.48	25,673.79
Total equity		16,502.11	5,867.26	22,369.37	20,056.61	6,225.48	26,282.09
LIABILITIES							
Non-current liabilities							
Financial liabilities							
i) Borrowings		18.58	-	18.58	25.53	-	25.53
ii) Other financial liabilities		8.05	-	8.05	7.80	-	7.80
Provisions		358.49	-	358.49	310.46	-	310.46
Deferred tax liabilities	c	-	879.78	879.78	-	-	-
Total non-current liabilities		385.12	879.78	1,264.90	343.79	-	343.79
Current liabilities							
Financial liabilities							
i) Borrowings		632.38	-	632.38	1,018.32	-	1,018.32
ii) Trade payables		2,509.98	-	2,509.98	2,608.54	-	2,608.54
iii) Other financial liabilities		957.64	-	957.64	537.06	-	537.06
Other current liabilities		2,439.45	-	2,439.45	5,308.23	-	5,308.23
Provisions	f	1,085.41	-	1,085.41	1,606.42	(366.08)	1,240.34
Total current liabilities		7,624.86	-	7,624.86	11,078.57	(366.08)	10,712.49
Total liabilities		8,009.98	879.78	8,889.76	11,422.36	(366.08)	11,056.28
TOTAL EQUITY AND LIABILITIES		24,512.09	6,747.04	31,259.13	31,478.97	5,859.40	37,338.37

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

b) Effect of Ind AS adoption on the Statement of Profit and Loss for the year ended March 31, 2017

Particulars	Notes to first time adoption	Previous GAAP*	Effect of Transition to Ind AS	Ind AS
Revenue from operations	g	25,783.37	2,807.19	28,590.56
Other income	d, e	666.53	(0.15)	666.38
Total income		26,449.90	2,807.04	29,256.94
Expenses				
Cost of materials consumed		14,006.02	-	14,006.02
Changes in inventories of finished goods, stock-in-trade and work-in-progress		1,146.09	-	1,146.09
Excise duty	g	-	2,807.19	2,807.19

OTHER CONSOLIDATED NOTES

(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	Notes to first time adoption	Previous GAAP*	Effect of Transition to Ind AS	Ind AS
Employee benefit expenses	h	6,069.10	1.42	6,070.52
Finance costs		67.16	-	67.16
Depreciation and amortisation expenses	b	611.96	(0.41)	611.55
Other expenses	e	4,631.62	(10.77)	4,620.85
Total expenses		26,531.95	2,797.43	29,329.38
Profit before exceptional items and tax		(82.05)	9.61	(72.44)
Exceptional items	b	144.90	(0.41)	144.49
Profit / (Loss) before tax		62.85	9.20	72.05
Tax expense				
Current tax		54.88	0.58	55.46
Deferred tax	h	102.52	(0.41)	102.11
Earlier years		15.58	-	15.58
Total tax expense		172.98	0.17	173.15
Profit / (Loss) for the period from continuing operations		(110.13)	9.03	(101.10)
Profit / (Loss) from discontinued operations after tax		(3,436.29)	-	(3,436.29)
Profit / (Loss) for the period		(3,546.42)	9.03	(3,537.39)
Other comprehensive income - Net of tax	j	-	(9.24)	(9.24)
Total comprehensive income for the year		(3,546.42)	(0.21)	(3,546.63)

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

Reconciliation of total Equity as at 31 March 2017 and 1 April 2016

Particulars	Notes to first time adoption	As at March 31, 2017	As at April 01, 2016
Total equity (shareholder's funds) as per previous GAAP			
Adjustments:		16,502.11	20,056.61
Proposed dividend and tax on dividend	f	-	366.08
Effect of Measuring a class of Property, Plant and Equipment at fair value	a	7,407.00	7,407.00
Effect of Foreign Exchange gais\(Loss) on non-monetary items	e	10.77	-
Effect of measuring Non-current investements at Fair Value	d	9.62	12.93
Tax effects of adjustments	c	(1,560.12)	(1,560.53)
Total adjustments		5867.27	6225.40
Total equity as per Ind AS		22,369.37	26,282.09

c Impact of Ind AS adoption on the Standalone Statements of Cash Flows for the year ended March 31, 2017

The transition from Indian Previous GAAP to Ind AS has not had a material impact on the Statement of Cash Flows.

(C) NOTES TO RECONCILIATION BETWEEN PREVIOUS GAAP AND Ind AS

a) Fair value as deemed cost for Property, Plant and Equipment.

The Company has considered fair value of land - under finance lease as its deemed cost on the date transition. Increase in fair value over the cost ₹ 7,407 Lakhs is recognised in retained earnings. Property, Plant and equipment has increased by ₹ 7,407.00 Lakhs. At the same time, certain assets having carrying value of ₹ 34.70 Lakhs (as detailed in (b) hereinbelow), which are considered as held for sale, have been reduced from Property, Plant and Equipment and re-classified as asset held for sale, consequently net additions to Property, Plant and Equipment amounts to ₹ 7,372,30 Lakhs.

b) Asset held for sale

In terms of Ind AS, the Company has identified certain property, plant and equipment which are the part of a unit, as held for sale and classified and presented separately as per the requirements of Ind AS. The assets reclassified as at April 01, 2016 is ₹ 34.70 Lakhs.

c) Deferred tax

Under Previous GAAP, deferred tax were accounted for using the income statement approach which focuses on differences between taxable profit and accounting profit for the period. Ind AS requires entities to account for deferred taxes using the Balance Sheet approach which focuses on temporary differences between the carrying amount of an asset or liability in the Balance Sheet and its tax base. The application of Ind AS 12 approach has resulted in recognition of deferred taxes on temporary differences which were not required to be recorded under Previous GAAP. Deferred tax liability of ₹ 1,557.09 Lakhs as at April 01, 2016 is recognised on the fair valuation considered as deemed cost of PPE recognised on transition date.

In addition, the various transitional adjustments have led to deferred tax implications which the Company has accounted for. Deferred tax adjustments are recognised in correlation to the underlying transaction either in Retained earnings or Other Comprehensive Income on the date of transition.

d) Fair valuation of investments

Under Previous GAAP, investments in equity instruments were classified as long-term investments or current investments based on the intended holding period and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value.

Under Ind AS, these investments are required to be measured at fair value and the Company has elected to classify such investments at FVTPL. This increased retained earnings by ₹ 9.62 Lakhs as at March 31, 2017 (April 01, 2016: ₹ 12.93 Lakhs) and resultant changes to the investment carrying amounts.

e) Foreign exchange gain / loss on non-monetary items

Under Previous GAAP, at the end of each reporting period foreign currency monetary / non-monetary items shall be translated using the closing rate.

Under Ind AS, at the end of each reporting period (a) foreign currency monetary items shall be translated using the closing rate; (b) non-monetary items are measured in terms of historical cost in a foreign currency shall be translated using the exchange rate at the date of the transaction; and (c) non-monetary items that are measured at fair value in a foreign currency shall be translated using exchange rates at the date when the fair value was measured. This resulted in reversal of exchange gain of ₹ 10.77 Lakhs as at March 31, 2017.

f) Proposed dividend

Under Previous GAAP, dividends proposed by the Board of Directors after the Balance Sheet date, but before the approval of the Financial Statements were considered as adjusting events. Accordingly, provision for proposed dividend was recognised as a liability. Under Ind AS, such dividends are recognised when the same is approved by the Shareholders in the General Meeting. Accordingly, the liability for proposed dividend (including dividend distribution tax) of ₹ 366.08 Lakhs as at April 1, 2016 included under current provisions has been reversed with

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(All amounts are in ₹ Lakhs unless otherwise stated)

corresponding adjustment to Retained earnings. Consequently, the total equity has increased by an equivalent amount on transition date.

g) Excise duty

Under Previous GAAP, revenue from sale of products was presented exclusive of excise duty. Under Ind AS, revenue from sale of goods is presented inclusive excise duty. Excise duty paid is presented on the face of the Statement of Profit and Loss as separate line item as part of expenses. This change has resulted in an increase in total revenue and total expenses for the year ended March 31, 2017 by ₹ 2807.19 Lakhs. There is no impact on the total equity and profit.

h) Employee Cost - Remeasurements of post-employment benefit obligations and fair value of concessional loans to employees

Under Ind AS, remeasurements of post- employment obligations , that is actuarial gains and losses are recognised in Other Comprehensive Income, net of income tax. Under the Previous GAAP, these remeasurements were forming part of the employee cost and charged to profit and loss. For the financial year ending on March 31,2017, actuarial loss amounted to ₹ 1.74 Lakhs. This has effect of reducing employee cost in profit and loss account. After the income tax effect (net of tax), amount corresponding to the actuarial loss of ₹ 1.16 Lakhs is charged to Other Comprehensive Income. Secondly, as per Ind AS 109 - Financial Instruments on fair valuation of concessional loans to employees, there is an increase of employee cost by ₹ 3.14 Lakhs for the year ended March 31, 2017. Thus, employee cost has increased by ₹ 1.40 Lakhs (increase by ₹ 3.14 Lakhs and decrease by ₹ 1.74 Lakhs). There is no impact on the total equity as on March 31, 2017.

i) Retained earnings

Retained earnings as at April 1, 2016 have been adjusted consequent to the above Ind AS transition adjustments.

j) Other Comprehensive Income

Under Ind AS, all items of income and expense recognised in a period are to 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 which includes Remeasurement of defined benefit plans, effective portion of gain / (loss) on cash flow hedging instruments and fair value gain / (loss) on FVOCI equity instruments. The concept of Other Comprehensive Income did not exist under Previous GAAP.

(All amounts are in ₹ Lakhs unless otherwise stated)

37 Fair Value Measurement

Particulars	31-Mar-18			31-Mar-17			1-Apr-16		
	FVTPL	**FVOCI**	**Amortised cost**	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets									
Investments:									
Equity instruments	**0.50**	**-**	**-**	0.50	-	-	0.53	-	-
Mutual Funds	**4,755.43**	**-**	**-**	6,009.62	-	-	2,812.93	-	-
Government securities	**-**	**-**	**-**	-	-	-	-	-	0.10
Trade receivables	**-**	**-**	**1,795.39**	-	-	928.43	-	-	3,017.66
Loans	**-**	**-**	**507.01**	-	-	562.32	-	-	579.65
Others	**-**	**-**	**69.69**	-	-	102.26	-	-	122.21
Cash and bank balances	**-**	**-**	**693.77**	-	-	1,945.92	-	-	2,188.44
Total Financial assets	**4,755.93**	**-**	**3,065.86**	6,010.12	-	3,538.93	2,813.46	-	5,908.06
Financial liabilities									
Borrowings	**-**	**-**	**252.10**	-	-	650.96	-	-	1,043.85
Trade payables	**-**	**-**	**3,863.02**	-	-	2,509.98	-	-	2,608.54
Other liabilities	**-**	**-**	**486.88**	-	-	965.69	-	-	544.86
Total financial liabilities	**-**	**-**	**4,602.00**	-	-	4,126.63	-	-	4,197.25

38 Fair Value Hierarchy

i) Financial assets and liabilities measured at fair value - recurring fair value measurements at March 31, 2018

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investments at FVPL:					
Unquoted Equity Shares	**5**	**-**	**-**	**0.50**	**0.50**
Quoted Mutual Funds	**10**	**4,755.43**	**-**	**-**	**4,755.43**
Trade Receivables	**11**	**-**	**-**	**-**	**-**
Cash and Bank Balances	**12 & 13**	**-**	**-**	**-**	**-**
Other Receivables	**7**	**-**	**-**	**-**	**-**
Total financial assets		**4,755.43**	**-**	**0.50**	**4,755.93**
Financial liabilities					
Trade Payables	**19**	**-**	**-**	**-**	**-**
Other Liabilities	**16**	**-**	**-**	**-**	**-**
Total financial liabilities		**-**	**-**	**-**	**-**

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(All amounts are in ₹ Lakhs unless otherwise stated)

ii) Financial assets and liabilities which are measured at amortised cost for which fair values are disclosed at March 31, 2018

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Trade receivables		-	-	**1,795.39**	**1,795.39**
Loans	6	-	-	**507.01**	**507.01**
Others	6	-	-	**69.69**	**69.69**
Cash and bank balances	7	-	-	**693.77**	**693.77**
Total financial assets		-	-	**3,065.86**	**3,065.86**
Financial liabilities					
Borrowings	16	-	-	**252.10**	**252.10**
Trade payables		-	-	**3,863.02**	**3,863.02**
Other liabilities		-	-	**486.88**	**486.88**
Total financial liabilities		-	-	**4,602.00**	**4,602.00**

iii) Financial assets and liabilities measured at fair value - recurring fair value measurements at March 31, 2017

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investments at FVPL:					
Unquoted Equity Shares	5	-	-	0.50	0.50
Quoted Mutual Funds	10	6,009.62	-	-	6,009.62
Trade Receivables	11	-	-	-	-
Cash and Bank Balances	12 & 13	-	-	-	-
Other Receivables	7	-	-	-	-
Total financial assets		6,009.62	-	0.50	6,010.12
Financial liabilities					
Trade Payables	19	-	-	-	-
Other Liabilities	16	-	-	-	-
Total financial liabilities		-	-	-	-

iv) Financial assets and liabilities which are measured at amortised cost for which fair values are disclosed at March 31, 2017

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Trade receivables	6	-	-	928.43	928.43
Loans	6	-	-	562.32	562.32
Others		-	-	102.26	102.26
Cash and bank balances	7	-	-	1,945.92	1,945.92
Total financial assets		-	-	3,538.93	3,538.93
Financial liabilities					
Borrowings		-	-	650.96	650.96
Trade payables	16	-	-	2,509.98	2,509.98
Other liabilities		-	-	965.69	965.69
Total financial liabilities		-	-	4,126.63	4,126.63

(All amounts are in ₹ Lakhs unless otherwise stated)

vi) Financial assets and liabilities measured at fair value - recurring fair value measurements at April 01, 2016

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investments at FVPL:					
Unquoted Equity Shares	5	-	-	0.53	0.53
Quoted Mutual Funds	10	2,812.93	-	-	2,812.93
Trade Receivables	11	-	-	-	-
Cash and Bank Balances	12 & 13	-	-	-	-
Other Receivables	7	-	-	-	-
Total financial assets		2,812.93	-	0.53	2,813.46
Financial liabilities					
Trade Payables	19	-	-	-	-
Other Liabilities	16	-	-	-	-
Total financial liabilities		-	-	-	-

vi) Financial assets and liabilities which are measured at amortised cost for which fair values are disclosed at April 01, 2016

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Investments:					
Unquoted Equity Shares		-	-	-	-
Unquoted Government Securities		-	-	0.10	0.10
Trade receivables	6	-	-	3,017.66	3,017.66
Loans	6	-	-	579.65	579.65
Others		-	-	122.21	122.21
Cash and bank balances	7	-	-	2,188.44	2,188.44
Total financial assets		-	-	5,908.06	5,908.06
Financial liabilities					
Borrowings		-	-	1,043.85	1,043.85
Trade Payables	16	-	-	2,608.54	2,608.54
Other Liabilities		-	-	544.86	544.86
Total financial liabilities		-	-	4,197.25	4,197.25

There were no transfers between any levels during the year.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have a quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing net assets value (NAV).

Level 2: The fair value of financial instruments that are not traded in an active market (for example over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

b) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

i) the use of quoted market prices or dealer quotes for similar instruments

ii) the fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on

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(All amounts are in ₹ Lakhs unless otherwise stated)

observable yield curves.

iii) the fair value of forward foreign exchange contracts are determined using forward exchange rates at the Balance Sheet date

iv) the fair value of foreign currency option contracts is determined using the Black Scholes valuation model.

v) the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All of the resulting fair value estimates are included in level 1 and 2.

c) Valuation processes

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the Chief Financial Officer (CFO).

Only in the case of a small investment in Shree Warna Sahakari Bank Ltd., the Company in the absence of details to ascertain fair value has considered the fair value as the cost. The amount in any case is not material.

d) Fair value of financial assets and liabilities measured at amortised cost

Particulars	**As at March 31, 2018**		As at March 31, 2017		As at April 01, 2016	
	Carrying amount	**Fair value**	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets:						
Investments:						
Unquoted Government Securities	**-**	**-**	-	-	0.10	0.10
Trade receivables	**1,795.39**	**1,795.39**	928.43	928.43	3,017.66	3,017.66
Loans	**507.01**	**507.01**	562.32	562.32	579.65	579.65
Others	**69.69**	**69.69**	102.26	102.26	122.21	122.21
Cash and bank balances	**693.77**	**693.77**	1,945.92	1,945.92	2,188.44	2,188.44
Total financial assets	**3,065.86**	**3,065.86**	3,538.93	3,538.93	5,908.06	5,908.06
Financial liabilities						
Borrowings	**252.10**	**252.10**	650.96	650.96	1,043.85	1,043.85
Trade payables	**3,863.02**	**3,863.02**	2,509.98	2,509.98	2,608.54	2,608.54
Other liabilities	**486.88**	**486.88**	965.69	965.69	544.86	544.86
Total financial liabilities	**4,481.90**	**4,481.90**	3,188.13	3,188.13	2,594.38	2,594.38

The carrying amounts of trade receivables, trade payables, other receivables, short-term security deposits, bank deposits with more than 12 months maturity, capital creditors and cash and cash equivalents including bank balances other than cash and cash equivalents are considered to be the same as their fair values due to the current and short-term nature of such balances.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

39 Financial Risk Factors

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk or its financial performance. The Company's risk management assessment, policies and processes are established to identify and analyze the risks faced

(All amounts are in ₹ Lakhs unless otherwise stated)

by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

The Company has exposure to the following risks arising from financial instruments:

(i) Credit risk

(ii) Liquidity risk

(iii) Market risk

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. This exposure is principally from the Company's receivables from customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The company has established norms for stage wise payments to lower the exposure. International transactions are backed by Letters of credit, confirmed by reputed banks, wherever found necessary. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

The Company takes a significant advance for its machine and has no history of any significant defaults from the customers end in payment of the sale consideration.

Trade & other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows (before allowance for doubtful debts):

Particulars	**As at March 31, 2018**	As at March 31, 2017	As at April 01, 2016
Neither past due nor impaired	**-**	-	-
Past due but not impaired			
Past due 1 – 90 days	**1,775.04**	575.61	1,321.31
Past due 91 – 180 days	**1.12**	0.44	1.49
Past due 181 – 270 days	**3.91**	56.90	0.04
Past due 271 – 360 days	**15.82**	-	1,299.25
Past due more than 360 days	**1.11**	-	2.07

Cash and cash equivalents

The Company held cash and cash equivalents and other bank balances with credit worthy banks and financial institutions of ₹ 693.77 Lakhs (31 March 2017: ₹ 1,945.92 Lakhs, 01 April 2016: ₹ 2,188.44 Lakhs). The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

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(All amounts are in ₹ Lakhs unless otherwise stated)

As of 31st March 2018 the Company has working capital of ₹ 9,127.62 Lakhs (31 March 2017: ₹ 7,775.63 Lakhs, 01 April 2016: ₹ 6,942.33 Lakhs) including cash and cash equivalents and other bank balances of ₹693.77 Lakhs (31 March 2017: ₹ 1,945.92 Lakhs, 01 April 2016: ₹ 2,188.44 Lakhs). Working capital is calculated as current assets less current liabilities.

Investment Risk

The investment of the Company in subsidiary companies is exposed to risks that the business of the subsidiary company is exposed. Accordingly the Company's investment in its US subsidiary has been considerably impaired due to the business risk faced by the subsidiary resulting in the erosion of its value.

Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices (such as interest rates, foreign currency exchange rates) or in the price of market risk-sensitive instruments as a result of such adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments, all foreign currency receivables and payables and all short term and long-term debts. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of its investments. Thus, the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

Currency Risk

The fluctuation in foreign currency exchange rates may have potential impact on the profit and loss account, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the entity. Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in USD and EURO against the respective functional currency of the Company. The Company does not use any derivative financial instruments to hedge foreign exchange and interest rate exposure. The company continuously monitors the foreign currency exposures and considering the natural hedge, selectively contracts for plain forward covers whenever found necessary.

40. Financial Risk Management

a) Management of liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents, borrowings and the cash flow that is generated from operations. The Company believes that current cash and cash equivalents, tied up borrowing lines and cash flow that is generated from operations is sufficient to meet requirements. Accordingly, liquidity risk is perceived to be low.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance sheet date:

Particulars	Note	Carrying amount	Less than 12 months	More than 12 months	Total
As at March 31, 2018					
Borrowings	16	252.10	252.10	-	252.10
Trade payables	19	3,863.02	3,863.02	-	3,863.02
Security and other deposits	17	5.73	-	5.73	5.73
Other liabilities	17	481.16	481.16	-	481.16
As at March 31, 2017					
Borrowings	16	650.96	632.38	18.58	650.96
Trade payables	19	2,509.98	2,509.98	-	2,509.98
Security and other deposits	17	6.74	-	6.74	6.74
Other liabilities	17	958.96	957.64	1.32	958.96
As at April 01, 2016					

(All amounts are in ₹ Lakhs unless otherwise stated)

Particulars	Note	Carrying amount	Less than 12 months	More than 12 months	Total
Borrowings	16	1,043.85	1,018.32	25.53	1,043.85
Trade payables	19	2,608.54	2,608.54	-	2,608.54
Security and other deposits	17	6.48	-	6.48	6.48
Other liabilities	17	538.38	537.06	1.32	538.38

Foreign Currency Risk Exposure

The Company's exposure to foreign currency risk at the end of the reporting period are as follows:

Particulars	**March 31, 2018**			March 31, 2017			April 1, 2016		
	USD	**EUR**	**GBP**	USD	EUR	JPY	USD	EUR	JPY
Financial assets									
Trade receivables	**388,587**	**-**	**-**	539,056		9,747,000	1,994,286		-
Net exposure to foreign currency risk (assets)	**388,587**	**-**	**-**	539,056	-	9,747,000	1,994,286	-	-
Borrowings	**-**	**-**	**-**	-	-	-	-	-	-
Trade payables	**138,921**	**178,490**	**-**	46,865	16,839	-	290,024	52,400	1,002,600
Net exposure to foreign currency risk (liabilities)	**138,921**	**178,490**	**-**	46,865.10	16,839.00	-	290,024	52,400.00	1,002,600

40 CAPITAL MANAGEMENT

Risk management

The primary objective of the Company's Capital Management is to maximize shareholder value. The Company monitors capital using Debt-Equity ratio, which is total debt divided by total capital plus total debt.

For the purposes of the Company's capital management, the Company considers the following components of its Balance Sheet to be managed capital:

Total equity as shown in the Balance Sheet includes General reserve, Retained earnings, Share capital, Security premium. Total debt includes current debt plus non-current debt and subtracting cash and cash equivalents.

Particulars	**March 31, 2018**	March 31, 2017	April 1, 2016
Total Debt	**-**	-	-
Total Equity	**20,924.38**	22,369.38	26,282.09
Debt-Equity ratio	**0.00%**	0.00%	0.00%

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(All amounts are in ₹ Lakhs unless otherwise stated)

41 Disclosure of Interest in Other entities as per Ind AS 112 of the Companies (Indian Accounting Standards) Rules, 2015

Consolidated financial statements comprises the financial statements of Manugraph India Limited and its subsidiaries as listed below:

Name of the entity	Principal Place of Business	**Proportion of ownership (%) as at March 31, 2018**	Proportion of ownership (%) as at March 31, 2017	Proportion of ownership (%) as at April 01, 2016
Subsidiary Companies				
Constrad Agencies (Bombay) Private Limited	India	**100%**	100%	100%
Manugraph Americas Inc.	USA	**100%**	100%	100%

42 Effective April 1, 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non - cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. There is no non cash adjustment and the amendment is not likely to have any significant impact in the future.

43 Recent Accounting Pronouncement

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration: On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency.

The amendment will come into force from April 1, 2018. The Company has evaluated the effect of this on the financial statements and the impact is not material.

Ind AS 115- Revenue from Contract with Customers: On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The standard permits two possible methods of transition:

- Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach) The effective date for adoption of Ind AS 115 is financial periods beginning on or after April 1, 2018.

The effective date for adoption of Ind AS 115 is financial periods beginning on or after April 1, 2018.

The Company will adopt the standard on April 1, 2018 by using the cumulative catch-up transition method and accordingly comparatives for the year ending or ended March 31, 2018 will not be retrospectively adjusted. The effect on adoption of Ind AS 115 is expected to be insignificant.

(All amounts are in ₹ Lakhs unless otherwise stated)

44 Additional information as required under Schedule III of the Companies Act, 2013 of entities consolidated in these financial statements

Name of the Enterprise	Net Assets i.e. Total assets minus Total Liabilities		Share in Consolidated Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	% of Consolidated Net assets		% of Consolidated Profit or loss		% of Consolidated OCI		% of Consolidated TCI	₹ in Lakhs
Parent								
Manugraph India Limited								
- Current Year	128.28	26,842.42	(38.27)	(536.43)	100.00	139.73	(31.43)	(396.70)
- Previous Year	122.38	27,376.58	(2.85)	(100.69)	100.00	(9.25)	(3.10)	(109.94)
Subsidiary - Indian - Constrad Agencies (Bombay) Pvt Ltd.								
- Current Year	(0.02)	(3.42)	(0.19)	(2.63)	-	-	(0.21)	(2.63)
- Previous Year	(0.00)	(0.79)	(0.01)	(0.40)	-	-	(0.01)	(0.40)
Subsidiary - Foreign - Manugraph Americas Inc.								
- Current Year	(28.27)	(5,914.62)	(61.54)	(862.64)	-	-	(68.36)	(862.64)
- Previous Year	(22.38)	(5,006.41)	(97.14)	(3,436.29)	-	-	(96.89)	(3,436.29)
Total								
- Current Year	100.00	20,924.38	(100.00)	(1,401.70)	100.00	139.73	(100.00)	(1,261.97)
- Previous Year	100.00	22,369.38	(100.00)	(3,537.38)	100.00	(9.25)	(100.00)	(3,546.63)

45 The balance sheet, statement of profit and loss, cash flow statement, statement of changes in equity, statement of significant accounting policies and the accompanying notes forms an integral part of the financial statements of the Company for the year ended March 31, 2018.

As per our report of even date attached

For **Natvarlal Vepari & Co.**
Chartered Accountants
Firm Registration No. 106971W

Rinku Ghatalia
Partner
M.No. 133762

Mumbai, Date: May 24, 2018

For and on behalf of the Board of Directors

Sanjay S. Shah Vice Chairman and Managing Director
DIN : 00248592

Pradeep S. Shah Managing Director
DIN : 00248692

Mihir V. Mehta
Company Secretary

Suresh Narayan
Chief Financial Officer

Mumbai, Date: May 24, 2018

[Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014 - AOC - 1]

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

Part A - Subsidiaries

(Fig. in Lakhs)

1	Sr. No.	**1**	**2**
2	Name of the Subsidiaries	**Constrad Agencies (Bombay) Pvt. Ltd.**	**Manugraph Americas Inc., USA**
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR	USD 1 = INR 65.0441
5	Share Capital	25.00	6,076.41
6	Reserves	(3.42)	(5,084.22)
7	Total Assets	21.80	1,260.94
8	Total Liabilities	21.80	1,260.94
9	Investments	-	-
10	Turnover	-	1,327.19
11	Profit before Tax	(2.63)	(558.35)
12	Provison for Tax	-	304.99
13	Profit after Tax	(2.63)	(863.34)
14	Proposed Dividend	-	-
15	% of Shareholding	100%	100%
Names of subsidiaries which are yet to commence operations			NIL
Names of subsidiaries which have been liquidated or sold during the year			NIL

Part B - Associates and Joint Ventures

Statement pursuant to section 129(3) of the Companies Act, 2013 related to Asscoiate Companies and Joint Ventures

Not Applicable

For and on behalf of the Board of Directors

Sanjay S. Shah Vice Chairman and Managing Director
DIN : 00248592

Pradeep S. Shah Managing Director
DIN : 00248692

Mihir V. Mehta
Company Secretary

Suresh Narayan
Chief Financial Officer

Mumbai, Date: May 24, 2018

4, Shree Niwas Building, 1st Floor,
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Near Swami Narayan Temple,
Dadar (C.R.) Mumbai - 400 014.
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Mobile : 99694 90502
Website : www.dpsangoi.com

D. P. Sangoi & Co.
CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CONSTRAD AGENCIES (BOMBAY) PRIVATE LIMITED.

Report on the Financial Statements

We have audited the accompanying financial statements of **CONSTRAD AGENCIES (BOMBAY) PRIVATE LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss and the Cash Flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards referred to in Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules 2014. 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 the design, implementation and maintenance of adequate internal financial controls, that are 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the Audit Report. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the

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auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the financial statements, in order to design audit procedures that are appropriate in the circumstances.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

In herent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018; and
b) In the case of the Profit and Loss Account, of the Loss for the year ended on that date, and
c) In the case of the Cash Flow Statement, of the Cash Flows of the company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (herein after referred to as the "Order"), and on the basis of such checks and records of the Company as we consider appropriate and according to the information and

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CHARTERED ACCOUNTANTS

explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:

   a) *We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.*

   b) *In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.*

   c) *The Balance Sheet, the Statement of Profit and Loss and Cash Flow statement dealt with by this Report are in agreement with the books of account.*

   d) *In our opinion, the aforesaid financial statement comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013 read with the Rule 7 of the Companies (Account) Rules 2014.*

   e) *On the basis of written representations received from the directors as on March 31, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31*, 2018, from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.

   f) On the basis of overall examination of records and nature of activities carried out by the company, in all material aspect, the company has an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting 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 the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

   g) With respect to other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us, we report as under:

      i. The Company has disclosed the impact of pending litigations as at March 31, 2018, if any, on its financial position in its financial statements.

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ii. The Company has made provisions as at March 31, 2018, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

iii. There was no amount required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018.

FOR M/S **D. P. SANGOI & CO.**
(CHARTERED ACCOUNTANTS)
FIRM REG. NO. 109139

D. P. SANGOI & CO Chartered Accountants MUMBAI - 14

PLACE : **MUMBAI**

DATE : **10/05/2018**

(DHIRENDRA P. SANGOI)
PROPRIETOR
MEMBERSHIP NO. 032158

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D. P. Sangoi & Co.
CHARTERED ACCOUNTANTS

Annexure to Independent Auditors' Report

(Referred to in Paragraph 1. under the heading of "Report on Other Legal and Regulatory Requirements" of our Report of even date to the members of **CONSTRAD AGENCIES (BOMBAY) PVT. LTD**. (the Company").

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.

   (b) The Fixed Assets have been physically verified by the management as per a phased programme of verification. In our opinion, the frequency of verification is reasonable having regard to size of the Company and the nature of its assets. The discrepancies reported on such verification were not material and have been properly dealt with in the books of account.

   (c) The title deeds of immovable properties are held in the name of the company.

2. The Company does not have any Inventories; hence the requirements of maintenance of records, physical verification and discrepancy for the same are not applicable.

3. As per the information & explanation give to us, the Company has not granted any loans, secured or unsecured to the companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly provisions of clause (iii) (a), (b) and (c) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

4. The Company has not given any loans, guarantee and securities during the year: hence the provisions of Section 185 are not applicable to the company. The Company has complied with provisions of Section 186 of the Companies Act, 2013 in respect of Investments made during the year.

5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sec.73 to Sec.76 of the Act and the Rules framed there under to the extend notified. Therefore provisions of Clause (v) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

6. As informed to us, the maintenance of Cost Records has not been prescribed by the Central government u/s 148(1) of the Companies Act, 2013, in respect of the activities carried on by the Company.

7. a) According to the information and explanations given to us and the records examined by us, the Company is regular in depositing with appropriate authorities undisputed statutory dues if any required, including provident fund, employees' state insurance, income tax, sales tax, service tax, customs duty, duty of excise, value added tax, cess and other statutory dues and there are no undisputed statutory dues outstanding as at 31st March 2018 for a period more than six months from the date they became payable.

   b) According to the information and explanations given to us and according to the records of the Company, there are no dues of sales tax, income tax, customs, wealth tax, excise duty, service tax, income tax, sales tax, service tax, customs duty, duty of excise, value added tax, which have not been deposited on account of any dispute.

8. According to the information and explanations given to us, the Company has not taken any loans or borrowings from financial institution, bank, government, debenture holders. Therefore provisions of Clause (viii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

9. According to the information and explanations given to us, the Company has not raised monies by way of initial public offer or further public offer (including debts instruments) and term loans during the year. Therefore provisions of Clause (ix) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

10. As per the information and explanations given to us, no fraud on or by the Company by its officers or employees has been noticed or reported during the year.

11. No managerial Remuneration has been paid or provided during the year. Therefore provisions of Clause (xi) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

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D. P. Sangoi & Co.

CHARTERED ACCOUNTANTS

12. The company is not a Nidhi Company and therefore provisions of Clause (xii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

13. There were no Related Party Transactions and therefore provisions of Clause (xiii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore provisions of Clause (xiv) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

15. As per the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Therefore provisions of Clause (xv) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

16. As per the information and explanations given to us, the Company is not required to be registered under 45-IA of the Reserve Bank of India Act, 1934 and therefore no registration was obtained.

FOR M/S D. P. SANGOI & CO.
(CHARTERED ACCOUNTANTS)
FIRM REG. NO. 109139W

D. P. SANGOI & CO
Chartered Accountants
MUMBAI - 14.

PLACE : MUMBAI

DATE : 10/05/2018

(DHIRENDRA P. SANGOI)
PROPRIETOR
MEMBERSHIP NO. 032158

CONSTRAD AGENCIES (BOMBAY) PVT.LTD.
CIN - U51100MH1986PTC039336

Balance Sheet as at March 31,2018

Particulars	Note Ref	(Rs.) As at 31st Mar-18	(Rs.) As at 31st Mar-17	(Rs.) As at 1st April -16
I ASSETS				
1 Non-Current Assets				
(a) Fixed Assets				
(i) Property, Plants & Equipments	1	748,000.00	748,000.00	748,000.00
(ii) Capital Work-in-Progress		-	-	-
(iii) Intangible Assets		-	-	-
(iv) Intangible Assets Under Development		-	-	-
(b) Financial Assets		-	-	-
(i) Investments		-	-	-
(ii) Loans		-	-	-
(iii) Other Financial Assets		-	-	-
Deferred Tax Assets (Net)		-	-	-
Other Non-Current Assets		-	-	-
Asset held for sale		-	-	-
Total Non-Current Assets		748,000.00	748,000.00	748,000.00
2 Current Assets				
Inventories		-	-	-
Financial Assets				
(a) Investments		-	-	-
(b) Trade Receivables		-	-	-
(c) Cash and cash equivalents	2	5,460.00	353.00	1,989.00
(d) Bank balances other than cash & cash eq	3	1,424,199.72	8,082.62	8,197.61
(e) Loans	3a	2,000.00	2,000.00	2,000.00
(f) Other Financial Assets		-	-	-
Other Current Assets		-	-	-
Total Current Assets		1,431,659.72	10,435.62	12,186.61
Assets held for sale				
TOTAL ASSETS		2,179,659.72	758,435.62	760,186.61
II EQUITY & LIABILITIES				
Equity				
(a) Equity share Capital	4	2,500,000.00	500,000.00	500,000.00
(b) Other equity	5	(342,187.28)	(79,432.07)	(39,135.69)
Total equity		2,157,812.72	420,567.93	460,864.31
Liabilities				
1 Non-Current Liabilities		-	-	-
Financial Liabilities				
(i) Borrowings		-	-	-
(ii) Other Financial Liabilities		-	-	-
Other Non-current Liabilties		-	-	-
Provisions		-	-	-
Deferred Tax Liabilities(Net)		-	-	-
Total Non-current Liabilities				
2 Current Liabilities		-	-	
Financial Liabilities		-	-	
(a) Borrowings		-	-	
(b) Trade Payables				
(c) Other Financial Liabilities	6	21,847.00	337,867.69	299,322.30
Provisions		-	-	-
Total Current Liabilities		21,847.00	337,867.69	299,322.30
TOTAL LIABILITIES		2,179,659.72	758,435.62	760,186.61

Additional Notes forming part of Accounts

As per our report of even date
For D.P.Sangoi & Co.,
Chartered Accountants

Dhirendra P. Sangoi
Proprietor
M.No. 032158
Place: Mumbai
Date:
10 MAY 2018

D. P. SANGOI & CO Chartered Accountants MUMBAI-14.

For and on behalf of the Board of Directors

Suresh B. Shah
Director
DIN - 00272464

V.K.Moorthy
Director
DIN - 00273074

CONSTRAD AGENCIES (BOMBAY) PVT. LTD.
CIN - U51100MH1986PTC039336
Statement of Profit and Loss for the year ended March 31, 2018

	Particulars	Note Ref	Rs. as at 31st Mar-2018	Rs. as at 31st Mar -2017	(Rs.) as at 31st Mar-2016
	Revenue from Operations (Gross):		-	-	-
	Less : Excise Duty		-	-	-
I	Revenue from Operations (Net):		-	-	-
II	Other Operating Revenue		-	-	-
III	Other Income:	7	-		
IV	Total Revenue (I + II)		-	-	-
IV	**Expenses:**				
	Cost of Materials Consumed		-	-	-
	Purchase of Stock-in-Trade		-	-	-
	inventories of		-	-	-
	Employee Benefit Expenses		-	-	-
	Finance Cost		-	-	-
	Depreciation & Amortisation		-	-	-
	Other Expenses	8	**262,755.21**	40,296.38	72,113.53
	Total Expenses		**262,755.21**	40,296.38	72,113.53
V	Profit /(Loss) Before exceptional and extraordinary items and Tax (III-IV)		**(262,755.21)**	(40,296.38)	(72,113.53)
VI	Exceptional Items			-	
VII	Profit/(Loss) Before extraordinary items and Tax (V-VI)		**(262,755.21)**	(40,296.38)	(72,113.53)
VIII	Extraordinary Items			-	
IX	Profit/(Loss) Before Tax (VII-VIII)		**(262,755.21)**	(40,296.38)	(72,113.53)
X	Tax Expense			-	
	1. Current Tax			-	
	2. Deferred Tax			-	
XI	Profit/(Loss) For the period from Continuing Operations (IX		**(262,755.21)**	(40,296.38)	(72,113.53)
XII	Profit/(Loss) from discontinuing Operations		-	-	
XIII	Tax Expense of discontinuing Operations		-	-	
XIV	Profit/(Loss) from Discontinuing Operations after Tax		-	-	
XV	Profit/(Loss) For the period (XIV+XI)		**(262,755.21)**	(40,296.38)	(72,113.53)
XVI	Earnings per Equity Share:				
	Basic	9	**(10.51)**	(8.06)	(14.42)
	Diluted				
	Par Value				
	Additional Notes forming part of accounts	10			

As per our report of even date
For D..P.Sangoi & Co.,
Chartered Accountants

D. P. SANGOI & CO
Chartered Accountants
MUMBAI - 14.

Dhirendra P. Sangoi
Proprietor
M.No. 032158
Place: Mumbai
Date: 10 MAY 2018

For and on behalf of the Board of Directors

Suresh B. Shah	V.K Moorthy
Director	Director
DIN - 00272464	DIN - 00273074

Statement of Significant Accounting policies and Other Explanatory Notes

OTHER NOTES

1 Fixed Assets

	Particulars	As at 31-Mar-18		As at 31-Mar-17		As at 1st Apr-16	
		(Rs)	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)
i	**Gross Block**						
	Free Hold Land	-	-	-	-	-	-
	Building / office premises	-	748,000.00	-	748,000.00	-	748,000.00
	Plant & Machinery	-	-	-	-	-	-
	Motor Vehicles	-	-	-	-	-	-
	Computers	-	-	-	-	-	-
	Furniture And Fixtures	-	-	-	-	-	-
	Total	-	748,000.00	-	748,000.00	-	748,000.00
ii	**Accumalated Depreciation**						
	Free Hold Land	-	-	-	-		-
	Building	-	-	-	-		-
	Plant & Machinery	-	-	-	-		-
	Motor Vehicles	-	-	-	-		-
	Computers	-	-	-	-		-
	Furniture And Fixtures	-	-	-	-		-
	Net Block		**748,000.00**		748,000.00		748,000.00

2 Cash & Cash Equivalents

Particulars	As at 31-Mar-18		As at 31-Mar-17		As at 1st Apr-16	
	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)
Cash Balances		5,460.00		353.00		1,989.00
Total	-	**5,460.00**	-	353.00	-	1,989.00

3 Bank Balances other than cash & Cash Equivalents

Particulars	As at 31-Mar-18		As at 31-Mar-17		As at 1st Apr-16	
	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)
Current Accounts with scheduled banks	-	1,424,199.72	-	8,082.62	-	8,197.61
Total		**1,424,199.72**		8,082.62		8,197.61

3a Short -term Loans and advances

Particulars	As at 31-Mar-18		As at 31-Mar-17		As at 1st Apr-16	
	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)
Deposits		2,000.00		2,000.00		2,000.00
Total		2,000.00		2,000.00		2,000.00

4 Share Capital

Particulars	As at 31-Mar-18		As at 31-Mar-17		As at 1st Apr-16	
	Number	(Rs)	Number	(Rs)	Number	(Rs)
Authorised Capital:						
Equity shares of Rs. 100 each	35,900	3,590,000.00	5,900	590,000.00	5,900	590,000.00
(Authorised capital increased from 5900						
Equity Shares to 35900 on 29.09.2017)						
Preference shares of Rs.100 each	100	10,000.00	100	10,000.00	100	10,000.00
Redeemable preference shares of Rs.100 each	-	-	-	-	-	-
	-	-	-	-	-	-
Total	**36,000**	**3,600,000.00**	6,000	600,000.00	6,000	600,000.00

Issued, Subscribed And Paid up Capital:

Equity shares of Rs. 100 each fully paid up	25,000	2,500,000.00	5,000	500,000.00	5,000	500,000.00
(Issued capital increased from 5000 Equity Shares to 25000 Equity shares on 27.11.2017)						
Total	25,000	2,500,000.00	5,000	500,000.00	5,000	500,000.00

All the above 25000 shares (previous year 5000) are held by holding Company Manugraph India Ltd.

Details of shareholding in excess of 5%

Name of Shareholder	As at 31-Mar-18		As at 31-Mar-17		As at 1st Apr-16	
	Number of shares held	%	Number of shares held	%	Number of shares held	%
Manugraph India Ltd.	25000	100	5000	100	5000	100

5 **Other Equity**

	Particulars	As at 31-Mar-18		As at 31-Mar-17		As at 1st Apr-16	
		(Rs)	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)
i	**Capital Reserve**	-	200,000.00	-	200,000.00	-	200,000.00
	Capital Reserve - On Amalgamation				-		-
ii	**Capital Redemption Reserve**	-	-	-	-	-	-
iii	**Securities Premium Reserve**	-	-	-	-	-	-
iv	**Other Equity**		131,128.23		131,128.23		131,128.23
v	**Other Reserves**						
	General Reserve :						
	Balance as per last Balance Sheet	-	-	-	-	-	-
	Transferred from surplus	-	-	-	-	-	-
vi	**Reserve & Surplus**						
	Balance as per last Balance Sheet		(410,560.30)		(370,263.92)		(298,150.39)
	Add :						
	Profit / Loss for the year		(262,755.21)		(40,296.38)		(72,113.53)
	Less:						
	Transfer to General Reserve	-	-	-	-	-	-
	Proposed Dividend	-	-	-	-	-	-
	Tax on above Dividend	-	-	-	-	-	-
	Sub Total		(673,315.51)	-	(410,560.30)	-	(370,263.92)
	Total other Equity		**(342,187.28)**		**(79,432.07)**		**(39,135.69)**

6 **Current Liabilities**

Particulars	As at 31-Mar-18		As at 31-Mar-17		As at 1st Apr-16	
	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)
Advance from Holding Company	-	-	-	304,021.69	-	276,776.30
Other Financial Liabilities	-	21,847.00	-	33,846.00	-	22,546.00
Total		21,847.00		337,867.69		299,322.30

7 **Other Income**

Particulars	As at 31-Mar-18		As at 31-Mar-17		As at 31-Mar-16	
	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)
Credit Balance written off		-		-		-
Total		-		-		-

8 **Other Expenses**

Particulars	As at 31-Mar-18		As at 31-Mar-17		As at 31-Mar-16	
	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)
Legal and professional fees		17,201.00		9,000.00		9,000.00
Society Maintenance Expenses		79,104.90		-		-
Stamp Duty Charges		8,000.00		-		-
Telephone Charges		8,597.00		-		-
Interest Expenses		20,192.38		27,245.39		57,904.53
Filing Charges		90,900.00		1,636.00		2,435.00
Debit Balance Written off		25,785.93		-		-
Audit fees		3,540.00		2,300.00		2,300.00
Bank Charges		85.00		114.99		114.00
Printing & Stationery		-		-		360.00
Insurance Charges		9,315.00		-		-
General expenses		34.00		-		-
Total		262,755.21		40,296.38		72,113.53

9 Earning Per Share

Particulars	As at 31-Mar-18		As at 31-Mar-17		As at 31-Mar-16	
	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)	(Rs)
Net profit after tax available for equity shareholders	-	(262,755.21)	-	(40,296.38)	-	(72,113.53)
Weighted average number of equity shares of Rs. 100/- each outstanding during the year.	-	25,000.00	-	5,000.00	-	5,000.00
Basic and diluted earnings per share (Rs.)(a/b)	-	(10.51)	-	(8.06)	-	(14.42)

Notes to Accounts :

1 Significant Accounting Policies : -

I) **Basis of Accounting : -**

The financial statements are prepared under historical cost convention on accrual basis and are in accordance with generally accepted accounting principles.

ii) **Fixed Assets : -**

All Fixed Assets are stated at cost of acquisition.

iii) **Depreciation : -**

No depreciation has been provided on any Assets.

iv **Investments : -**

Investments are stated at cost of acquisition.

v) **Related Party Transaction :-**

	2017-18 (Rs)	2016-17 (Rs.)
a) Outstanding payable :-		
Manugraph India Ltd	-	304,021.69
b) Increase in Share Capital :-		
Manugraph India Ltd.	2,500,000.00	500,000.00

vi Accounting policies not specifically referred to herein are in consistency with generally accepted accounting policies.

Signature to Schedule 1 to 9

As per Report of even date

D.P.SANGOI & CO. Chartered Accountants MUMBAI - 14.

For D.P.Sangoi & Co.,
Chartered Accountants,

D.P.Sangoi
Proprietor

Place : Mumbai
Date :

1 C MAY 2018

For and on behalf of the Board of Directors

Suresh B. Shah
Director
DIN - 00272464

V. K. Moorthy
Director
DIN - 00273074

CONSTRAD AGENCIES (BOMBAY) PVT.LTD.

CIN - U51100MH1986PTC039336

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2018

		2017-18 (Rs.)		2016-17 (Rs.)
A CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit before tax and extraordinary items		(262,755.21)		(40,296.38)
Add : Increase/Decrease in trade payables and other liabilities	(316,020.69)		38,545.39	
Decrease in trade and other receivables	-		-	
Decrease in inventories	-		-	
		(316,020.69)		38,545.39
		(578,775.90)		(1,750.99)
Cash generated from operations				-
Deduct : Direct taxes		-		-
Net Cash inflow in course of operating activities		(578,775.90)		(1,750.99)
B CASH FLOW FROM INVESTING ACTIVITIES :				
Outflow :		NIL		NIL
Inflow : Increase in Share Capital		2,000,000.00		NIL
Net Cash outflow in course of investing activities		2,000,000.00		NIL
C CASH FLOW FROM FINANCING ACTIVITIES :		NIL		NIL
Net increase in cash Flow in investing activities (B)		2,000,000.00		NIL
Less: Net decrease / cash equivalents (A)		(578,775.90)		(1,750.99)
Add : Opening cash/cash equivalents		8,435.62		10,186.61
Cash/cash equivalents at the close of the year		1,429,659.72		8,435.62

As per our Report of even date

For and on behalf of the Board of Directors

For D.P.Sangoi & Co.
Chartered Accountants

D. P. SANGOI & CO. Chartered Accountants MUMBAI - 14.

Dhirendra P. Sangoi
Proprietor
M.No. 032158

Suresh B. Shah
Director
DIN - 00272464

V. K. Moorthy
Director
DIN - 00273074

Place : Mumbai
Date :

1 C MAY 2018

MANU ENTERPRISES LTD.

SIDHWA HOUSE, 2ND FLOOR, N.A. SAWANT MARG,
NEAR COLABA FIRE STATION, COLABA,
MUMBAI - 400 005.

AUDITED STATEMENTS OF ACCOUNTS FOR YEAR ENDED 31ST MARCH, 2018
AS PER COMPANIES ACT, 2013

VIRAL SHAH & CO.
CHARTERED ACCOUNTANTS

203. LAXMI VILLA,
OPP.KALA HANUMAN TEMPLE,
M.G.ROAD, KANDIVLI (WEST),
MUMBAI - 400 067.

PHONE : 28618398

M/S. MANU ENTERPRISES LTD.

AUDITED STATEMENTS OF ACCOUNTS FOR YEAR ENDED 31ST MARCH, 2018

CONTENTS

SR.NO.	PARTICULARS
1	Independent Auditor's Report together with Annexures to it (Annexure " A " & " B ")
2	Balance Sheet as at 31st March, 2018
3	Statement of Profit & Loss for the year ended 31st March, 2018
4	Notes Forming part of Balance Sheet

Viral Shah & Co.
CHARTERED ACCOUNTANTS

VIRAL R. SHAH B.COM. F.C.A.

203, Laxmi Villa, Opp. Kala Hanuman Temple, M. G. Road, Kandivali (West), Mumbai - 400 067.
Telephone : 022-28618386 / 98 : 08291541133 / 44 • Email : viralshahandco@hotmail.com

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
MANU ENTERPRISES LIMITED

1) Report on the Financial Statement

We have audited the accompanying financial statements of **MANU ENTERPRISES LIMITED.** (the "Company"), which comprise the Balance sheet as at 31st March 2018, the Statement of Profit & Loss Account for the year then ended, and a summary of significant accounting policies and other explanatory information.

2) Management's Responsibility for the Financial Statement

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 financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, as applicable.
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 these financial statements that give a true and fair view and free from material misstatements whether due to fraud or error.

3) Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.
We have taken into account the provisions of the Act, the accounting and auditing standards, and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order under Section 143(11) of the Act.
We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

VIRAL SHAH & CO. MUMBAI 400 067 CHARTERED ACCOUNTANTS

Viral Shah & Co.
CHARTERED ACCOUNTANTS

VIRAL R. SHAH B.COM. F.C.A.

203, Laxmi Villa, Opp. Kala Hanuman Temple, M. G. Road, Kandivali (West), Mumbai - 400 067.
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4) Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 :

a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31.03.2018; and

b) In the case of the Statement of Profit & Loss, of the profit for the year ended on that date.

5) Reports on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 Balance Sheet, the Statement of Profit & Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, as applicable.

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

f) With respect to the adequacy of the financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Independent Auditors' 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:

- The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
- The Company has made provision in its financial statements, as required under the applicable law or accounting standards, for material foreseeable losses on long term contracts including derivative contracts;
- There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government in terms of Section 143(11) of the Act, we give in 'Annexure B' a statement on the matters specified in paragraphs 3 and 4 of the Order.

PLACE : MUMBAI

DATE :30.04.2018

FOR VIRAL SHAH & CO.
CHARTERED ACCOUNTANTS
(FIRM'S REG NO. 111552W)

VIRAL SHAH & CO. MUMBAI 400 067 CHARTERED ACCOUNTANTS

VIRAL R. SHAH (PROPRIETOR)
MEMBERSHIP NO. 039872

Viral Shah & Co.
CHARTERED ACCOUNTANTS

VIRAL R. SHAH B.COM. F.C.A.

203, Laxmi Villa, Opp. Kala Hanuman Temple, M. G. Road, Kandivali (West), Mumbai - 400 067.
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ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Act.

We have audited the internal financial controls over financial reporting of **MANU ENTERPRISES LIMITED,** as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended and on the date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

VIRAL SHAH & CO. MUMBAI 400 067

203, Laxmi Villa, Opp. Kala Hanuman Temple, M. G. Road, Kandivali (West), Mumbai - 400 067.
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Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

PLACE : MUMBAI

DATE :30.04.2018

FOR VIRAL SHAH & CO.
CHARTERED ACCOUNTANTS
(FIRM'S REG. NO. 111552W)

VIRAL R. SHAH (PROPRIETOR)
MEMBERSHIP NO. 039872

203, Laxmi Villa, Opp. Kala Hanuman Temple, M. G. Road, Kandivali (West), Mumbai - 400 067.
Telephone : 022-28618386 / 98 : 08291541133 / 44 • Email : viralshahandco@hotmail.com

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143 (11) of the Companies Act, 2013 ('the Act') of Manu Enterprises Limited (the "Company")

i. In respect of the Company's fixed assets:
   a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
   b) The fixed assets were physically verified during the year by the Management in accordance with a regular program of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
   c) According to the information and explanations given to us and the records examined by us and based on the examination of the conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

ii. As explained to us, there is no inventory hence the said clause is not applicable to the company.

iii. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act.

iv. In our opinion and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantees or securities during the year and therefore, the provisions of the clause 3 (iv) of the Order are not applicable to the Company.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2018 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. Reporting under clause 3(vi) of the Order is not applicable as the Company's business activities are not covered by the Companies (Cost Records and Audit) Rules, 2014.

vii. According to the information and explanations given to us, in respect of statutory dues:
   a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Service Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
   b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Service Tax, Cess and other material statutory dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
   c) There are no dues under any statutes which have not been deposited as at March 31, 2018 on account of any disputes.

viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company does not have any loan or borrowings from financial institutions or government and has not issued any debentures.

VIRAL SHAH & CO. MUMBAI 400 067 CHARTERED ACCOUNTANTS

Viral Shah & Co.
CHARTERED ACCOUNTANTS

VIRAL R. SHAH B.COM. F.C.A.

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ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

xiii. In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3(xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence provisions of Section 192 of the Act are not applicable.

xvi. The Company is not required to be registered under Section 45-I of the Reserve Bank of India Act, 1934.

PLACE : MUMBAI

DATE :30.04.2018

FOR VIRAL SHAH & CO.
CHARTERED ACCOUNTANTS
(FIRM'S REG NO. 111552W)

VIRAL SHAH & CO. MUMBAI 400 067 CHARTERED ACCOUNTANTS

VIRAL R. SHAH (PROPRIETOR)
MEMBERSHIP NO. 039872

MANU ENTERPRISES LIMITED
Balance Sheet as at 31 March, 2018

	Particulars	Note No.	As at 31 Mar, 2018 Rupees	As at 31 March,2017 Rupees
A	**EQUITY AND LIABILITIES**			
1	**Shareholders' Funds**			
	(a) Share Capital	3	4000000.00	4000000.00
	(b) Reserves and Surplus	4	300204456.41	299008768.49
			304204456.41	303008768.49
2	**Share application money pending allotment**		0.00	0.00
3	**Non-current liabilities**			
	(a) Long-term borrowings	5	0.00	0.00
			0.00	0.00
4	**Current liabilities**			
	(a) Other current liabilities	6	14235.00	58450.00
	TOTAL		304218691.41	303067218.49
B	**ASSETS**			
1	**Non-current assets**			
	(a) Fixed assets			
	(i) Tangible assets	7	0.00	4051.27
			0.00	4051.27
	(b) Non-current investments	8	298937523.48	298787523.48
	(d) Long-term loans and advances	9	2339238.00	2266538.00
	(e) Other non-current assets	10	39000.00	160046.00
			301315761.48	301214107.48
2	**Current assets**			
	(d) Cash and cash equivalents	11	2902929.93	1807959.74
	(e) Short-term loans and advances	12	0.00	41100.00
			2902929.93	1849059.74
			304218691.41	303067218.49
	See accompanying notes forming part of the financial statement			

In terms of our report attached.
VIRAL SHAH & CO.
Chartered Accountants
Firm Registration No.: 111552W

For and on behalf of the Board of Directors

VIRAL SHAH & CO. MUMBAI 400 067 CHARTERED ACCOUNTANTS

VIRAL R. SHAH
PROPRIETOR
M.NO.: 039872
Place: Mumbai 30 APR 2018
Date:

SANAT M. SHAH
DIRECTOR
DIN : 00248499
Place: Mumbai
Date: 30th April 2018

SANJAY S. SHAH
DIRECTOR
DIN : 00248592

MANU ENTERPRISES LIMITED

Statement of Profit and Loss for the period ended 31 March, 2018

	Particulars	Note No.	As at 31 Mar, 2018 Rupees	As at 31 March,2017 Rupees
A	**CONTINUING OPERATIONS**			
1	Revenue from operations (gross)	13	0	0
	Less: Excise Duty		0	0
	Revenue from operations (net)		0	0
2	Other Income	14	1470730.00	2665754.00
3	**Total revenue (1+2)**		1470730.00	2665754.00
4	**Expenses**			
	(a) Employee benefits expense	15	1400.00	2404.00
	(b) Finance Costs	16	0.00	0.00
	(c) Depreciatiion and amortisation expense	7	4051.27	1877.36
	(d) Other expenses	17	269590.81	80736.26
	Total expenses		275042.08	85017.62
5	**Profit / (Loss) before tax (3 - 4)**		1195687.92	2580736.38
6	**Tax expense:**			
	(a) Current tax expense relating to prior years		0.00	0.00
	(b) Provision for income Tax Asst. Year 2013-14		0.00	0.00
7	**Profit / (Loss) from continuing operations (5 - 6)**		1195687.92	2580736.38
	The accompanying Statement of Significant Accounting policies and notes to financial Statements form an integral part of the Financial Statement.			

In terms of our report attached.
VIRALSHAH & CO.
Chartered Accountants
Firm Registration No.:111552W

VIRAL R. SHAH
PROPRIETOR
M.NO.: 039872
Place: Mumbai
Date: 30 APR 2018

For and on behalf of the Board of Directors

SANAT M. SHAH
DIRECTOR
DIN : 00248499

SANJAY S. SHAH
DIRECTOR
DIN : 00248592

Place: Mumbai
Date: 30th April 2018

MANU ENTERPRISES LIMITED

Notes forming part of the financial statements

Note 1 COMPANY OVERVIEW

Manu Enterprises Limited, was engaged in business of distributing of printing machine & spare parts, consultant to graphic art industry & service agents. Manu Enterprise Limited is incorporated under the laws of Indian Company's Act, 1956 & has its registered office at Sidhwa House, N. A. Sawant Marg, Colaba, Mumbai-400005 with P.A.NO. AAACM4979M

Note 3 Share Capital

Particulars	As at 31 Mar, 2018		As at 31 March, 2017	
	Number of Shares	Amount Rupees	Number of Shares	Amount Rupees
(A) Authorised Equity shares of Rs.100 each with voting rights	45000	4500000.00	45000	4500000.00
(b) Issued	40000	4000000	40000	4000000.00
(c) Subscribed and fully paid up Equity share of Rupees 100/- each with voting rights (The company has only one class of equity share. Each Shareholder is eligible for one vote per share. The dividend proposed by the board is subject to the approval of shareholders except in cas of interim dividend. In the event of liquidation, the equity share-holders are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their Shareholding.	40000	4000000.00	40000	4000000.00
(d) Subscribed but not fully paid up	0	0	0	0
Total	**40000**	**4000000.00**	40000	4000000.00

a. A reconciliation of the No.Of Shares outstanding at the beginning & at the end of the year

Particulars	Equity Shares(In Numbers)	Equity Shares(In Numbers)
	As at 31 Mar, 2018	As at 31 March, 2017
Shares Outstanding at the beginning of the year	40000	40000
Add : Shares Issued during the year	0	0
Less: Shares Baught back during the year	0	0
Shares Outstanding at the end of the year	**40000**	**40000**

b. Shares in the co.held by each shareholder holding more than 5% shares specifying the No.of shares held

	As at 31 Mar, 2018		As at 31 March, 2017	
Name of Shareholder	No.Of Shares held	% of holding	No.Of Shares held	% of holding
Sanat Manilal Shah	**0**	**0.00**	10940	27.35
Sudha Sanat Shah	**0**	**0.00**	9000	22.50
Sanjay Sanat Shah	**19470**	**48.68**	9500	23.75
Pradeep Sanat Shah	**19470**	**48.68**	9500	23.75
Total	**38940**	**97.36**	38940	97.35

The Company has only one class of share issued and paid up capital referred to as equity shares having a par value Rs.100 per share.Each holder of equity share is entitle to one vote per share

SHAH & CO. MUMBAI 400 067

MANU ENTERPRISES LIMITED

Notes forming part of the financial statements

Note No.4 Reserves and Surplus

Particulars	As at 31 March, 2018	As at 31 March, 2017
(a) General reserves	2740003.00	2740003.00
Opening Balance		
Add: Transferred from surplus in statement of Profit and Loss	0.00	0.00
Less: Utilised / transferred during the year	0.00	0.00
Closing Balance	2740003.00	2740003.00
(b) Surplus / (Deficit) in Statement of Profit and Loss		
Opening Balance	296268765.49	293689038.51
Add: Previous year Balance / Adjustment	0.00	0.00
Add: Profit / (Loss) for the year	1195687.92	2579726.98
Closing Balance	297464453.41	296268765.49
Total	300204456.41	299008768.49

Note No.5 Long-term borrowings

Particulars	As at 31 March, 2018	As at 31 March, 2017
(a) Deposits		
Unsecured		
Inter Corporate Deposit	0.00	0.00
	0.00	0.00

Note No.6 Other current liabilities

Particulars	As at 31 March, 2018	As at 31 March, 2017
(a) Other payables		
(I) Statutory remittances (Contributions to PF and ESIC withholding Taxes,Excise Duty, Vat, Service Tax,etc.)	75.00	1080.00
(II) Others		
TDS on Interest	0.00	0.00
Audit fees	14160.00	57370.00
Bonus Payable	0.00	0.00
	14235.00	58450.00

MANU ENTERPRISES LIMITED

Notes forming part of the financial statements

Note 7 Fixed assets

		Gross Block					Accumulated Depreciation			Net Block	
A	Tangible assets	Balance as at 1st Apr 2017	Additions	Disposals	Balance as at 31st Mar 2018	Balance as at 1st April,2017	Disposal	Depreciation for the year	Balance as at 31March, 2018	Balance as at 31March,2018	Balance as at 31 March,2017
a]	Buildings Office Premises (HYD)	85000.00	0.00	0.00	85000.00	79388.59	0.00	** 3121.95	85000.00	0.00	3121.95
b]	Plant and Equipment Owned	1302482.00	0.00	0.00	1302482.00	1301155.38	0.00	929.32	1302482.00	0.00	929.32
c]	Furniture and Fixture Owned	903932.00	0.00	0.00	903932.00	903862.00	0.00	0.00	903932.00	0.00	0.00
d]	Vehicles : Motor Car Owned	460453.00	0.00	0.00	460453.00	460448.00	0.00	0.00	460453.00	0.00	0.00
e]	Office equipment Owned	270652.00	0.00	0.00	270652.00	270632.00	0.00	0.00	270652.00	0.00	0.00
f]	Computers Owned	1047238.00	0.00	0.00	1047238.00	1047193.00	0.00	0.00	1047238.00	0.00	0.00
	Total	4069757.00	0.00	0.00	4069757.00	4062678.97	0.00	4051.27	4069757.00	0.00	4051.27
	Previous Year	4069757.00	0.00	0.00	4069757.54	3957393.34	0.00	108644.62	4066037.96	3719.04	112363.11

MANU ENTERPRISES LIMITED

Notes forming part of the financial statements

Note 8 Non-current investments

Particulars	As at 31 March, 2017				As at 31 March, 2017		
	Quoted	Unquoted	Total		Quoted	Unquoted	Total
Investments (At Cost) A. Trade	0	0	0		0	0	0
Total - Trade (A)	0	0	0		0	0	0
B. Other Investments							
(a) Investment in equity instruments (I) of other entities							
2316500 Manugraph India Limited @ Rs.2/-each	298192023.48	0	298192023.48		298042023.48	0	298042023.48
400 Syndicated Bank @ Rs.10/- each	4000.00	0	4000.00		4000.00	0	4000.00
74000 Santsu Finance & Investment Pvt.Ltd.	0.00	741500.00	741500.00		0.00	741500.00	741500.00
Total - Other Investments(B)	298196023.48	741500.00	298937523.48		298046023.48	741500.00	298787523.48
Total - Trade (A)+(B)	**298196023.48**	**741500.00**	**298937523.48**		**298046023.48**	**741500.00**	**298787523.48**
Less: Provision for diminution in value of Investments			0				0
Total			**298937523.48**				298787523.48
Aggregate Book Value of Quoted Investment			298196023.48				298042023.48
Aggregate Book Value of Unquoted Investment			741500.00				741500.00
Aggregate Market Value of Quoted Investment			106559000.00				128246375.00

MANU ENTERPRISES LIMITED

Notes forming part of the financial statements

Note No. 9 Long-term loans and advances

Particulars	As at 31 March, 2018	As at 31 March, 2017
(a) Capital advances		
Unsecured, considered good	0.00	0.00
	0.00	0.00
Less Provision for doubtful advances	0.00	0.00
	0.00	0.00
(b) Security deposits		
Unsecured, considered good	205330.00	205330.00
Doubtful	0.00	0.00
	205330.00	205330.00
Less Provision for doubtful Deposits	0.00	0.00
	205330.00	205330.00
c) Advance Income Tax	2474908.00	2345482.00
Add: TDS During the Year	0.00	56726.00
Less: Prof.Tax Co.	0.00	0.00
Less: Pov.for I.Tax Asst.Year 2013-14	0.00	0.00
Less Provision for Income Tax Asst.Year 2013-14	341000.00	341000.00
	2133908.00	2061208.00
Total	2339238.00	2266538.00

Note No.10 Other non-current assets

Particulars	As at 31 March, 2018	As at 31 March, 2017
(a) Long-term trade receivables	0.00	0.00
Unsecured, considered good	39000.00	160046.00
Less Provision for doubtful trade receivable	0.00	0.00
Total	39000.00	160046.00

Note No.11 Cash and cash equivalents

Particulars	As at 31 March, 2018	As at 31 March, 2017
(a) Cash On Hand	13820.46	17256.46
(b) Balance with Banks		
(I) In Current Account	2889109.44	1790703.25
Total	2902929.93	1807959.74

MANU ENTERPRISES LIMITED

Notes forming part of the financial statements

Note No.12 Short-term loans and advances

Particulars	As at 31 March, 2018	As at 31 March, 2017
(a) Others		
(I) Receivable in Cash or Kind Unsecured, Considered good	0.00	41100.00
(ii) Less Provision for other doubtful loans and advances	0.00	0.00
Total	0.00	41100.00

Note No.13 Revenue from Operation

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
(a) Sales of products	0.00	0.00
(b) Sales of services	0.00	0.00
(c) Other operating revenues	0.00	0.00
	0.00	0.00
(d) Less: Excise Duty	0.00	0.00
Total	0.00	0.00

Note No.14 Other Income

Particulars	For the year ended 31 March 2018	For the Year ended 31 March 2017
(a) Dividend Income from long-term Investments	1313650.00	1941500.00
(d) Other non-operating income		
(I) Compensation Received	156000.00	156000.00
(ii) Interest Received	0.00	568254.00
(iii) Miscellanious Income	0.00	0.00
(iv) Credit Balance Add Back	1080.00	0.00
Total	1470730.00	2665754.00

Note No.15 Employee benefits expenses

Particulars	For the Year ended 31 March 2018	For the Year ended 31 March 2017
(a) Salaries and allowances	0.00	0.00
(b) Contribution to provident and other funds	1400.00	2404.00
Total	1400.00	2404.00

MANU ENTERPRISES LIMITED

Note No.16 Finance Costs

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
(a) Interest Expense on		
(i) Borrowings	0.00	0.00
Total	0.00	0.00

Notes forming part of the financial statements

Note No.17 Other expenses

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
(a) Rates and taxes	540.00	480.00
(b) Professional Tax	0.00	0.00
(c) Travelling and Conveyance	951.00	230.00
(d) Printing and Stationery	0.00	20.00
(e) Legal and professional	25516.00	8338.00
(f) Payments to Auditors	11800.00	11800.00
Payments to Auditors - Other Capacity	2360.00	2360.00
(g) Miscellaneous expenses (Office Rent)	0.00	0.00
(h) Miscellaneous expenses - Others	22635.00	17935.00
(i) Sundry Debit Balance Written Off	201146.00	0.00
(i) Bank Charges	4642.81	39573.26
Total	269590.81	80736.26

Earning per share

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Earning Per Share		
Basic		
Continuing operation		
Net Profit / (loss) for the year from continuing operations	1195687.92	2579726.98
Less: Preference dividend and tax thereon	0	0
Net Profit / (loss) for the year from continuing operations attributable to the equity Shareholders	1195687.92	2579726.98
Weighted average number of equity shares	40000	40000
Par value per share	100.00	100.00
Earning per share from continuing operations - Basic	29.89	64.49

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MANU ENTERPRISES LIMITED

Notes : 2 Statement of Significant Accounting Policies and Other Explanatory Notes

A Background

Manu Enterprises Limited, was engaged in business of distributing of printing machine & spare parts, consultant to graphic art industry & service agents. Manu Enterprise Limited is incorporated under the Indian Company's Act, 1956 has its registered office at Sidhwa House, N. A. Sawant Marg, Colaba, Mumbai-400005 with P.A.NO. AAACM4979M

A Accounting Policies

a. Basis of Preparation

The financial statements have been prepared to comply in all material respects with the notified accounting standards by the Companies Accounting Standards Rules,2006 (which are deemed to be applicable as per section 133 of the Companies Act,2013 read with rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act,2013. The financial statements have been prepared under the historical cost convention, on an accrual basis of accounting.

The classification of assets and liabilities of the Company is done into current and non-current based on the operating cycle of the business of the Company The operating cycle of the business of the Company is less than twelve months and therefore all current and non-current classifications are done based on the status of realisability and expected settlement of the respective asset and liability within a period of twelve months from the reporting date as required by the Schedule III of the Companies Act,2013
The Accounting policies adopted in the preparation of the financial statements are consistent with those used in the previous year.

Use of Estimates

b. The preparation of finanacial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affects the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions.Actual Results could differ from these estimates. Difference between the actual results and estimates are recognised in the peirod in which the results are known.

c. **Inflation**

Assets and liabilities are shown at historical cost. No adjustments are made for changes in purchasing power of money.

d **Fixed Assets**

I Fixed Assets are stated at their original cost of acquisition including incidental expenses related to acquisiton and installation of the concerned assets.
ii. The Fixed assets are shown net at accumulated depreciation.
iii. Intangible Assets are recorded at cost of acquisition.
iv While arriving at residual value of the Fixed Assets, We have taken approximate Market Value of the assets as on Balance Sheet date. In view of Immateriality of the amount, technical Opinion is not require.

e **Depreciation and Amortisation**

Depreciation on all assets of the Company is charged on written down method over the useful life of assetsat the rate and in manner provided in Schedule II of the Companies Act,2013 for the proportionate period of use during the year.

f **Impairment of Assets**

Cash generating unit / fixed assets / investments are assed for possible impairment at balance sheet date based on external and internal source of information, impairment losses, if any, are recognised as an expense in the statement of profit and loss or such sale is accounted, impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount.

g **Inventories**

Inventories are valued at cost.

h **Investment**

Long Term investments are stated at cost less provision for diminution other than temporary in nature, if any, current investments are stated at lower of cost and fair value..

I **Employee Benefit**

Provident Fund is a defined contribution scheme established under a State Plan. The contribution to the scheme are charged to the statement of profit and loss in the year in which the contribution to the funds are accrued.

The Company has taken group gratuity policy with Life Insurance Corpn. of India for future payment of retiring employees. The premium thereon have been so adjusted as to cover the liability to the maximum extent of Rs.10,00,000/- for each employees in respect of all employees at the end of their future anticipated services with the Company. The excess amount, if any, to be be borned by the Company will be charged to profit and loss account in the year of payment and hence no provision has been made in this respect at this stage.

j **Revenue Recognition**

I Sales comprise of sale of goods and spare parts and are net of trade discount and sales returns. Sales are recognised when the goods are dispatched and all risks and rewards are transferred to the buyer.

ii Dividend Income is accounted when the right to receive the same is established by the Balance Sheet date.

Borrowing Cost

Borrowing costs are recognised as expenses in the period in which they are incurred.

k **Taxation**

Tax expense comprise of current and deferred taxes. Current Income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act,1961.

Deferred Income taxes reflects the impact of current year timing differences between taxable Income and accounting Income for the year and reversal of timiing differences of earlier years.Deferred tax is a measured based on the tax rates and the tax laws enacted or substantiallyenacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if alegally enforcable right exists to set-off current tax liabilities and the deferred tax assets and the deferred tax liabilities related to the taxes on Income levied by same governing taxation laws.Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable Income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation to carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

Earning per share

Basic and diluted earning per share are calculated by dividing the net profit for the year / period attributed to equity share holders by the weighted average number of equity shares outstanding during the year / period.

SHAH & CO. MUMBAI 400 007 ACCOUNTANTS

Provisions, Contingent Liabilities and Contingent Assets

I Provisions are recognised only when there is a present obligation as a result of past events and when a reliable estimate of amount of the obligation can be made.

ii 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.

iii Contingent assets are neither recognised nor disclosed in the financial statements.

Cash and Cash equivalents

Cash and Cash equivalents in the balance sheet comprise case at Bank, cheques on hand, Cash in hand and short term investments with an original maturity or three months or less.

Treatment of Retirement Benefit

a Retirement benefits in the form of Provident Fund, Family Pension Scheme and Insurance Fund are accounted for on accrual basis and charged to Profit and Loss Account for the year.

b Leave Encashment is accounted in the year in which the right of encashment is exercised by the employees.

			(2017-18)	(2016-17)
l	Auditors Remuneration:			
	Audit Fees		11800	11800
	In Other Capacity		2360	2360
		Total	14160	14160

m

Disclosure of Specified Bank Notes (SBNs)

During previous year, the Company had specified bank notes and other denomination notes as defined in Ministry of Corporate Affairs notification G. S. R. 308(E) dated March 30, 2017 on the details of Specified Bank Notes held and transacted during the period from November 8, 2016 to December 30, 2016 the denomination wise SBNs and other notes as per the notification is giveb below:

Particulars	SBNs	Other	Total
	(Rs.)	(Rs.)	(Rs.)
Closing cash in hand as on 8th November, 2016	7500.00	2477.00	9977.00
(+) Permitted receipts	0	20000.00	20000.00
(-) Permitted payments	0	9202.00	9202.00
(-) Amount deposited in Banks	7500.00	0.00	7500.00
Closing cash in hand as on 30th December, 2016			13275.00

For the purpose of this clause the term "Specified Bank Notes" shall have the same meaning provided in the notification of the Government of India, Ministry of Finance Department of Economic Affairs number S.O. 3407 (E) Dated November 8, 2016.

n Previous year figures have been regrouped / rearranged wherever necessary

In terms of our report attached.

For and on behalf of the Board of Directors

VIRAL SHAH & CO.
Chartered Accountants
Firm Registration No.:111552W

VIRAL R. SHAH

PROPRIETOR
M.NO.: 039872
Place: Mumbai
Date : 30 APR 2018

SANAT M. SHAH — **DIRECTOR** — **DIN : 00248499**

SANJAY S. SHAH — **DIRECTOR** — **DIN : 00248592**

Place: Mumbai
Dated : 30th April 2018

VALIA & TIMBADIA

CHARTERED ACCOUNTANTS

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32, Trinity Chambers, 117, Bora Bazar Street,
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ARVIND P. VALIA
B. Com. (Hons.) F.C.A

HITEN C. TIMBADIA
B. Com. LLB (GEN.) F.C.A.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SANTSU FINANCE & INVESTMENT PVT. LTD.

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **SANTSU FINANCE & INVESTMENT PVT. LTD.** (the "Company"), which comprise the Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the year then ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards referred to in Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules 2014. 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 the design, implementation and maintenance of adequate internal financial controls, that are 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.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the Audit Report. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate Internal Financial Controls System over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the 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:

a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018 and
b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date:

VALIA & TIMBADIA
Chartered Accountants
MUMBAI

VALIA & TIMBADIA
CHARTERED ACCOUNTANTS

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ARVIND P. VALIA
B. Com. (Hons.) F.C.A

HITEN C. TIMBADIA
B. Com. LLB (GEN.) F.C.A.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (herein after referred to as the "Order"), and on the basis of such checks and records of the Company as we consider appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account

d) In our opinion, the Balance Sheet and the Statement of Profit and Loss comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013 read with the Rule 7 of the Companies(Accounts) Rules 2014;

e) On the basis of written representations received from the directors as on March 31, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013

f) On the basis of overall examination of records and nature of activities carried out by the company, in all material aspect, the company has an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting 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 the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

g) With respect to other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us, we report as under:

   (i) The Company has disclosed the impact of pending litigations as at March 31, 2018 on its financial position in its financial statements

   (ii) The Company has made provisions as at March 31, 2018 as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts

   (iii) There has not been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018.

PLACE: MUMBAI
DATE: 18.04.2018

VALIA & TIMBADIA Chartered Accountants MUMBAI

For VALIA & TIMBADIA
CHARTERED ACCOUNTANTS
FIRM REG. NO. 112241W

AP Valia.

Arvind P. Valia
Partner
Membership No. 033962

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Annexure to Independent Auditor's Report

(Referred to in Paragraph 1. under the heading of "Report on Other Legal and Regulatory Requirements" of our Report of even date to the members of **SANTSU FINANCE & INVESTMENT PVT. LTD.** (the "Company").

1. The Company does not have any fixed assets; hence the requirements of maintenance of records, physical verification and discrepancy for the same are not applicable.

2. The Company does not have any Inventories; hence the requirements of maintenance of records, physical verification and discrepancy for the same are not applicable.

3. As per the information & explanation give to us, the Company has not granted any loans, secured or unsecured to the companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly provisions of clause (iii) (a), (b) and (c) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

4. The Company has not given any loans, guarantee and securities during the year; hence the provisions of Section 185 are not applicable to the company. The Company has complied with provisions of Section 186 of the Companies Act, 2013 in respect of Investments made during the year.

5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sec.73 to Sec.76 of the Act and the Rules framed there under to the extend notified. Therefore provisions of Clause (v) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

6. As informed to us, the maintenance of Cost Records has not been prescribed by the Central government u/s 148(1) of the Companies Act, 2013, in respect of the activities carried on by the Company.

7.
   a. According to the information and explanations given to us and the records examined by us, the Company is regular in depositing with appropriate authorities undisputed statutory dues if any required, including provident fund, employees' state insurance, income tax, sales tax, service tax, customs duty, duty of excise, value added tax, cess and other statutory dues and there are no undisputed statutory dues outstanding as at 31st March 2018 for a period more than six months from the date they became payable.
   b. According to the information and explanations given to us and according to the records of the Company, there are no dues of sales tax, income tax, customs, wealth tax, excise duty, service tax, income tax, sales tax, service tax, customs duty, duty of excise, value added tax, which have not been deposited on account of any dispute.

8. According to the information and explanations given to us, the Company has not taken any loans or borrowings from financial institution, bank, government, debenture holders. Therefore provisions of Clause (viii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

9. According to the information and explanations given to us, the Company has not raised monies by way of initial public offer or further public offer (including debts instruments) and term loans during the year. Therefore provisions of Clause (ix) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

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MUMBAI

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10. As per the information and explanations given to us, no fraud on or by the Company by its officers or employees has been noticed or reported during the year.

11. No managerial Remuneration has been paid or provided during the year. Therefore provisions of Clause (xi) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

12. The company is not a Nidhi Company and therefore provisions of Clause (xii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

13. There were no Related Party Transactions and therefore provisions of Clause (xiii) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore provisions of Clause (xiv) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

15. As per the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Therefore provisions of Clause (xv) of the Companies (Auditors' Report) Order, 2016 are not applicable to the Company.

16. As per the information and explanations given to us, the Company is not required to be registered under 45-IA of the Reserve Bank of India Act, 1934 and therefore no registration was obtained.

For VALIA & TIMBADIA
CHARTERED ACCOUNTANTS
FIRM REG. NO. 112241W

PLACE: MUMBAI
DATE: 18.04.2018

VALIA & TIMBADIA
Chartered Accountants
MUMBAI

A.P. Valia

Arvind P. Valia
Partner
Membership No. 033962

Name of the Company: Santsu Finance And Investment Pvt.Ltd.
Balance Sheet as at 31 March, 2018

	Particulars	Note No.	As At 31 March 2018 Rs.	As At 31 March 2017 Rs.
A	EQUITY AND LIABILITIES			
1	**Shareholders' Fund**			
	(a) Share Capital	1	4,900,000	4,900,000
	(b) Reserves and surplus	2	56,757,825	56,969,154
			61,657,825	61,869,154
2	**Non-Current liabilities**			
	(a) Long-term borrowings		0	0
	(b) Deferred tax liabilities (net)		0	0
	(c) Other long-term liabilities		0	0
	(d) Long-term provisions	3	0	5000000
			0	5000000
3	**Current liabilities**			
	(a) Short-term borrowings		-	-
	(b) Trade payables		-	-
	(c) Other current liabilities	4	39,500	27,250
	(d) Short-term provision	5	1,259,000	1,283,000
			1,298,500	1,310,250
	Total		62,956,325	68,179,404
B	ASSETS			
1	**Non-current assets**			
	(a) Fixed assets			
	(i) Tangible assets		0	0
			0	0
	(b) Non-Current investment	6	61,436,677	61,286,677
	(c) Long-term loans and advances	7	-	5,000,000
	(d) Other non-current assets	8	1,352,515	362,555
			62,789,192	66,649,232
2	**Current assets**			
	(a) Cash and cash equipments	9	167,133	1,530,172
	(b) Short-term loans and advances		-	-
	(c) Current Investment in Mutual Fund		-	-
			167,133	1,530,172
	Total		62,956,325	68,179,404
	See accompanying notes forming part of the financial statements	13,14		

In terms of our report attached.

For Valia & Timbadia
Chartered Accountants,
(Firm Registration No.:112241W)

Arvind P. Valia
Partner
(MEMBERSHIP NO:033962)

VALIA & TIMBADIA Chartered Accountants MUMBAI

Place : Mumbai
Date : 18 APR 2018

For and on behalf of the Board of Directors
Santsu Finance And Investment Pvt.Ltd.

Sanjay S. Shah
Director
DIN : 00248592

Pradeep S. Shah
Director
DIN : 00248692

Place : Mumbai
Date : 18.04.2018

Name of the Company: Santsu Finance And Investment Pvt.Ltd.
Statement of Profit & Loss for the year ended 31st March 2018

	Particulars	Note No.	For the year ended 31st March 2018	For the year ended 31st March 2017
A	CONTINUING OPERATION		Rs.	Rs.
1	Revenue from Operation (gross)		-	-
	Less : Excise duty		-	-
	Revenue from Operation (net)		-	-
2	Other income	11	6,268,500	8,751,085
3	Total revenue (1+2)		6,268,500	8,751,085
4	Expenses			
	(a) Cost of materials consumed		-	-
	(b) Employee benefits expense		-	-
	(c) Finance Cost		-	-
	(d) Depreciation and amortisation expense	8.a	-	-
	(e) Other expenses	12	5,245,114	82,802
	Total expenses		5,245,114	82,802
5	Profit/ (Loss) before exceptional and extraordinary items and tax (3-4)		1,023,386	8,668,283
6	Exceptional items - Provision for NPA		-	-
7	Profit/ (Loss) before extraordinary items and tax (5+- 6)		1,023,386	8,668,283
8	Excess Provision of Income Tax Asst Year 16-17 add back		25	-
9	Profit / (Loss) before tax (7+- 8)		1,023,411	8,668,283
10	Tax expense:			
	(a) Current tax expense for current year	12	-	1,259,000
	(b) (Less): MAT Credit (where applicable)		-	-
	(c) Current tax expense relating to prior years		-	-
	(d) Net current tax expense		-	1,259,000
	(e) Deferred tax		-	-
11	Profit / (Loss) from continuing operations (9-10)		1,023,411	7,409,283
B				
12i	Profit /(Loss) from discontinuing operations(before tax)		-	-
12ii	Gain/(Loss) on disposal of assets / settlement of liabilities attributable to the discountinuing operations		-	-
12iii	Add / (Less): Tax expense of discontinuing operations		-	-
	(a) on ordinary activities attributable to the discontinuing operation		-	-
	(b) on gain/ (Loss) on disposable of assets /settlement of liabilites		-	-
13	Profit / (Loss) from discontinuing operations (12i+12ii+12iii)		-	-
C	TOTAL OPERATIONS		1,023,411	7,409,283
14	Profit / (Loss) for the year (11+-13)		1,023,411	7,409,283

In terms of our report attached
For Valia & Timbadia,
Chartered Accountants,
(Firm Registration No.:112241W)

Arvind P. Valia
Partner
(MEMBERSHIP NO:033962)

VALIA & TIMBADIA Chartered Accountants MUMBAI

Place : Mumbai
Date : 18 APR 2018

For and on behalf of the Board of Directors
Santsu Finance And Investment Pvt. Ltd.

Sanjay S. Shah
Director
DIN : 00248592

Pradeep S. Shah
Director
DIN : 00248692

Place : Mumbai
Date : 18.04.2018

Name of the Company : Santsu Finance And Investment Pvt.Ltd.
Notes forming part of the financial statements

Note 1 : Share Capital

Particulars	As at 31st Mar 2018	As at 31st Mar 2017
	Rs.	Rs.
Authorised		
5,00,000 (P.Y.5,00,000) Equity Shares of Rs.10/- each	5000000	5000000
Issued Subscribed & Fully Paid Up		
4,90,000 (P.Y.4,90,000) Equity Shares of Rs. 10/- each	4,900,000	4,900,000
Total	4,900,000	4,900,000

Details of shares held by each shareholder holding more than 5% shares:

Name of the Shareholder		As at 31st March 2018 No.Of Shares	% held	As at 31st March 2017 No.Of Shares	% held
Sanat Manilal Shah		0.00	0.00	213300	43.53%
Sudha Sanat Shah		0.00	0.00	31100	6.35%
Sanjay Sanat Shah		208000	42.45%	83300	17.00%
Pradeep Sanat Shah		208000	42.45%	88300	18.02%
Manu Enterprises Ltd.		74000	15.10%	74000	15.10%

Note 2 : Reserves and Surplus

Particulars	As at 31st Mar 2018	As at 31st Mar 2017
(A) Surplus / (Deficit) in statement of Profit and Loss		
Opening balance	51,126,104	43,716,820
Add: Profit / (Loss) for the year	1,023,411	7,409,283
Add: Appropriation Account	-	-
Less: Interim Dividend and DDT	1,234,740	-
Closing balance	50,914,775	51,126,103
(B) General Reserve		
Opening balance	5,843,050	5,843,050
Add: Transferred During the year	-	-
Closing balance	5,843,050	5,843,050
Total	56,757,825	56,969,153

Note 3: Long-term Provision

Particulars	As at 31st Mar 2018	As at 31st Mar 2017
(I) Long Term Provision for NPA	0	5000000
Total	0	5000000

Note 4 : Other Current Liabilities

Particulars	As at 31st Mar 2018	As at 31st Mar 2017
(I) Other Payables		
(I) Creditors for expenses	36,100	27,250
(I) Creditors for expenses (TDS)	3,400	-
Total	39,500	27,250

Chartered Accountants MUMBAI

Name of the Company : Santsu Finance And Investment Pvt.Ltd.
Notes forming part of the financial statements

Note 5 : Short Term Provisions

Particulars	As at 31st Mar 2018	As at 31st Mar 2017
(I) Provision for Taxation (A.Y.2016-2017)	-	24,000
(II) Provision for Taxation (A.Y.2017-2018)	1,259,000	1,259,000
	1,259,000	1,283,000

Note 6 : Non-Current Investment

Particulars	As at 31st Mar 2018	As at 31st Mar 2017
	Rs.	Rs.
Other Investments		
Nos. In Equity Shares of Other Entities- Quoted, Fully Paid Up		
25,37,000 Manugraph India Limited of Rs.2/-each.P.Y.25,37,000 Shares)	61,436,677	61,286,677
(Market Value of quoted investment as classified above as at 31/03/2018 Rs.11,67,02,000/- as at 31/03/2017 is Rs.14,04,22,950/-)		
Total	61,436,677	61,286,677
	61,436,677	61,286,677

Note 7 : Non-Current Investment

Particulars	As at 31st Mar 2018	As at 31st Mar 2017
	Rs.	Rs.
Advance Receivable in Cash or Kind		
(I) Inter Corporate Deposite	0	5000000
Total	-	5,000,000

Note 8 : Other non-current assets

Particulars	As at 31st Mar 2018	As at 31st Mar 2017
(i) Advance Tax,Self Assessed Tax, T.D.S. A.Y.2016-17	-	23,975
(ii) Advance Tax,Self Assessed Tax, T.D.S. A.Y.2017-18	1,352,515	338,580
	1,352,515	362,555

VALIA & TIMBADIA Chartered Accountants MUMBAI

Name of the Company : Santsu Finance And Investment Pvt.Ltd.
Notes forming part of the financial statements

Note 9 : Cash and cash equivalents

Particulars		As at 31st Mar 2018	As at 31st Mar 2017
		Rs.	Rs.
(a) Cash On Hand		16,642	19,178
(b) Balance with Banks		150491	1510994
	Total	167,133	1,530,172

Note 11 : Other Income

Particulars		As at 31st Mar 2018	As at 31st Mar 2017
(a) Dividend Received		1,268,500	2,067,528
(b) Interest on Advance / Deposits		-	181,896
(TDS: Rs.Nil P.Y.17877/-)		-	-
(c) Interest Received from BOB Flexi Account		-	333,893
(TDS: Rs.NIL P.Y. 33389/-)			
(d) LTCG on Sales of Mutual Fund		-	6,167,768
(e) Contingent NPA Written Back		5,000,000	-
	Total	6,268,500	8,751,085

Note 12 : Other Expenses

Particulars		As at 31st Mar 2018	As at 31st Mar 2017
Advertisement Expenses		8,984	11,248
Bank and Other Charges		37,059	3,032
Auditors Remuneration	29500		17,250
Add: In other Capacity	10350	39,850	13,200
Conveyance Expenses		543	120
Brokerage Charges		-	12,329
Miscellaneous Expenses		32,293	1,535
Bad Debt		5,000,000	-
Legal & Professional Fees		126,385	24,088
	Total	5,245,114	82,802

VALIA & TIMBADIA
Chartered Accountants
MUMBAI

Name of the Company : Santsu Finance And Investment Pvt.Ltd.

Note : 13 SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of Financial Statements:

The Financial Statements have been prepared to comply in all material respects with notified accounting standards by the Companies Accounting Standard Rules, 2006 (Which are specified under section 133 of the Companies Act 2013 read with rules 7of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act 2013. The financial statement have been prepared under the historical cost convention,on an accrual basis of accounting.

The classification of assets and liabilities of the Company is done into current and non-current based on the operating cycle of the business of the Company.The operating cycle of the business of the Company is less than twelve months and therefore all current and non-current classification are done based on the status of realisability and expected settlement of the respective asset and liability within a period of twelve months from the reporting date as required by the Schedule III of the Companies Act 2013.

The accounting policies adopted in the preparation of the financial statements are consistent with those used in the previous year.

2. Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions,actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known.

3. Revenue Recognition:

(a) Interest Income:

Interest on Investments is booked on a time proportion basis taking into account the amounts investmed and the rate of interest.

(b) Other Income:

Other income is recognized on accrual basisi except when realization of such income is uncertain.

4. Provisions and Contingent Liabilities

The Company recognizes a provision when there is a present obligation as a result of a past event that probable requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclousure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. where there is a possible obligation or a that the likehood of outflow of resources is remote. No provision of disclosure is made.

5. Disclosure as required by Accounting Standard - AS 18 "Related Parties" of the Companies (Accounting-Standards) Rules - 2006.

I Relationships:

Key Management Personnel

Mr. Sanat M. Shah - Director
Mr. Sanjay S. Shah - Director
Mr. Pradeep S. Shah - Director
Mrs. Sudha S. Shah - Director

Relatives of Key Management Personnel

Mr. Sanat M. Shah
Mr. Sanjay S. Shah
Mr. Pradeep S. Shah
Mrs. Sudha S. Shah

Valia & Timbadia Chartered Accountants Mumbai

Name of the Company : Santsu Finance And Investment Pvt.Ltd.
Notes forming part of the financial statements

Note : 14 OTHER NOTES

1. Contingent liabilities not provided for Rs. NIL.

2. Estimated amount of contracts remaining to be executed on Capital Account and not Provided for Rs.NIL.

3. The value of realization of Current Assets, Loans and Advances in the ordinary course of business will not be Less than the value at which they are stated in the Balance Sheet.

4. Additional Note Part II of Schedule III of the Companies Act, 2013	31/03/2018	31/03/2017
Auditors Remuneration	23600	17250
Other Services	16250	13200

5. The Company had provided for Rs.50.00 Lakhs towards Contingent Provision against Standard Assets for the Inter Corporate Deposit given to one party whose Principal remain unpaid since more than three years and the Company had filed legal case for its recovery. However the concern party has no capacity to pay the dues and after taking into account all the possibilities of recovery and since amount are unrecoverable the Board of Directors have decided to write off such amount as Bad Debts and Contingent Provision against Standard Assets since not required is written back to Profit & Loss Account during the year.

6. Earning Per Shares

Particulars	2017-18	2016-17
NPAT	1023411	7409284
Weighted No. of equity shares of Rs.10/-each o/s during year	490000	490000
Basic / Diluted EPS	2.09	15.12

Disclosure of Specified Bank Notes (SBNs)

During the Previous year, the Company had specified bank notes and other denomination notes as defined in Ministry of Corporate Affairs notification G. S. R. 308(E) dated March 30, 2017 on the details of Specified Bank Notes held and transacted during the period from November 8, 2016 to December 30, 2016 the denomination wise SBNs and other notes as per the notification is giveb below.

Particulars	SBNs	Other	Total
	(in Rs.)	(in Rs.)	(in Rs.)
Closing cash in hand as on 8th November, 2016	0	202	202
(+) Permitted receipts	0	10000	10000
(-) Permitted payments	0	511	511
(-) Amount deposited in Banks	0	0	0
Closing cash in hand as on 30th December, 2016	0	9691	9691

7. Figure of the previous year have regrouped, rearranged and reclassified wherever necessary.

For Valia & Timbadia
Chartered Accountants
(Firm Registration No.:112241W)

Arvind P. Valia
Partner
(MEMBERSHIP NO:033962)

VALIA & TIMBADIA Chartered Accountants MUMBAI

Place : Mumbai
Date : 18 APR 2018

For and on behalf of the Board of Directors
Santsu Finance And Investment Pvt. Ltd.

Sanjay S. Shah
Director
DIN : 00248592

Pradeep S. Shah
Director
DIN : 00248692

Place : Mumbai
Date : 18.04.2018