

# AMD Industries Limited



CIN: L28122DL1983PLC017141

Regd. Office: 18, Pusa Road, First Floor, Karol Bagh, New Delhi- 110005

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Tel: + 91 11 46830202 / Fax: + 91 11 28753591

## NOTICE OF 36<sup>th</sup> ANNUAL GENERAL MEETING

Notice is hereby given that 36<sup>th</sup> Annual General Meeting of the Members of AMD Industries Limited will be held on Saturday, 28<sup>th</sup> September, 2019 at 10.00 a.m. at Radiance Motel, Tania Farms Complex, Chattarpur Mandir Road, Satbari Village, New Delhi – 110074 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements for the financial year ended on 31<sup>st</sup> March, 2019 and the reports of the Board and Auditor's thereon.
2. To appoint a Director in place of Mr. Adit Gupta (DIN: 00238784), who retires by rotation, and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

3. **To consider and if thought fit, to pass with or without modifications, following Resolution as an Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and amended Regulation 17 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, Mr. Mahipal (DIN: 00588626), be and is hereby re-appointed as an Independent Director of the Company to hold office for a term upto 5(Five) consecutive years commencing from 28.09.2019.”

4. **To consider and if thought fit, to pass with or without modifications, following Resolution as an Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and amended Regulation 17 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, Mr. Prabaht Krishna (DIN: 02569624), be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of one year commencing from 28.09.2019.”

5. **To consider and if thought fit, to pass with or without modifications, following Resolution as a Special Resolution:**

“RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions of the Companies Act, 1956 and Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any other statutory modifications or re-enactment thereof for the time being in the force, the approval of the Company be and is hereby accorded to the appointment of Mr. Ashok Gupta (DIN: 00031630) as Whole Time Director of the Company, liable to retire by rotation, for a period of 3 years with effect from 1<sup>st</sup> April, 2020 on following terms and conditions:

|                                                |                                                                                                                                                                                                                                                     |
|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Basic Salary                                   | Rs. 7,50,000/- per month.                                                                                                                                                                                                                           |
| Perquisites And Allowances                     |                                                                                                                                                                                                                                                     |
| Housing:                                       | a. Rent Free furnished and or unfurnished accommodation will be provided by the company.<br>b. In case no accommodation is provided by the Company, entitlement to house rent allowance subject to ceiling of 30% of basic salary on monthly basis. |
| Medical Reimbursement                          | Expenses actually incurred for self and family.                                                                                                                                                                                                     |
| Leave Travel Concession                        | Two months basic salary for self and family once in a year for any destination in India.                                                                                                                                                            |
| Club Fees                                      | Fees of Clubs inclusive of admission and life membership fee subject to a maximum of two clubs.                                                                                                                                                     |
| Medical Insurance premium                      | as per policy of the Company                                                                                                                                                                                                                        |
| Personal Accident Insurance                    | as per the policy of the company                                                                                                                                                                                                                    |
| Entertainment Expenses                         | Reimbursement of entertainment expenses on actual basis incurred during the course of the business                                                                                                                                                  |
| Facilities:                                    | Car with chauffeur for official use, telephones, Internet and fax facility at residence for official work. These will not be considered as perquisites.                                                                                             |
| Bonus                                          | Bonus equivalent to two month basic salary                                                                                                                                                                                                          |
| Commission                                     | 5% of net profit per annum                                                                                                                                                                                                                          |
| Other Benefit / amenity / facility / ex-gratia | as may be prescribed to be payable from time to time in accordance with the Policy of the Company.                                                                                                                                                  |

Retiral Benefits as per policy of the Company not to be included in the ceiling of overall remuneration as provided under Schedule V the Companies Act, 2013:

- Contributions by the Company to Provident Fund, Superannuation Fund so far the same is not taxable under the provisions of Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half 15 days' salary for each completed year of service to be calculated as per provisions of the Payment of Gratuity Act, 1972.
- Leave accumulated up to one month leave in a year to be encashed at the end of the tenure.

### Other terms:

Subject to the superintendence, control and direction of the Board of Directors, Mr. Ashok Gupta shall manage and conduct the business and affairs of the Company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

**RESOLVED FURTHER THAT** the overall consolidated remuneration payable to Mr. Ashok Gupta shall be Rs.1,60,00,000/- per annum excluding rent free accommodation, if provided by the company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to alter and vary the terms and conditions of the said appointment including variation of the terms of remuneration in such manner as may be agreed and to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution”.

**6. To consider and if thought fit, to pass with or without modifications, following Resolution as a Special Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions of the Companies Act, 1956 and Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any other statutory modifications or re-enactment thereof for the time being in the force, the approval of the Company be and is hereby accorded to the appointment of Mr. Adit Gupta (DIN: 00238784) as Managing Director of the Company, for a period of 3 years with effect from 1<sup>st</sup> April, 2020 on following terms and conditions:

|                                                |                                                                                                                                                                                                                                                                                                    |
|------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Basic Salary</b>                            | Rs. 7,50,000/- per month.                                                                                                                                                                                                                                                                          |
| <b>Perquisites And Allowances</b>              |                                                                                                                                                                                                                                                                                                    |
| Housing:                                       | a. The expenditure incurred by the Company on hiring unfurnished accommodation will be subject to a ceiling of 30% of the basic salary on monthly basis.<br>b. In case no accommodation is provided by the Company, entitlement to house rent allowance subject to ceiling laid down in (a) above. |
| Medical Reimbursement                          | Expenses actually incurred for self and family.                                                                                                                                                                                                                                                    |
| Leave Travel Concession                        | Two months basic salary for self and family once in a year for any destination in India.                                                                                                                                                                                                           |
| Club Fees                                      | Fees of Clubs inclusive of admission and life membership fee subject to a maximum of two clubs.                                                                                                                                                                                                    |
| Medical Insurance premium                      | as per policy of the Company                                                                                                                                                                                                                                                                       |
| Personal Accident Insurance                    | as per the policy of the company                                                                                                                                                                                                                                                                   |
| Entertainment Expenses                         | Reimbursement of entertainment expenses on actual basis incurred during the course of the business                                                                                                                                                                                                 |
| Facilities:                                    | Car with chauffeur for official use, telephones, Internet and fax facility at residence for official work. These will not be considered as perquisites.                                                                                                                                            |
| Security Guards                                | Two Security Guards                                                                                                                                                                                                                                                                                |
| Bonus                                          | Bonus equivalent to two month basic salary                                                                                                                                                                                                                                                         |
| Commission                                     | 5% of net profit per annum                                                                                                                                                                                                                                                                         |
| Other Benefit / amenity / facility / ex-gratia | as may be prescribed to be payable from time to time in accordance with the Policy of the Company.                                                                                                                                                                                                 |

Retiral Benefits as per policy of the Company not to be included in the ceiling of overall remuneration as provided under Schedule V the Companies Act, 2013:

- Contributions by the Company to Provident Fund, Superannuation Fund so far the same is not taxable under the provisions of Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding 15 days salary for each completed year of service as per the provisions of the Payment of Gratuity Act, 1972.
- Leave accumulated up to one month leave in a year to be encashed at the end of the tenure.

**Other terms:**

Mr. Adit Gupta shall be entrusted with substantial powers of the management of the affair of the company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

**RESOLVED FURTHER THAT** the overall consolidated remuneration payable to Mr. Adit Gupta shall be Rs. 1,60,00,000/- per annum.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to alter and vary the terms and conditions of the said appointment including variation of the terms of remuneration in such manner as may be agreed and to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution”.

**By Order of the Board of Directors  
For AMD Industries Limited**

**Place: New Delhi  
Date: 13.08.2019**

**Radha Shakti Garg  
Company Secretary  
M. No. 26661**

**Regd. Office:**  
18, Pusa Road, 1<sup>st</sup> Floor,  
Karol Bagh,  
New Delhi – 110005.

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL 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.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting.
2. Corporate Members, intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.



3. The Register of Members and Share Transfer Books will remain closed from Monday 23<sup>rd</sup> September 2019 to Saturday, 28<sup>th</sup> September 2019 (both days inclusive).
4. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio Numbers on the Attendance slip for attending the meeting. All proxy holders are requested to bring their identity proof for verification and to attend the meeting.
5. In case of joint shareholders attending the Meeting, only such holder whose name appears first in the Register of Members will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice are open for inspection at the registered office of the company on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual general Meeting.
7. Members who hold shares in physical form in multiple folios, in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer agents, Bigshare Services Private Limited for consolidation into a single folio.
8. The Members of the Company had approved the appointment of Goyal Nagpal & Company., Chartered Accountants, as the Statutory Auditors in its 34<sup>th</sup> Annual General Meeting of the Company. The said appointment is for the period of 5 years till 39<sup>th</sup> Annual General Meeting of the Company subject to ratification in every Annual General Meeting. Vide Companies (Amendment) Act, 2017, and enforcement of relevant provisions on 7<sup>th</sup> May, 2018 by Ministry of Corporate Affairs, the provision with regard to ratification of appointment of Statutory Auditor has been abolished, so not covered in the agenda of this Annual General Meeting.
9. Members, who have not received their dividend paid by the Company in respect of earlier years, are requested to check with the Company's Registrars & Transfer Agent. Members are requested to note that in terms of Section 124 of the Companies Act, 2013, any dividend unpaid/unclaimed for a period of 7 years from the date these first became due for payment, is to be transferred to the Investor Education & Protection Fund.

Members who have not yet encashed their dividends for the financial year ended 31<sup>st</sup> March, 2012 onwards are requested to make their claims to the Company's Registrars & Transfer Agents accordingly, without delay. It may be noted that the unclaimed dividend for the financial year ended 31<sup>st</sup> March, 2012 are due for transfer to the "Investor Education & Protection Fund" on 4<sup>th</sup> November 2019.

Please be noted that the members who have not claimed their dividend in any financial year of last 7 consecutive years are requested to claim their dividend. In case of no-claim the shares in respect to those will be transferred to Investor Education and Protection Fund pursuant to the provision of section 124 of the Companies Act, 2013. Intimation in this regard has already been sent to the respective shareholders and the list of the same is also available on the website of the Company i.e. [www.amdindustries.com](http://www.amdindustries.com).

In the event of transfer of Shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical

copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

10. The Securities and Exchange Board of India (SEBI) has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to the Company / Registrar and Share Transfer Agent by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant. SEBI has decided that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held in physical form.
11. The Notice of the AGM along with the Annual Report is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Annual Report is also available on Company's website [www.amdindustries.com](http://www.amdindustries.com).
12. **Members who have not registered their e-mail addresses are requested to register the same with their Depositories.**
13. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to Bigshare Services Private Limited / Secretarial department of the Company.
14. Members desirous of getting any information in respect of Accounts of the Company are requested to send their queries in writing to the Company at the Registered Office, so as to reach at least 7 days before the date of the Meeting, so that the required information can be made available at the Meeting.
15. The Members please be informed that as a matter of good corporate governance practices, no gifts, food coupons or gifts coupons shall be distributed at the Annual General Meeting.
16. 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). 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 21<sup>st</sup> September, 2019.
17. 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.
18. 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.



19. 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" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
20. 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 favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.amdindustries.com](http://www.amdindustries.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 BSE and NSE.
22. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('Remote e-voting').

The Company has appointed Mr. Amar Gopal Gambhir, Proprietor of M/s A.G.G. & Associates, Company Secretaries, New Delhi to act as the Scrutinizer, for conducting the e-voting and voting process in a fair and transparent manner. The Scrutinizer will submit his report to Chairman of the company within three working days after the conclusion of meeting.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 21<sup>st</sup> September, 2019 only shall be entitled to avail the facility of remote e-voting. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 21<sup>st</sup> September, 2019. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The e-voting period begins on 25<sup>th</sup> September 2019 at 9.00 a.m. (IST) and ends on 27<sup>th</sup> September 2019 at 5.00 p.m. (IST). At the end of Remote e-voting period, the facility shall forthwith be blocked. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or a person authorised by him in writing who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.amdindustries.com](http://www.amdindustries.com) and on the website of NSDL immediately after the result is declared. The results shall simultaneously be communicated to the Stock Exchanges.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 28<sup>th</sup> September, 2017.

## PROCEDURE FOR E-VOTING

The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating Remote e-voting for AGM. The instructions for Remote e-voting are as under:

**The instructions for members for voting electronically are as under:-**

### Voting through electronic means

- 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, 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 25<sup>th</sup> September, 2019 (9.00 AM) and ends on 27<sup>th</sup> September, 2019 (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 21<sup>st</sup> September, 2019, 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:

### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**



## Details on Step 1 is mentioned below:

### How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

### 4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:                                                                                                                                           |
|----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.    |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****.                                                     |
| c) For Members holding shares in Physical Form.                | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***. |

### 5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Details on Step 2 is given below:

### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [aggandassociates@gmail.com](mailto:aggandassociates@gmail.com) <Please mention the e-mail ID of Scrutinizer> with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



## Details of Directors seeking appointment & re-appointments:

| Name of Director                         | Mr. Ashok Gupta                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Mr. Adit Gupta                                                                                                                                                                                                                                                                                                                                                               | Mr. Mahipal Ahluwalia                                                                                                                                                                                                                                                                                                                                                                                                 | Mr. Prabhat Krishna                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Date of Birth                            | 12.04.1953                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 24.12.1979                                                                                                                                                                                                                                                                                                                                                                   | 20.05.1951                                                                                                                                                                                                                                                                                                                                                                                                            | 06.11.1947                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Nationality                              | Indian                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Indian                                                                                                                                                                                                                                                                                                                                                                       | Indian                                                                                                                                                                                                                                                                                                                                                                                                                | Indian                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Date of Appointment in the Company       | 17.12.1983                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 14.11.2005                                                                                                                                                                                                                                                                                                                                                                   | 07.08.2006                                                                                                                                                                                                                                                                                                                                                                                                            | 30.06.2009                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Qualification                            | B.Sc.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | B.Sc. (Chemicals) & MBA (Finance)                                                                                                                                                                                                                                                                                                                                            | L.L.B.                                                                                                                                                                                                                                                                                                                                                                                                                | B. Tech. (Chem)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Expertise in specific functional areas   | 40 yrs (Business)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 19 yrs (Business)                                                                                                                                                                                                                                                                                                                                                            | 40 yrs (Profession)                                                                                                                                                                                                                                                                                                                                                                                                   | 36 yrs (Service)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| No. of equity shares held in the Company | 35,76,103                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 61,48,241                                                                                                                                                                                                                                                                                                                                                                    | Nil                                                                                                                                                                                                                                                                                                                                                                                                                   | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Other Directorship                       | <ol style="list-style-type: none"> <li>1. AMD Textiles Ltd.</li> <li>2. Hindustan Beverages &amp; Snacks Ltd.</li> <li>3. Chitra Buildtech Pvt. Ltd.</li> <li>4. AMD Financial Services Pvt. Ltd.</li> <li>5. AMD Foods &amp; Hotels Pvt. Ltd.</li> <li>6. Manglam Buildtech Pvt. Ltd.</li> <li>7. AMD Estates &amp; Developers Pvt. Ltd.</li> <li>8. Aditya Infrabuilt Pvt. Ltd.</li> <li>9. Prime Techno Build Pvt. Ltd.</li> <li>10. Ashoka Productions &amp; Communications Pvt. Ltd.</li> </ol> | <ol style="list-style-type: none"> <li>1. AMD Textiles Ltd.</li> <li>2. AMD Financial Services Pvt. Ltd.</li> <li>3. AMD Estates &amp; Developers Pvt. Ltd.</li> <li>4. Prime Techno Build Pvt. Ltd.</li> <li>5. Ashoka Productions &amp; Communications Pvt. Ltd.</li> <li>6. Kadam Trees Properties Pvt.Ltd.</li> <li>7. AMD Foods &amp; Hotels Private Limited</li> </ol> | Nil                                                                                                                                                                                                                                                                                                                                                                                                                   | <ol style="list-style-type: none"> <li>1. ALPS Industries Ltd.</li> <li>2. Sharda Spuntex Pvt. Ltd.</li> <li>3. ALPS Energy Private Limited</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Other Committee Membership               | <p><b><u>AMD Industries Ltd.</u></b></p> <ol style="list-style-type: none"> <li>1. Stakeholders Relationship Committee (erstwhile Shareholders / Investors Grievance Committee) – <b>Member</b></li> <li>2. Management Committee -Member</li> <li>3. Corporate Social responsibility Committee -Member</li> </ol> <p><b><u>Other Companies</u></b></p> <p>Nil</p>                                                                                                                                    | <p><b><u>AMD Industries Ltd.</u></b></p> <ol style="list-style-type: none"> <li>1. Audit Committee-Member</li> <li>2. Management Committee-Member</li> </ol> <p><b><u>Other Companies</u></b></p> <p>Nil</p>                                                                                                                                                                 | <p><b><u>AMD Industries Ltd.</u></b></p> <ol style="list-style-type: none"> <li>1. Audit Committee - Member</li> <li>2. Stakeholders Relationship Committee (erstwhile Shareholders / Investors Grievance Committee) - Chairman</li> <li>3. Nomination &amp; Remuneration Committee – Member</li> <li>4. Corporate Social responsibility Committee -Member</li> </ol> <p><b><u>Other Companies</u></b></p> <p>Nil</p> | <p><b><u>AMD Industries Ltd.</u></b></p> <ol style="list-style-type: none"> <li>1. Audit Committee-Chairman</li> <li>2. Stakeholders Relationship Committee (erstwhile Shareholders / Investors Grievance Committee) -Member</li> <li>3. Nomination &amp; Remuneration Committee-Chairman</li> <li>4. Corporate Social responsibility Committee -Chairman</li> </ol> <p><b><u>ALPS Industries Ltd.</u></b></p> <ol style="list-style-type: none"> <li>1. Audit Committee-Chairman</li> <li>2. Remuneration Committee-Chairman</li> <li>3. Investor Grievance Committee-Chairman</li> </ol> |

# AMD Industries Limited



## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item Nos. 3 and 4

Mr. Mahi Pal Ahluwalia and Mr. Prabhat Krishna are Independent Directors of the Company and have held the positions as such for more than 10 (Ten) years. As per the provisions of Companies Act 2013, the Independent Directors shall be appointed for not more than two terms of upto five years each and shall not be liable to retire by rotation at every AGM. In terms of Companies Act, 2013 and amended Listing Regulation, these directors was appointed as a independent Director for a term of 5 years in the Annual General Meeting of the Company held on 26.09.2014 which is going to expire in ensuing Annual General Meeting.

Mr. Mahipal Ahluwalia aged about 68 years is a Lawyer and having more than 40 years of experience in handling Legal cases both in High Court as well as in Supreme Court.

Mr. Prabhat Krishna aged about 66 years, is a retired banker from State Bank of India. He is B. Tech (Chem) from IIT, New Delhi. He started his career with a Chemical Consultancy firm. He joined SBI as Probationary Officer in 1973. He kept on moving on different position within the Bank and handled Corporate Account with a minimum limit of Rs.50 Crores & above. Mr. Prabhat Krishna worked with the Bank for 35 years and retired in November 2007.

The aforesaid Independent Directors are eminent personalities in their respective fields. Your Board considers that their continued association with the company would be beneficial for the company. All the aforesaid Independent Directors have given declarations to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Mahi Pal Ahluwalia and Mr. Prabhat Krishna fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder for being re- appointed as Independent Directors of the Company.

In line with the requirements & compliances of the Companies Act, 2013, it is therefore proposed to appoint Mr. Mahi Pal Ahluwalia for a term of five year and Mr. Prabhat Krishna, for a terms of one year as Independent Directors on the Board of the Company upto, commencing from 28<sup>th</sup> September, 2019, not liable to retire by rotation.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.amdindustries.com](http://www.amdindustries.com).

This Statement may also be regarded as a disclosure under the provisions of the SEBI (Listing Obligations & Requirement) Regulations with the Stock Exchanges.

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

The Board recommends the Special Resolutions as set out at item no. 3 & 4 for approval of the Members.

### Item Nos. 5 & 6

The Board of Directors of the Company, at its meeting held on 28.09.2016 have, subject to the approval of members and in compliance of section 198, 269, 309, 310, 311 and all the conditions set out in Schedule XIII of the Companies Act, 1956, appointed Mr. Ashok Gupta, as Whole time Director and Mr. Adit Gupta as Managing Director of the Company, w.e.f. 01.04.2017 for a period of three years. The Board also appointed Mr. Ashok Gupta as Chairman with effect from 03<sup>rd</sup> July, 2016. The Board again in its meeting held on 28.05.2016 revised the terms of the appointment in compliance with all the conditions set out Schedule V to the Companies Act, 2013 as also conditions set out under Section 196, 197, 198, 203 of the Companies Act, 2013.

Mr. Ashok Gupta aged about 66 years was Vice Chairman of AMD Industries Limited till 03.07.2016. He is a Bachelor of Science and enriched with an experience of more than 36 years in Industrial and Commercial activities. Mr. Ashok Gupta has traveled widely and has attended many prestigious seminars and exhibitions in India and abroad including Inter Pack and Metpack Dusserdolf, Germany, Pet Exhibition- Munich. He has also participated as a Guest Speaker on the subject "The Growing Trends of Pet Industry in Asia Pacific Market" organized in Germany by PET PLANET, one of the Worlds's most read PET magazines. Mr. Ashok Gupta looks after the day-to-day operations of the Company since its inception. He is a founder promoter of the Company.

Mr. Adit Gupta aged about 40 years is Managing Director of AMD Industries Limited.. He is a B.Sc. in Chemical Engineering stream from Virginia, USA and MBA (Finance) from Boston, USA. Mr. Adit Gupta has been involved in business development and promotion function of AMD Industries Ltd. since 1999. In the year 1999, he underwent a training course at Sacmi, Italy to get first hand experience of beverage packaging trends and know-how in plastics and crowns manufacturing. He has joined the Board of AMD Industries Limited on 14.11.2005 as the Director of the Company & further subsequently appointed as Whole Time Director with effect from 14.06.2006. He was reappointed as Joint Managing Director w.e.f. 01<sup>st</sup> June 2012 after that re-appointed as Managing Director.

Mr. Adit Gupta was actively involved as a team leader for implementation of Company's expansion and diversification projects of PET and Plastic closures in the year 26002 and 2003. He later went to Boston for his MBA degree course. He is one of the promoter directors of the company.

## STATEMENT AS PER SCHEDULE V PART II SECTION II

### I. GENERAL INFORMATION

#### 1. Nature of industry

Apart from the Packaging Business, the company is also authorized to do business in Real Estates and other Businesses as appended in the Main Objects. The packaging business of the Company is a seasonal business.

#### 2. Date or expected date of commencement of commercial production

The company has started commercial production in the year 1985.

#### 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

#### 4. Financial performance based on given indicators

Financial Performance (Rs./Lacs)

| PARTICULARS | 2019     | 2018     |
|-------------|----------|----------|
| Sales       | 15572.06 | 15449.33 |
| PBT         | -39.27   | -215.20  |
| Taxes       | -62.34   | -141.10  |
| PAT         | 23.07    | -74.10   |

#### Capital structure

| PARTICULARS          | 2019     | 2018     |
|----------------------|----------|----------|
| Equity Share Capital | 1916.67  | 1916.67  |
| Reserve & Surplus    | 10443.05 | 10423.87 |
| Net worth            | 12359.72 | 12340.54 |

#### 5. Foreign investment or collaborators, if any

The company as on 30.06.2019 had 41 foreign shareholders holding 89,036 equity shares in the company.

## II. INFORMATION ABOUT THE APPOINTEES:

| Particulars                                                                                                            | MR. ASHOK GUPTA                                                                                                                                                                                                                                                              | MR. ADIT GUPTA                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Background details                                                                                                     | Mr. Ashok Gupta is a Graduate in Bachelor of Science and possesses an experience of more than 36 years in industrial and commercial activities.                                                                                                                              | Mr. Adit Gupta has completed his B.Sc. in Chemical Engineering stream from Virginia, USA and MBA from Boston, USA. Mr. Adit Gupta has been involved with business development and promotion function of the Company since 1999. In the year 1999, he underwent a training course at Sacmi, Italy to get first hand experience of beverage packaging trends and know-how in plastics and crowns manufacturing.                                                                                                              |
| Past remuneration                                                                                                      | Rs. 1,60,00,00/- (Approved by the Shareholders)                                                                                                                                                                                                                              | Rs. Rs.1,60,00,00/- (Approved by the Shareholders)                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Recognition of awards                                                                                                  | Mr. Ashok Gupta have been awarded with Samman Patra by the Income Tax Department for being one of individual paying highest income Taxes for the assessment years between 1994-1995 to 1998-1999.                                                                            | N.A.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Job profile and his suitability                                                                                        | Mr. Ashok Gupta commenced the business in the year 1974 by setting up a unit under the name and style of Shyam Industries to manufacture pilfer proof Aluminum caps mainly used by liquor industry. Under his leadership and guidance, the company has attained this height. | Mr. Adit Gupta was actively involved as a team leader for implementation of company's expansion and diversification projects of PET and Plastic closures in the year 2002 and 2003. He later went to Boston for his MBA degree course and during that MBA program he attended Kortec Seminar. He is one of the promoter directors of the company and looks after business development function of the company. Mr. Adit has contributed a lot in initializing the process of diversification into Real Estates businesses. |
| Remuneration proposed                                                                                                  | Maximum up to Rs. 1,60,00,000/- p.a. (As per the terms referred in the resolution item no. 5)                                                                                                                                                                                | Maximum up to Rs. 1,60,00,000/- p.a. (As per the terms referred in the resolution item no. 6)                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Comparative remuneration profile with respect to industry, size of the company and profile of the position and person  | Information on comparative remuneration profiles with respect to industry, size of the company are not available.                                                                                                                                                            | Information on comparative remuneration profiles with respect to industry, size of the company are not available.                                                                                                                                                                                                                                                                                                                                                                                                          |
| Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Mr. Ashok Gupta is son of Late Mr. Harswarup Gupta, Executive Chairman and father of Mr. Adit Gupta, Managing Director.                                                                                                                                                      | Mr Adit Gupta is son of Mr. Ashok Gupta, Chairman and grandson of Late Mr. Harswarup Gupta, Executive Chairman.                                                                                                                                                                                                                                                                                                                                                                                                            |

## III. Other Information

- Reasons of loss or inadequate profits  
The business of the Company is substantially dependent upon the growth of its main customers in the beverage industry because of which the margins of the Company are not up to the mark.
- Steps taken or proposed to be taken for improvement  
The Company has initialized the process of venturing into other sectors such as, real estates business to generate more profits. The operations of Ghaziabad unit has been shifted to its Neemarana Unit with a idea to reduce the cost of the production and also planning to diversify its business.
- Expected increase in productivity and profits in measurable terms  
Since the company is working on diversification , it will add up the production & revenue and the company is expected to perform better than the last year yet the improvement can not be quantified in measurable term as our business is of a seasonal nature and market remains uncertain.

## IV. Disclosures

The Corporate Governance report which forms part of the Directors' Report contains details of remuneration being paid to Mr. Ashok Gupta and Mr. Adit Gupta.

The terms and conditions of appointment and remuneration are duly considered and recommended by the Nomination & Remuneration Committee in their Meetings held on 13.08.2019.

Keeping in view, Mr. Ashok Gupta's vast experience and long association with your Company, it will be in the interest of your

Company to appoint him as Chairman and Whole-time Director on the Board of your Company.

Keeping in view, Mr. Adit Gupta's vast experience, performance and association with your company, it will be in the interest of the Company to appoint him as Managing Director on the Board of your Company.

Brief resume of Mr. Ashok Gupta & Mr. Adit Gupta, nature of their expertise in specific functional areas, names of companies in which they holds directorships and memberships /chairmanships of Board Committees, their shareholding in the Company, relationships amongst directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 , are provided in this notice.

None of the Directors and key managerial personnels and their relatives, except Mr. Ashok Gupta & Mr. Adit Gupta, themselves, may be deemed to be concerned or interested, whether directly or indirectly, financially or otherwise, in the resolutions set out at item no. 5 & 6.

The Board recommends the Special Resolutions set out at Item No. 5 & 6 of this Notice for approval by the members of the Company.

**By Order of the Board of Directors  
For AMD Industries Limited**

**Place: New Delhi  
Date: 13.08.2019**

**Regd. Office:**  
18, Pusa Road, 1<sup>st</sup> Floor,  
Karol Bagh,  
New Delhi – 110005.

**Radha Shakti Garg  
Company Secretary  
M. No. 26661**

## **Annual Report 2018-19**



**AMD Industries Limited**



## OUR VISION

To take on high growth track by establishing a strong and a supportive link in the total supply chain management of our associates.

## QUALITY POLICY

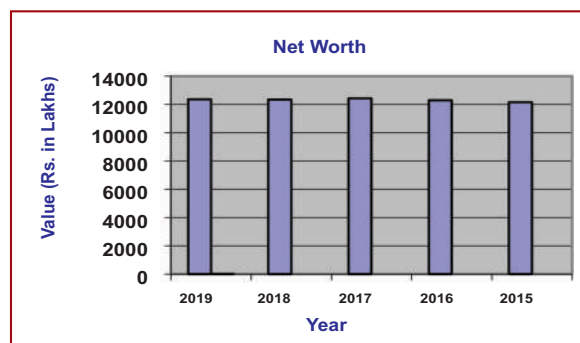
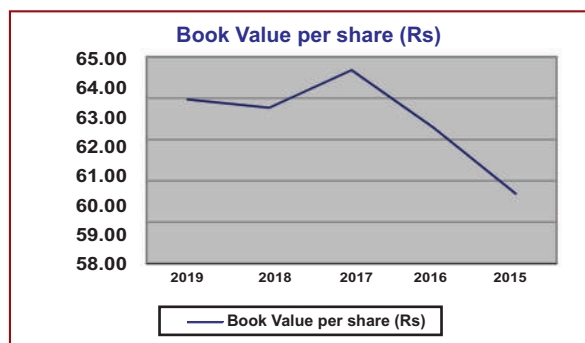
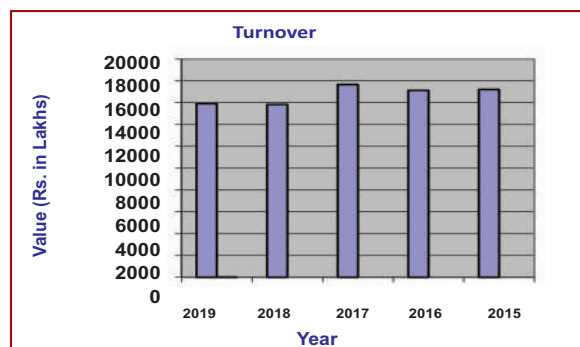
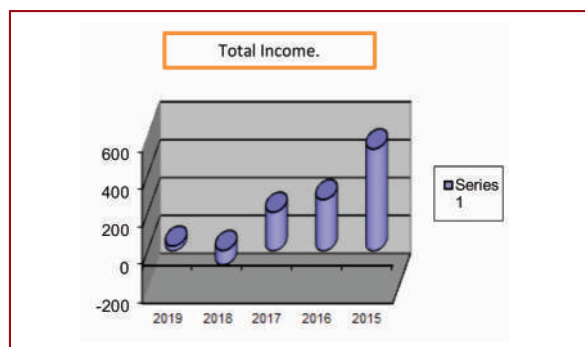
We at AMD are committed to control and improve quality, cost and delivery performance through continual improvement of the quality management. We shall increase our market share year after year through improving customer satisfaction.

## FINANCIAL INDICATORS FOR PAST 5 YEARS

(RS. IN LAKHS)

| PARTICULARS                 | YEAR ENDED 31ST MARCH |           |           |           |           |
|-----------------------------|-----------------------|-----------|-----------|-----------|-----------|
|                             | 2019                  | 2018      | 2017      | 2016      | 2015      |
| TOTAL INCOME                | 15921.75              | 15824.16  | 17668.32  | 17126.52  | 17217.84  |
| PBDIT                       | 1847.31               | 1705.55   | 2305.99   | 2579.33   | 2781.56   |
| PBT                         | -39.27                | -215.2    | 241.98    | 438.34    | 686.83    |
| Provision for taxation      |                       |           |           |           |           |
| Current                     | 10.6                  | 0         | 60        | 230       | 260       |
| Deferred                    | -72.94                | -168.67   | -8.93     | -74.93    | -76.77    |
| Tax for earlier years       | 0                     | 27.57     | -11.04    | 0         | 0         |
| PAT                         | 23.07                 | -74.1     | 201.95    | 268.93    | 536.54    |
| Cash Profit <sup>^</sup>    | 1054.65               | 947.69    | 1362.31   | 1457.33   | 1671.06   |
| Fixed Assets                |                       |           |           |           |           |
| Gross Block                 | 20,564.78             | 19,909.32 | 18,956.14 | 17,038.47 | 16,004.82 |
| Net Block                   | 9,556.34              | 9,820.53  | 9,873.59  | 9,196.89  | 9,515.92  |
| Equity Share Capital        | 1916.67               | 1916.67   | 1916.67   | 1916.67   | 1916.67   |
| Reserves & Surplus          | 10443.05              | 10423.87  | 10510.53  | 10377.15  | 10224.19  |
| Networth                    | 12359.72              | 12340.54  | 12427.21  | 12293.82  | 12140.86  |
| EPS (Rs.) (Annualized)      | 0.12                  | -0.39     | 1.05      | 1.4       | 2.8       |
| Cash EPS (Rs.) (Annualized) | 5.50                  | 4.94      | 7.11      | 7.60      | 8.72      |
| Book Value per share (Rs)   | 64.48                 | 64.38     | 64.84     | 64.14     | 63.34     |

<sup>^</sup>Net of Deferred Tax Liability





## CORPORATE INFORMATION

### BOARD OF DIRECTORS

|                 |                        |
|-----------------|------------------------|
| Ashok Gupta     | - Chairman             |
| Adit Gupta      | - Managing Director    |
| Mahipal         | - Independent Director |
| Prabhat Krishna | - Independent Director |
| Shubha Singh    | - Independent Director |

### KEY MANAGERIAL PERSONNEL

|                    |                                          |
|--------------------|------------------------------------------|
| Adit Gupta         | - Managing Director                      |
| P. K. Mukhopadhyay | - Chief Financial Officer                |
| Radha Shakti Garg  | - Company Secretary & Compliance Officer |

### REGISTERED OFFICE

18, Pusa Road, 1st Floor, Karol Bagh, New Delhi-110 005  
Tel.: 91-11-46830202 Fax : 91-11-28753591  
Email : investor@amdindustries.com  
Url : www.amdindustries.com  
CIN : L28122DL1983PLC017141

### MANUFACTURING UNITS

SP-32, RIICO Ind. Area, Neemrana, Rajasthan

### BANKERS

State Bank of India  
Union Bank of India  
Kotak Mahindra Bank  
IDFC Bank  
Standard Chartered Bank

### INTERNAL AUDITORS

M/s B.L. Khandelwal & Co.  
Chartered Accountants  
1, Doctor's Lane, Gole Market  
New Delhi-110 001

### STATUTORY AUDITORS

M/s Goyal Nagpal & Co.  
Chartered Accountants,  
20-A, Street No. 6,  
Dheeraj Vihar, Korala,  
New Delhi - 110 084

### SECRETARIAL AUDITORS

M/s AGG & Associates  
Company Secretaries  
21/16, 2<sup>nd</sup> Floor, West Patel Nagar  
New Delhi - 110008

### LEGAL COUNSEL

Dinesh Kumar Gupta (Advocates)  
C-58, Vivek Vihar, Delhi - 110059

### REGISTRAR & SHARE TRANSFER AGENTS

#### Head Office:

Bighshare Services Pvt. Ltd.  
1st, Floor, Bharat Tin Work Building, Opp. Vasant Oasis,  
Makwana Road, Moral, Andheri East, Mumbai - 400059  
Tel : 022 62638200, Fax : 022 626 38299

#### Branch Office

302, Kushal Bazar, 32-33, Nehru Place, New Delhi - 110019

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## DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 36<sup>th</sup> Annual Report together with audited accounts for the financial year ended 31<sup>st</sup> March 2019.

### Financial Results

The financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2019 is summarized below:

(Rs. in Lakhs)

| Particulars                                                                                   | Financial Year 2018-19* | Financial Year 2017-18* |
|-----------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| Revenue from Operations (net of excise duty)                                                  | 15572.06                | 15449.33                |
| Other Income                                                                                  | 349.69                  | 382.58                  |
| <b>Total</b>                                                                                  | <b>15921.75</b>         | <b>15831.91</b>         |
| Profit from operations before Financial Costs, Depreciation, Exceptional Items & Tax Expenses | 1847.31                 | 1705.55                 |
| Financial Costs                                                                               | 855.00                  | 898.96                  |
| Profit before Depreciation, Exceptional Item & Taxation                                       | 992.31                  | 806.59                  |
| Depreciation                                                                                  | 1031.58                 | 1021.79                 |
| Profit before Exceptional Items and Tax Expenses                                              | -39.27                  | -215.20                 |
| Exceptional Items                                                                             | -                       | -                       |
| Profit before Tax                                                                             | -39.27                  | -215.20                 |
| Less: Tax Expenses                                                                            | -62.34                  | 141.10                  |
| <b>Profit/Loss for the year</b>                                                               | <b>23.07</b>            | <b>-74.10</b>           |
| <b>Other Comprehensive Income</b>                                                             | <b>-3.89</b>            | <b>-12.56</b>           |
| <b>Net Profit/Loss</b>                                                                        | <b>19.18</b>            | <b>-86.66</b>           |
| <b>Appropriations:</b>                                                                        |                         |                         |
| <b>General Reserve</b>                                                                        | Nil                     | Nil                     |
| <b>Dividend on Equity Shares</b>                                                              | Nil                     | Nil                     |
| <b>Tax on Dividend</b>                                                                        | Nil                     | Nil                     |
| <b>Balance Carried to Balance Sheet</b>                                                       | 19.18                   | -86.66                  |
| <b>TOTAL</b>                                                                                  | <b>19.18</b>            | <b>-86.66</b>           |

\*The above figures are extracted from the standalone financial statements prepared as per Indian Accounting Standards (Ind AS). For the purposes of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS-First-Time Adoption of Indian Accounting Standards, with April 1, 2016 as the transition date and IGAAP as the previous GAAP

### Indian Accounting Standard

The Ministry of Corporate Affairs (MCA), vide its notification in the Official Gazette dated February 16, 2015, notified the Indian Accounting Standards (Ind AS) applicable to certain classes of companies and the listed Companies. Ind AS has replaced the existing Indian GAAP prescribed under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. For AMD Industries Limited, Ind AS is applicable from April 1, 2017, with a transition date of April 1, 2016 and IGAAP as the previous GAAP

### Operations

During the year under review your Company registered total revenue from operations of Rs. 15572.06 lakhs as compared to previous year's revenue of Rs. 15 449.33 lakh which shows a slight growth of approx. 0.80 % over the previous year. But this difference includes the impact of Excise duty and collection of real estate revenue. The total Operational revenue (Sale of Product) for the year 2018-19 was of Rs. 12998.00 Lakhs as compared to the year 2017-18 of Rs. 12303.84 Lakhs and there is a growth of Rs. 694.16 Lakhs approx. 5.64 more from last year. There is a Net Profit of 19.18 Lakhs as compared to Net Loss of Rs. 86.66 Lakhs.

During the year under review all the operation lines & the production capacity of the Ghaziabad unit situated at C-4 & C-5, site 3, Meerut Road Industrial Area, Ghaziabad, Uttar Pradesh has been shifted to its Neemrana Plant located at SP-32, RIICO Industrial Area, Neemrana, Rajasthan. The consolidated Plant manufacturing lines at its Neemrana Plant will result in better control of the operations and on the other hand there will be no effect on the overall cumulative installed production capacity of AMD Industries Limited before and after the shifting.

### Packaging business

During the year under review, there is a minor improvement in performance of revenue from operation against last year which over all, Revenue increased by 6.94%. Revenue from operations increased by 7.35% jobwork by 14.08% and sale of product by 9.80%. So the overall sales of product including Job work increased by approx 6.38%.

### Real Estate Business

The company through its related company, AMD Estates & Developers Private Limited is developing a Commercial Complex at Sector-114, Gurgaon, Haryana in collaboration with VSR Infratech Private Limited, New Delhi. Since growth in the real estate market of the country has been stagnant, the development of this project has slowed down considerably. During the year under review, the company has received revenue of Rs. 46.92 Lakhs from this project.

### Expansion

The company is exploring opportunities to expand its business in other geographies of the country.

### Dividend

The Board of Directors of your Company, after considering holistically the relevant circumstances and keeping in view other things, has decided that it would be prudent, not to recommend any Dividend for the year under review.

### Transfer of Unpaid and Unclaimed Amounts to IEPF

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account is required to be transferred by the Company to Investor Education and Protection Fund (IEPF), established by the Central Government under the provisions of Section 125 of the Companies Act, 2013. During the year under review, the Company has credited unpaid/unclaimed dividends of financial year 2010-11 amounting to Rs.1,27,804/- lying in the unpaid dividend account to IEPF in due course of time. The amount of Unclaimed dividend as on date of ensuing Annual General Meeting for the financial year 2011-12 is due for transfer in current year.

### Fixed deposits

During the financial year 2018-19, your Company has not invited or accepted any deposits from the public within the meaning of provisions of Section 73 of the Companies Act, 2013.

### Board, Directors and Key Managerial Personnel

Your Company's Board has an optimum combination of Executive, Non-executive and Independent Directors with one women Director, as per the requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). The composition of the Board and the Independent Directors of the Company meet all the criteria mandated by SEBI Listing Regulations, 2015 and the Companies Act, 2013.

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Adit Gupta, Managing Director of the Company, will retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

Your Company has total of 5 Directors Mr Ashok Gupta and Mr. Adit Gupta being executive directors and Ms. Shubha Singh, Mr. Mahipal and Mr. Prabhat Krishna as Independent Directors. The first term of five years of Mr. Prabhat Krishna & Mr. Mahipal is going to expire in the year 2019 as they were appointed on 26.09.2014 and in terms of provision of section 149, eligible for re-appointment for another term of 5 year by passing the special resolution.

Your Board of Directors, is recommending the re-appointment of Mr. Mahipal for another term of 5 years and Mr. Prabhat Krishna for one year.

The Company has received necessary declarations from each of the Independent Directors under section 149(7) of the Companies Act, 2013 that he/she meets the criteria of the independence as laid down in section 149(6) of the Companies Act, 2013 and Clause 49 and Regulation 16(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of programs for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the link: <http://amdindustries.com/Familiarisation%20Programme%20for%20Independent%20Directors.pdf>.

## Policy on directors' appointment and remuneration

The Board has constituted a Nomination & Remuneration Committee for formulating the criteria for determining qualifications, positive attributes and independence of a director, identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in Nomination & Remuneration policy and to recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel. The objective of the Nomination & Remuneration Policy is also to set out the principles governing the Company's Remuneration systems in organizational guidelines. The detailed Nomination and Remuneration Policy of the Company has been put on the website of the company at the link : <http://amdindustries.com/AMD%20-%20Remuneration%20Policy.pdf>

## Board Evaluation

The Company has adopted a Performance Evaluation Policy for evaluation of performance of Independent Directors, Board, Committees and other individual Directors (non-executive directors and executive directors). On the basis of this Policy a process of evaluation is being followed by the Board for evaluation of its own performance and that of its Committees and individual Directors.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of a questionnaire on board governance and performance issues. Individual directors met with the Chairman of the Company to discuss their responses.

The performance of the committees was evaluated by the Board after getting an evaluation report from the members of each committee which evaluates the performance of the Committee against its stated objectives and responsibilities, effectiveness of committee meetings, etc. during the year.

The Board reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, committed to the Company's values, beliefs and ethics etc. In addition, the Chairman was also evaluated on the key aspects of his role.

## Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards have been followed and there are no material departures from the same;
- the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for the year ended on that date;
- the directors have taken proper and sufficient care for the 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 fraud and other irregularities;
- the directors have prepared the annual accounts on a 'going concern' basis;
- the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

- the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## Auditors and Auditors' Report

### Statutory Auditors

Pursuant to the provision of section 139 of Companies Act, 2013, M/s Goyal Nagpal & Co. Chartered Accountants (FRN-018289C) was appointed as a Statutory Auditors of the Company, for a period of five years, by the Shareholders in its Annual General Meeting held on 28.09.2017, subject to ratification in every Annual General Meeting.

Vide Companies (Amendment) Act, 2017 and enforcement of relevant provisions on 07th May, 2018 by Ministry of Corporate Affairs, the provision with regard to ratification of appointment of Statutory Auditor has been abolished.

The financial statements, as referred to in the Auditor's Report, are self explanatory and therefore do not require further comments and explanations. The Auditors' Report does not contain any qualification, reservation or adverse remark.

### Cost Auditors

Referring notification of Ministry of Corporate Affairs, Government of India dated 31st December 2014 with respect to applicability of Companies (Cost Records and Audit) Amendment Rules, 2014, your company is not required to get its cost records audited and thus did not proceed towards conducting Audit of Cost Audit for the financial year 2018-19.

### Secretarial Auditor

M/s AGG & Associates, Company Secretaries, New Delhi was appointed to conduct Secretarial Audit for the financial year 2018-19, as required under section 204 of the Companies Act, 2013 and rules there under. The Secretarial Audit Report issued by M/s AGG & Associates is forms part of the Annual Report as **Annexure-I**. It does not contain any qualification, reservation or adverse remark.

### Associate/ Joint Venture/ Subsidiary Companies

The company has no associate/ joint venture and subsidiary companies during the financial year under review.

The policy for determining material subsidiaries as approved by the Board may be accessed on the Company's website at the link: <http://amdindustries.com/Policy%20on%20Material%20Subsidiary.pdf>.

### Corporate Governance

Corporate Governance is about maximizing shareholder value legally, ethically and sustainably. At AMD, the goal of corporate governance is to ensure fairness for every stakeholder. We believe sound corporate governance is critical to enhance and retain investor trust. We always seeks to ensure that our performance is driven by integrity. Our Board exercises its fiduciary responsibilities in the widest sense of term. We also endeavor to enhance long-term shareholder value and respect minority rights in all our business decisions.

Our Corporate Governance Report for fiscal 2019 forms part of this Annual Report.

### Corporate Social Responsibility (CSR)

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board. The CSR Policy may be accessed on the Company's website at the link: <http://amdindustries.com/Corporate%20Social%20Responsibility%20Policy.pdf>

Pursuant to the provisions of rule 3 sub rule (2) of the Companies (Corporate Social Responsibility Policy) Rules, 2014 the provisions of section 135 in relation to spend 2% of the profit on CSR is still not applicable for the year 2018-19, as the profit of the company for last 3 years are below 5%, till the Company comes under the purview of Section 135 of the Companies Act, 2013. However, Company may continue the same voluntarily being a socially responsible Corporate.



## 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 weaknesses in the design or operation were observed.

## Meetings of the Board

The Board met four times during the financial year 2018-19, the details of which are given in the Corporate Governance Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013.

## Committees

Currently, the Board has five Committees: the Audit Committee, the CSR Committee, the Nomination and Remuneration Committee, the Management Committee, the Stakeholder Relationship Committee. A detailed note on the composition of the Board and its Committees is provided in the Corporate Governance Report section of this Annual Report.

## Particulars of Loans given, Investments made, Guarantees given and Securities provided

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statements.

## Contracts and Arrangements with Related Parties

All contracts / arrangements / transactions entered by the Company during the financial year under review with related parties were in the ordinary course of business and at arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Company has a Policy on materiality of and dealing with Related Party Transactions, as approved by the Board, which is available at its: <http://amdindustries.com/Policy%20on%20Related%20Party%20Transactions.pdf>

## Credit Ratings:

For the purpose of various banking facilities Brickwork Rating India Private Limited has given the rating of BBB- for the year under review in comparison of earlier year i.e. BBB+ which is mainly due to decrease in overall performance of the Company.

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

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in **Annexure II** to this Report.

## Vigil Mechanism/Whistle Blower policy

The Vigil Mechanism/Whistle Blower Policy of the Company aims to provide an avenue for directors and employees to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, unethical behavior, violation of Code of Conduct, etc. This policy also aims to create an environment where individuals feel free and secure to raise the alarm where they see a problem. It also ensures that whistleblowers are protected from retribution, whether within or outside the organization.

The Policy on vigil mechanism/whistle blower policy may be accessed on the Company's website at: <http://amdindustries.com/Whistle%20Blower%20Policy%20-%20Vigil%20Mechanism.pdf>

## Particulars of Employees and related disclosures

Particulars of Employees and related disclosures in terms of the provisions of Section 197(12) of the Act read with Rules 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are annexed herewith as **Annexure III** to this Report.

## Risk Management

Risk is an integral and unavoidable component of business and your company is committed to managing the risk in a proactive and effective manner. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology

obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, legal risk.

Your Company adopts systematic approach to mitigate risks associated with accomplishment of objectives, operations, revenues and regulations. During the year, your company has adopted a Risk Management Policy. Our risk management policy focuses on three key elements, 1) Risk Assessment; (2) Risk Management; and (3) Risk Monitoring. Risk Assessment consists of a detailed study of threats and vulnerability and resultant exposure to various risks. Risk Management and Risk Monitoring are important in recognizing and controlling risks. Risk mitigation is an exercise aiming to reduce the loss or injury arising out of various risk exposures.

The Audit Committee of the Company reviews the Risk Management Policy and its implementation.

## Extract of Annual Return

Extract of Annual Return of the Company is annexed herewith as **Annexure IV** to this Report. The Annual Return may be accessed on the Company's website on following link: <http://amdindustries.com/Annual%20Return%20-%202018.pdf>

## Disclosures

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

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
3. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its related company.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

## Sexual Harassment Policy

All the Company's units maintain 100% compliance with local and national laws, regarding ethics and human rights. AMD has formed Internal Complaints Committees at all of its operational locations where employees can register their complaints against sexual harassment. This is supported by the Anti-Sexual Harassment Policy which ensures a free and fair enquiry process with clear timelines for resolution. All employees are sensitised on these topics through structured training programmes. No cases of child labour, forced labour, involuntary labour, sexual harassment and discriminatory employment were reported during the period.

## Green Initiative

As in the previous years, this year too, Notice of 36th Annual General Meeting of the Company and Annual Report of the Company for the financial year 2018-19 are sent to all members whose e-mail addresses are registered with the Company/Depository Participant(s). For members who have not registered their e-mail addresses, physical copies are sent in the permitted mode.

## Acknowledgement

Your Directors take this opportunity to express their sincere appreciation of the cooperation and support of our customers, business associates and bankers for their continued support during the financial year.

Your Directors wish to convey our deep appreciation to the dealers of the Company for their achievements in the area of sales and service, and to suppliers/ vendors for their valuable support.

Your Directors also place on record our sincere appreciation for the enthusiasm and commitment of Company's employees for the growth of the Company and look forward to their continued involvement and support.

**On behalf of the Board of Directors**

Ashok Gupta  
Chairman

Place: New Delhi  
Date: 13.08.2019

(DIN- 00031630)

## Annexure I - SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2019

[As per Form MR-3 and 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,  
**AMD INDUSTRIES LIMITED**  
18, Pusa Road, 1st Floor, Karol Bagh,  
New Delhi- 110005.

I, Amar Gopal Gambhir, Practising Company Secretary have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **AMD Industries 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 **AMD Industries Limited** 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 audit period covering the financial year ended on 31st March, 2019 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 AMD Industries Limited ("the Company") for the financial year ended on 31st March, 2019 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Companies Act, 1956 (to the extent applicable) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit Period)**
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)** and

- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
- i) I have also examined compliance with the applicable clauses of the following:
  - i. Secretarial Standards issued by The Institute of Company Secretaries of India including amendment thereof.
  - ii. The SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendment thereof.
- vi. Other Laws applicable to the Company as per the representation given by the Company, namely:
  - a) Factories Act, 1948
  - b) The Payment of Wages Act, 1936
  - c) Employees State Insurance Act, 1948
  - d) The Employees Provident funds and Miscellaneous Provisions Act, 1952
  - e) The Payment of Gratuity Act, 1972
  - f) The Water(Prevention & Control of Pollution) Act, 1974
  - g) The Air(Prevention & Control of Pollution) Act, 1981

**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.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in accordance with the provisions of Companies Act, 2013, including the rule thereof and Secretarial Standard-1, also 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.

**I Further Report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I Further Report that** during the audit period, the following developments have taken place in the company:

All the operation lines & the production capacity of the Ghaziabad unit situated at C-4 & C-5, site 3, Meerut Road, Industrial Area, Ghaziabad, Uttar Pradesh has been shifted to its Neemrana Plant located at SP-32, RIICO Industrial Area, Neemrana, Rajasthan for better control of the operations not affecting the overall cumulative installed production capacity of AMD Industries Limited.

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

**For AGG & Associates  
(Company Secretaries)**

Sd/-  
**Amar Gopal Gambhir  
(Prop.)**  
FCS No.3668  
C P No.:3653

**Place: New Delhi  
Date: 12-08-2019**



## Annexure-A

To,  
The Members  
AMD Industries Limited

### Our Report of Even date is to be read along with this Letter

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our Audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation

about the Compliance of Law, Rules and regulations and Happening of events etc.

5. The Compliance of the above provisions of Corporate and other applicable laws, rules, regulations and standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management was conducted the affairs of the Company.

**For AGG & Associates  
(Company Secretaries)**

Sd/-  
**Amar Gopal Gambhir  
(Prop.)**  
FCS No.3668  
C P No.:3653

**Place: New Delhi  
Date: 12-08-2019**

## Annexure - II

### Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014

#### A. CONSERVATION OF ENERGY

- i. steps taken or impact on Conservation of Energy

Energy conservation shows how efficiently a company can conduct its operations. Company is using LED lights in all its operational areas to save energy.

- ii. steps taken by the company for utilizing alternate sources of energy

The company is currently utilizing the conventional sources of energy. We are exploring options to utilize alternate sources of energy.

- iii. The capital investment on energy conservation equipment

There was no capital investment on energy conservation equipment during the year.

#### B. TECHNOLOGY ABSORPTION

- i. Efforts made towards technology absorption

The company is a technology driven company and need not do specific in-house R & D efforts for its manufacturing.

- ii. The benefits derived like product improvement, cost reduction, product development or import substitution

Improved technology helps in reduction in weight of products without compromising the quality of products, wastage in products.

- iii. Information regarding imported technology (imported during last three years)

| Details of technology imported | Technology imported from | Year of Import | Status of implementation / absorption |
|--------------------------------|--------------------------|----------------|---------------------------------------|
| NA                             | NA                       | NA             | NA                                    |

- iv. Expenditure on R & D (current year & last year) : NIL

#### C. FOREIGN EXCHANGE EARNINGS AND OUTGO

(Rs. In Lakhs)

| Foreign Exchange Earnings and Outgo                | USD        | EURO      |
|----------------------------------------------------|------------|-----------|
| Foreign Exchange Earned in terms of actual inflows | 503559.56  | 47517.84  |
| Foreign Exchange outgo in terms of actual outflows | 3581036.57 | 787292.02 |

### Information pursuant to section 197(12) of Companies Act, 2013.

### Information pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

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

| Non-executive directors * | Ratio to median remuneration |
|---------------------------|------------------------------|
| Mr. Prabhat Krishna       | 0.45                         |
| Mr. Mahipal               | 0.45                         |
| Ms. Shubha Singh          | 0.45                         |

\* They are the Independent directors and get sitting fee only.

| Executive directors | Ratio to median remuneration |
|---------------------|------------------------------|
| Mr. Ashok Gupta     | 46.17                        |
| Mr. Adit Gupta      | 43.15                        |

- ii. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

| Director, Chief Executive Officer, Chief Financial Officer, Company Secretary | % increase in remuneration in the financial year |
|-------------------------------------------------------------------------------|--------------------------------------------------|
| Mr. Ashok Gupta                                                               | -                                                |
| Mr. Adit Gupta                                                                | -                                                |
| Mr. Prabhat Krishna#                                                          | -                                                |

|                         |      |
|-------------------------|------|
| Mr. Mahipal Ahluwalia#  | -    |
| Ms. Shubha Singh#       | -    |
| Mr. Prabir Mukhopadhyay | 4.31 |
| Ms Radha Garg*          | 4.11 |

# Get sitting fee only

\*Since this information is for part of the year, the same is not comparable.

- iii. The percentage increase in the median remuneration of employees in the financial year: 1.8%
- iv. The number of permanent employees on the rolls of Company: 247
- v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
- The average annual increase made in the salaries of employees other than the managerial personnel in the last financial year was around 9%. During the course of the year, there is no increase in the managerial remuneration
- vi. Affirmation that the remuneration is as per the remuneration policy of the company.
- The Company affirms remuneration is as per the remuneration policy of the Company.

### Information pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

| Sl. No. | Name of the Employee          | Age | Designation          | Qualification                               | Experience | Remuneration | Date of Commencement of Employment | Last Employment               |
|---------|-------------------------------|-----|----------------------|---------------------------------------------|------------|--------------|------------------------------------|-------------------------------|
| 1       | Mr. Ashok Gupta               | 66  | Chairman             | B.Sc. (Hons.)                               | 37 years   | 12649080     | 17.12.1983                         | Self Employed                 |
| 2       | Mr. Adit Gupta                | 40  | Managing Director    | B.Sc. (Chemical Engineering), MBA (Finance) | 17 years   | 11820663     | 14.11.2005                         | Self Employed                 |
| 3       | Mr. B.K. Sahu                 | 55  | Head - Marketing     | B.Sc PG DBA                                 | 30 years   | 16,54,363    | 01.04.2009                         | Adit Metal Decord             |
| 4       | Mr. Dinesh Goyal              | 49  | G.M. PLANT           | B.E. (Mech)                                 | 20 years   | 15,90,490    | 02.05.2013                         | Jayna Time Industries Limited |
| 5       | Mr. Amit Aggarwal             | 46  | G.M.- Operations     | B.E. (Elect) M.B.A                          | 14 years   | 15,62,200    | 03.06.2011                         | Overseas Projects-Kenya       |
| 6       | Ms. Vidhi Gupta               | 34  | Mgr. Business Dev.   | B.A. (Comm- Finance)                        | 06 years   | 15,08,400    | 01.11.2008                         | -                             |
| 7       | Ms. Mamta Gupta               | 38  | Mgr. Business Dev.   | M.B.A                                       | 06 years   | 15,08,400    | 01.11.2010                         | -                             |
| 8       | Mr. Anil Walia                | 62  | V.P. - Key Customers | B.A. (Diploma im Marketing)                 | 36 years   | 14,78,400    | 01.08.2018                         | Ice Bergs Food Limited        |
| 9       | Mr. Prabir Kumar Mukhopadhyay | 62  | CFO                  | B.SC (Technical in Textile Technology)      | 28 years   | 13,22,520    | 01.04.2008                         | I.C. Textiles                 |
| 10      | Mr. Ravinder Nath Pandey      | 49  | Oper. Head- Water    | B.S.C. MBA(TGM)                             | 10 years   | 13,04,500    | 01.02.2011                         | Pearl Drink Limited           |



## Annexure IV - EXTRACT OF ANNUAL RETURN (FORM NO. MGT 9)

as on financial year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

### I. REGISTRATION & OTHER DETAILS:

|     |                                                                            |                                                                                                                                                                                               |
|-----|----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| i   | CIN                                                                        | L28122DL1983PLC017141                                                                                                                                                                         |
| ii  | Registration Date                                                          | 17.12.1983                                                                                                                                                                                    |
| iii | Name of the Company                                                        | AMD INDUSTRIES LIMITED                                                                                                                                                                        |
| iv  | Category/Sub-category of the Company                                       | COMPANY LIMITED BY SHARES                                                                                                                                                                     |
| v   | Address of the Registered office & contact details                         | 18, PUSA ROAD, FIRST FLOOR, KAROL BAGH, NEW DELHI-110005                                                                                                                                      |
| vi  | Whether listed company                                                     | LISTED                                                                                                                                                                                        |
| vii | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Bigshare Services Private Limited<br>1st Floor, Bharat Tin Workshop Building,<br>Opp. Vasant Qasis, Makwana Road, Moral,<br>Andheri East, Mumbai-400059<br>Tel: 02262638200, Fax: 02262638299 |

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

| SL. No. | Name & Description of main products/services | NIC Code of the Product /service | % to total turnover of the company |
|---------|----------------------------------------------|----------------------------------|------------------------------------|
| 1       | Crown corks                                  | 25999                            | 37.54%                             |
| 2       | CSD Closures                                 | 22203                            | 17.85%                             |
| 3       | Pet Preforms/Pet Jars/Pet Bottles            | 22203                            | 28.13%                             |
| 4       | Other Business Support Services              | 82990                            | 13.08%                             |

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

| SL. No. | Name & Address of the Company | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % OF SHARES HELD | APPLICABLE SECTION |
|---------|-------------------------------|---------|--------------------------------|------------------|--------------------|
| NIL     |                               |         |                                |                  |                    |

### IV . (I) SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

| 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>A. Promoters</b>                                      |                                                 |          |                 |                   |                                           |          |                 |                   |                          |
| <b>(1) Indian</b>                                        |                                                 |          |                 |                   |                                           |          |                 |                   |                          |
| a) Individual/HUF                                        | 12749715                                        | 0        | 12749715        | 66.52             | 12173223                                  | 0        | 12173223        | 63.5122           | 3.0078                   |
| b) Central Govt.or State Govt.                           | 0                                               | 0        | 0               | 0                 | 0                                         | 0        | 0               | 0                 | 0                        |
| c) Bodies Corporates                                     | 0                                               | 0        | 0               | 0                 | 600300                                    | 0        | 600300          | 3.132             | 3.13                     |
| d) Bank/FI                                               | 0                                               | 0        | 0               | 0                 | 0                                         | 0        | 0               | 0                 | 0                        |
| e) Any other                                             | 0                                               | 0        | 0               | 0                 | 0                                         | 0        | 0               | 0                 | 0                        |
| <b>SUB TOTAL:(A) (1)</b>                                 | <b>12749715</b>                                 | <b>0</b> | <b>12749715</b> | <b>66.52</b>      | <b>12773523</b>                           | <b>0</b> | <b>12773523</b> | <b>66.6442</b>    | <b>0.19</b>              |
| <b>(2) Foreign</b>                                       |                                                 |          |                 |                   |                                           |          |                 |                   |                          |
| 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                        |
| <b>SUB TOTAL (A) (2)</b>                                 | <b>0</b>                                        | <b>0</b> | <b>0</b>        | <b>0</b>          | <b>0</b>                                  | <b>0</b> | <b>0</b>        | <b>0</b>          | <b>0</b>                 |
| <b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b> | <b>12749715</b>                                 | <b>0</b> | <b>12749715</b> | <b>66.52</b>      | <b>12773523</b>                           | <b>0</b> | <b>12773523</b> | <b>66.6442</b>    | <b>0.19</b>              |



| 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>B. PUBLIC SHAREHOLDING</b>                                                       |                                                 |            |                 |                   |                                           |             |                 |                   |                          |
| <b>(1) Institutions</b>                                                             |                                                 |            |                 |                   |                                           |             |                 |                   |                          |
| a) Mutual Funds                                                                     | 0                                               | 0          | 0               | 0                 | 0                                         | 0           | 0               | 0                 | 0                        |
| b) Banks/FI                                                                         | 6420                                            | 0          | 6420            | 0.03              | 540                                       | 0           | 540             | 0.0028            | 91.58                    |
| 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) Others (specify)                                                                 | 0                                               | 0          | 0               | 0                 | 0                                         | 0           | 0               | 0                 | 0                        |
| <b>SUB TOTAL (B)(1):</b>                                                            | <b>6420</b>                                     | <b>0</b>   | <b>6420</b>     | <b>0.03</b>       | <b>540</b>                                | <b>0</b>    | <b>540</b>      | <b>0.0028</b>     | <b>91.58</b>             |
| <b>(2) Non Institutions</b>                                                         |                                                 |            |                 |                   |                                           |             |                 |                   |                          |
| a) Bodies corporates                                                                |                                                 |            |                 |                   |                                           |             |                 |                   |                          |
| i) Indian                                                                           | 563810                                          | 0          | 563810          | 2.94              | 332375                                    | 0           | 332375          | 1.7341            | -41.05                   |
| ii) Overseas                                                                        | 0                                               | 0          | 0               | 0                 | 0                                         | 0           | 0               | 0                 | 0                        |
| b) Individuals                                                                      | 0                                               | 0          | 0               | 0                 | 0                                         | 0           | 0               | 0                 | 0                        |
| i) Individual shareholders holding nominal share capital upto Rs.1 lakhs            | 3753764                                         | 312        | 3754076         | 19.59             | 3726750                                   | 2400        | 3729150         | 19.46             | -0.13                    |
| ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs | 1819919                                         | 0          | 1819919         | 9.50              | 2101246                                   | 0           | 2101246         | 10.96             | 1.47                     |
| c) Others (specify)                                                                 | 0                                               | 0          | 0               | 0                 | 0                                         | 0           | 0               | 0                 | 0                        |
| <b>Clearing Members</b>                                                             | <b>163393</b>                                   | <b>0</b>   | <b>163393</b>   | <b>0.85</b>       | <b>118821</b>                             | <b>0</b>    | <b>118821</b>   | <b>0.6199</b>     | <b>-0.23</b>             |
| <b>Employee</b>                                                                     | <b>40</b>                                       | <b>0</b>   | <b>40</b>       | <b>0.0002</b>     | <b>40</b>                                 | <b>0</b>    | <b>40</b>       | <b>0.0002</b>     | <b>0</b>                 |
| <b>NRIs</b>                                                                         | <b>87894</b>                                    | <b>0</b>   | <b>87894</b>    | <b>0.46</b>       | <b>89026</b>                              | <b>0</b>    | <b>89026</b>    | <b>0.4644</b>     | <b>0</b>                 |
| <b>Unclaimed Suspense A/c</b>                                                       | <b>1073</b>                                     | <b>0</b>   | <b>1073</b>     | <b>0.0056</b>     | <b>1073</b>                               | <b>0</b>    | <b>1073</b>     | <b>0.0056</b>     | <b>0.0000</b>            |
| <b>IEPF</b>                                                                         | <b>5158</b>                                     | <b>0</b>   | <b>5158</b>     | <b>0.0269</b>     | <b>7369</b>                               | <b>0</b>    | <b>7369</b>     | <b>0.0384</b>     | <b>0.01</b>              |
| <b>NBFCs Registered with RBI</b>                                                    | <b>15251</b>                                    | <b>0</b>   | <b>15251</b>    | <b>0.0796</b>     | <b>13586</b>                              | <b>0</b>    | <b>13586</b>    | <b>0.0709</b>     | <b>0.07</b>              |
| <b>SUB TOTAL (B)(2):</b>                                                            | <b>6410302</b>                                  | <b>312</b> | <b>6410614</b>  | <b>33.4465</b>    | <b>6390286</b>                            | <b>2400</b> | <b>6392686</b>  | <b>33.3500</b>    | <b>-0.0200</b>           |
| <b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>                                 | <b>6416722</b>                                  | <b>312</b> | <b>6417034</b>  | <b>33.4700</b>    | <b>6390826</b>                            | <b>2400</b> | <b>6393226</b>  | <b>33.3500</b>    | <b>-0.1200</b>           |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                              | <b>0</b>                                        | <b>0</b>   | <b>0</b>        | <b>0</b>          | <b>0</b>                                  | <b>0</b>    | <b>0</b>        | <b>0</b>          | <b>0</b>                 |
| <b>Grand Total (A+B+C)</b>                                                          | <b>19166437</b>                                 | <b>312</b> | <b>19166749</b> | <b>100</b>        | <b>19164349</b>                           | <b>2400</b> | <b>19166749</b> | <b>100</b>        | <b>0</b>                 |

## (ii) SHARE HOLDING OF PROMOTERS

| Sl. No. | Shareholders Name                                   | Shareholding at the beginning of the year |                                  |                                                | Shareholding at the end of the year |                                  |                                                | % change in share holding during the year |
|---------|-----------------------------------------------------|-------------------------------------------|----------------------------------|------------------------------------------------|-------------------------------------|----------------------------------|------------------------------------------------|-------------------------------------------|
|         |                                                     | No. of shares                             | % of total shares of the company | % of shares pledged encumbered to total shares | No. of shares                       | % of total shares of the company | % of shares pledged encumbered to total shares |                                           |
| 1       | Ashok Gupta                                         | 3552595                                   | 18.54                            | 0.00                                           | 3576103                             | 18.6578                          | 0.00                                           | 0.02                                      |
| 2       | Adit Gupta                                          | 6748241                                   | 35.20                            | 0.00                                           | 6148241                             | 32.0776                          | 0.00                                           | 0                                         |
| 3       | Chitra Gupta                                        | 1200945                                   | 6.27                             | 0.00                                           | 1200945                             | 6.2658                           | 0.00                                           | 0                                         |
| 4       | Vidhi Bajoria                                       | 96600                                     | 0.50                             | 0.00                                           | 96600                               | 0.5040                           | 0.00                                           | 0                                         |
| 5       | Ashok Gupta(HUF)                                    | 982500                                    | 5.12                             | 0.00                                           | 982500                              | 5.1261                           | 0.00                                           | 0                                         |
| 6       | Mamta Gupta                                         | 168834                                    | 0.88                             | 0.00                                           | 168834                              | 0.8809                           | 0.00                                           | 0                                         |
| 7       | AMD Financial Services Private Limited              |                                           |                                  |                                                | 100                                 | 0.0005                           | 0.00                                           |                                           |
| 8       | Kadam Trees Properties Private Limited              |                                           |                                  |                                                | 100                                 | 0.0005                           | 0.00                                           |                                           |
| 9       | Ashoka Productions & communications Private Limited |                                           |                                  |                                                | 600100                              | 3.1309                           | 0.00                                           |                                           |
|         | <b>Total</b>                                        | <b>12749715</b>                           | <b>66.5200</b>                   | <b>0.00</b>                                    | <b>12773523</b>                     | <b>66.644</b>                    | <b>0.00</b>                                    | <b>0</b>                                  |



(iii) CHANGE IN PROMOTERS' SHAREHOLDING ( Including all Promoters)

| Sl. No. | Shareholders Name              | Shareholding at the beginning of the year |                                  | Cumulative Share holding during the year |                                  |
|---------|--------------------------------|-------------------------------------------|----------------------------------|------------------------------------------|----------------------------------|
|         |                                | No. of Shares                             | % of total shares of the company | No of shares                             | % of total shares of the company |
|         | At the beginning of the year   | 12749715                                  | 66.52                            | 12749715                                 | 66.52                            |
|         | On 06/04/2018 through transfer | 200                                       | 0.00                             | 12749915                                 | 66.52                            |
|         | On 11/05/2018 through transfer | 100                                       | 0.00                             | 12750015                                 | 66.52                            |
|         | On 21/12/2018 through transfer | 12598                                     | 0.07                             | 12762613                                 | 66.59                            |
|         | On 28/12/2018 through transfer | 7163                                      | 0.04                             | 12769776                                 | 66.63                            |
|         | On 31/12/2018 through transfer | 2768                                      | 0.01                             | 12772544                                 | 66.64                            |
|         | On 04/01/2019 through transfer | 979                                       | 0.01                             | 12773523                                 | 66.65                            |
|         | At the end of the year         | 12773523                                  | 66.64                            | 12773523                                 | 66.64                            |

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

| Sl. No.  | For Each of the Top 10 Shareholders                                                 | Shareholding at the beginning of the year |                                  | Cumulative Share holding during the year |                                  |
|----------|-------------------------------------------------------------------------------------|-------------------------------------------|----------------------------------|------------------------------------------|----------------------------------|
|          |                                                                                     | No. of Shares                             | % of total shares of the company | No of shares                             | % of total shares of the company |
| <b>1</b> | <b>SUBRAMANIAN P</b>                                                                |                                           |                                  |                                          |                                  |
|          | At the beginning of the year                                                        | 618,370                                   | 3.23                             | 618,370                                  | 3.23                             |
|          | On 06.04.2018 through transfer                                                      | 2,700                                     | 0.01                             | 621070                                   | 3.24                             |
|          | On 25.05.2018 through transfer                                                      | 12,210                                    | 0.06                             | 633280                                   | 3.30                             |
|          | On 01.06.2018 through transfer                                                      | 4,170                                     | 0.02                             | 637450                                   | 3.33                             |
|          | On 15.06.2018 through transfer                                                      | 5,696                                     | 0.03                             | 643146                                   | 3.36                             |
|          | On 22.06.2018 through transfer                                                      | 424                                       | 0.00                             | 643570                                   | 3.36                             |
|          | On 03.08.2018 through transfer                                                      | 6,558                                     | 0.03                             | 650128                                   | 3.39                             |
|          | On 17.08.2018 through transfer                                                      | 3,432                                     | 0.02                             | 653560                                   | 3.41                             |
|          | On 12.10.2018 through transfer                                                      | 4,230                                     | 0.02                             | 657790                                   | 3.43                             |
|          | On 02.11.2018 through transfer                                                      | 5,200                                     | 0.03                             | 662990                                   | 3.46                             |
|          | On 09.11.2018 through transfer                                                      | 200                                       | 0.00                             | 663190                                   | 3.46                             |
|          | On 23.11.2018 through transfer                                                      | 7,200                                     | 0.04                             | 670390                                   | 3.50                             |
|          | On 14.12.2018 through transfer                                                      | 5,100                                     | 0.03                             | 675490                                   | 3.52                             |
|          | On 28.12.2018 through transfer                                                      | 3,000                                     | 0.02                             | 678490                                   | 3.54                             |
|          | On 15.02.2019 through transfer                                                      | 4,400                                     | 0.02                             | 682,890                                  | 3.56                             |
|          | On 22.02.2019 through transfer                                                      | 4,600                                     | 0.02                             | 687490                                   | 3.59                             |
|          | On 01.03.2019 through transfer                                                      | 12,600                                    | 0.07                             | 700090                                   | 3.65                             |
|          | On 08.03.2019 through transfer                                                      | 5,400                                     | 0.03                             | 705,490                                  | 3.68                             |
|          | At the end of the year (or on the date of separation, if separated during the year) | 705,490                                   | 3.68                             | 705,490                                  | 3.68                             |
| <b>2</b> | <b>AJAY KUMAR LAL</b>                                                               |                                           |                                  |                                          |                                  |
|          | At the beginning of the year                                                        | 321,762                                   | 1.68                             | 321,762                                  | 1.68                             |
|          | On 13.07.2018 through transfer                                                      | 53,787                                    | 0.28                             | 375,449                                  | 1.96                             |
|          | On 17.08.2018 through transfer                                                      | (42,205)                                  | -0.22                            | 333,344                                  | 1.74                             |
|          | At the end of the year (or on the date of separation, if separated during the year) | 333,344                                   | 1.74                             | 333,344                                  | 1.74                             |



| Sl. No.  | For Each of the Top 10 Shareholders                                                 | Shareholding at the beginning of the year |                                  | Cumulative Share holding during the year |                                  |
|----------|-------------------------------------------------------------------------------------|-------------------------------------------|----------------------------------|------------------------------------------|----------------------------------|
|          |                                                                                     | No. of Shares                             | % of total shares of the company | No of shares                             | % of total shares of the company |
| <b>3</b> | <b>SANGEETHA S</b>                                                                  |                                           |                                  |                                          |                                  |
|          | At the beginning of the year                                                        | 155,590                                   | 0.81                             | 155,590                                  | 0.81                             |
|          | On 06.04.2018 through transfer                                                      | 2,700                                     | 0.01                             | 158,290                                  | 0.83                             |
|          | On 04.05.2018 through transfer                                                      | 2,700                                     | 0.01                             | 160,990                                  | 0.84                             |
|          | On 11.05.2018 through transfer                                                      | 3,600                                     | 0.02                             | 164,590                                  | 0.86                             |
|          | On 18.05.2018 through transfer                                                      | 1,800                                     | 0.01                             | 166,390                                  | 0.87                             |
|          | On 22.06.2018 through transfer                                                      | 10,798                                    | 0.06                             | 177,188                                  | 0.92                             |
|          | On 29.06.2018 through transfer                                                      | 15,032                                    | 0.08                             | 192,220                                  | 1.00                             |
|          | On 27.07.2018 through transfer                                                      | 900                                       | 0.00                             | 193,120                                  | 1.01                             |
|          | On 17.08.2018 through transfer                                                      | 1,170                                     | 0.01                             | 194,290                                  | 1.01                             |
|          | At the end of the year (or on the date of separation, if separated during the year) | 194,290                                   | 1.01                             | 194,290                                  | 1.01                             |
| <b>4</b> | <b>HASMUKEH PAREKH</b>                                                              |                                           |                                  |                                          |                                  |
|          | At the beginning of the year                                                        | 80,000                                    | 0.42                             | 80,000                                   | 0.42                             |
|          | At the end of the year (or on the date of separation, if separated during the year) | 80,000                                    | 0.42                             | 80,000                                   | 0.42                             |
| <b>5</b> | <b>BMA WEALTH CREATORS LIMITED</b>                                                  |                                           |                                  |                                          |                                  |
|          | At the beginning of the year                                                        | 11237                                     | 0.06                             | 11237                                    | 0.058627574                      |
|          | On 13.04.2018 through transfer                                                      | -1000                                     | -0.01                            | 10237                                    | 0.05                             |
|          | On 18.05.2018 through transfer                                                      | 100                                       | 0.00                             | 10337                                    | 0.05                             |
|          | On 25.05.2018 through transfer                                                      | 61150                                     | 0.32                             | 71487                                    | 0.37                             |
|          | On 01.06.2018 through transfer                                                      | -71000                                    | -0.37                            | 487                                      | 0.00                             |
|          | On 08.06.2018 through transfer                                                      | -240                                      | 0.00                             | 247                                      | 0.00                             |
|          | On 15.06.2018 through transfer                                                      | 70590                                     | 0.37                             | 70837                                    | 0.37                             |
|          | On 22.06.2018 through transfer                                                      | 400                                       | 0.00                             | 71237                                    | 0.37                             |
|          | On 13.07.2018 through transfer                                                      | -989                                      | -0.01                            | 70248                                    | 0.37                             |
|          | On 20.07.2018 through transfer                                                      | -130                                      | 0.00                             | 70118                                    | 0.37                             |
|          | On 27.07.2018 through transfer                                                      | -311                                      | 0.00                             | 69807                                    | 0.36                             |
|          | On 03.08.2018 through transfer                                                      | -8610                                     | -0.04                            | 61197                                    | 0.32                             |
|          | On 24.08.2018 through transfer                                                      | -160                                      | 0.00                             | 61037                                    | 0.32                             |
|          | On 31.08.2018 through transfer                                                      | -840                                      | 0.00                             | 60197                                    | 0.31                             |
|          | On 07.09.2018 through transfer                                                      | -5000                                     | -0.03                            | 55197                                    | 0.29                             |
|          | On 14.09.2018 through transfer                                                      | 5000                                      | 0.03                             | 60197                                    | 0.31                             |
|          | On 16.11.2018 through transfer                                                      | -1000                                     | -0.01                            | 59197                                    | 0.31                             |
|          | On 28.12.2018 through transfer                                                      | -100                                      | 0.00                             | 59097                                    | 0.31                             |
|          | On 04.01.2019 through transfer                                                      | 100                                       | 0.00                             | 59197                                    | 0.31                             |
|          | On 25.01.2019 through transfer                                                      | -5000                                     | -0.03                            | 54197                                    | 0.28                             |
|          | On 15.02.2019 through transfer                                                      | 6700                                      | 0.03                             | 60897                                    | 0.32                             |
|          | On 01.03.2019 through transfer                                                      | -200                                      | 0.00                             | -60697                                   | -0.32                            |
|          | On 29.03.2019 through transfer                                                      | 1000                                      | 0.01                             | 61697                                    | 0.32                             |
|          | At the end of the year (or on the date of separation, if separated during the year) | 61697                                     | 0.32                             | 61697                                    | 0.32                             |



| Sl. No.  | For Each of the Top 10 Shareholders                                                 | Shareholding at the beginning of the year |                                  | Cumulative Share holding during the year |                                  |
|----------|-------------------------------------------------------------------------------------|-------------------------------------------|----------------------------------|------------------------------------------|----------------------------------|
|          |                                                                                     | No. of Shares                             | % of total shares of the company | No of shares                             | % of total shares of the company |
| <b>6</b> | <b>DEEPAK RAJKUMAR BAJAJ</b>                                                        |                                           |                                  |                                          |                                  |
|          | At the beginning of the year                                                        | 22,043                                    | 0.12                             | 22,043                                   | 0.12                             |
|          | On 03.08.2018 through transfer                                                      | 25,646                                    | 0.13                             | 47,689                                   | 0.25                             |
|          | On 17.08.2018 through transfer                                                      | 5,000                                     | 0.03                             | 52,689                                   | 0.27                             |
|          | On 24.08.2018 through transfer                                                      | 6,917                                     | 0.04                             | 59,606                                   | 0.31                             |
|          | At the end of the year (or on the date of separation, if separated during the year) | 59,606                                    | 0.31                             | 59,606                                   | 0.31                             |
| <b>7</b> | <b>MAHENDRA GIRDHARILAL</b>                                                         |                                           |                                  |                                          |                                  |
|          | At the beginning of the year                                                        | 51633                                     | 0.27                             | 51633                                    | 0.27                             |
|          | At the end of the year (or on the date of separation, if separated during the year) | 51633                                     | 0.27                             | 51633                                    | 0.27                             |
| <b>8</b> | <b>SUNERA DILAVAR VINDHANI</b>                                                      |                                           |                                  |                                          |                                  |
|          | At the beginning of the year                                                        | 16,896                                    | 0.09                             | 16,896                                   | 0.09                             |
|          | On 13.04.2018 through transfer                                                      | 20,750                                    | 0.11                             | 20,750                                   | 0.11                             |
|          | On 20.04.2018 through transfer                                                      | 2,316                                     | 0.01                             | 2,316                                    | 0.01                             |
|          | On 27.04.2018 through transfer                                                      | (397)                                     | 0.00                             | (397)                                    | 0.00                             |
|          | On 04.05.2018 through transfer                                                      | 100                                       | 0.00                             | 100                                      | 0.00                             |
|          | On 11.05.2018 through transfer                                                      | 500                                       | 0.00                             | 500                                      | 0.00                             |
|          | On 18.05.2018 through transfer                                                      | 50                                        | 0.00                             | 50                                       | 0.00                             |
|          | On 25.05.2018 through transfer                                                      | 2,000                                     | 0.01                             | 2,000                                    | 0.01                             |
|          | On 01.06.2018 through transfer                                                      | (600)                                     | 0.00                             | (600)                                    | 0.00                             |
|          | On 08.06.2018 through transfer                                                      | 5,200                                     | 0.03                             | 5,200                                    | 0.03                             |
|          | On 27.07.2018 through transfer                                                      | 6,993                                     | 0.04                             | 6,993                                    | 0.04                             |
|          | On 03.08.2018 through transfer                                                      | (200)                                     | 0.00                             | (200)                                    | 0.00                             |
|          | On 10.08.2018 through transfer                                                      | 237                                       | 0.00                             | 237                                      | 0.00                             |
|          | On 24.08.2018 through transfer                                                      | (1,900)                                   | -0.01                            | (1,900)                                  | -0.01                            |
|          | On 31.08.2018 through transfer                                                      | (3,000)                                   | -0.02                            | (3,000)                                  | -0.02                            |
|          | On 28.09.2018 through transfer                                                      | (151)                                     | 0.00                             | (151)                                    | 0.00                             |
|          | On 18.01.2019 through transfer                                                      | (500)                                     | 0.00                             | (500)                                    | 0.00                             |
|          | On 25.01.2019 through transfer                                                      | 5                                         | 0.00                             | 5                                        | 0.00                             |
|          | On 08.02.2019 through transfer                                                      | (236)                                     | 0.00                             | (236)                                    | 0.00                             |
|          | On 15.02.2019 through transfer                                                      | (599)                                     | 0.00                             | (599)                                    | 0.00                             |
|          | On 22.02.2019 through transfer                                                      | (100)                                     | 0.00                             | (100)                                    | 0.00                             |
|          | On 01.03.2019 through transfer                                                      | (1,700)                                   | -0.01                            | (1,700)                                  | -0.01                            |
|          | On 08.03.2019 through transfer                                                      | 920                                       | 0.00                             | 920                                      | 0.00                             |
|          | On 15.03.2019 through transfer                                                      | 400                                       | 0.00                             | 400                                      | 0.00                             |
|          | On 22.03.2019 through transfer                                                      | 2,261                                     | 0.01                             | 2,261                                    | 0.01                             |
|          | At the end of the year (or on the date of separation, if separated during the year) | 49,245                                    | 0.26                             | 49,245                                   | 0.26                             |
| <b>9</b> | <b>NILESHKUMAR MUJIBHAI KOTHARI</b>                                                 |                                           |                                  |                                          |                                  |
|          | At the beginning of the year                                                        | 11,179                                    | 0.06                             | 11,179                                   | 0.06                             |
|          | On 12.10.2018 through transfer                                                      | 32,000                                    | 0.17                             | 43,179                                   | 0.23                             |
|          | On 15.02.2019 through transfer                                                      | (32,479)                                  | -0.17                            | 10,700                                   | 0.06                             |
|          | On 22.02.2019 through transfer                                                      | 32,479                                    | 0.17                             | 43,179                                   | 0.23                             |
|          | At the end of the year (or on the date of separation, if separated during the year) | 43,179                                    | 0.23                             | 43,179                                   | 0.23                             |

| Sl. No.   | For Each of the Top 10 Shareholders                                                 | Shareholding at the beginning of the year |                                  | Cumulative Share holding during the year |                                  |
|-----------|-------------------------------------------------------------------------------------|-------------------------------------------|----------------------------------|------------------------------------------|----------------------------------|
|           |                                                                                     | No. of Shares                             | % of total shares of the company | No of shares                             | % of total shares of the company |
| <b>10</b> | <b>ILFS SECURITIES SERVICES LIMITED</b>                                             |                                           |                                  |                                          |                                  |
|           | At the beginning of the year                                                        | 54,596                                    | 0.28                             | 54,596                                   | 0.28                             |
|           | On 11.05.2018 through transfer                                                      | (35,096)                                  | -0.18                            | 19,500                                   | 0.10                             |
|           | On 15.06.2018 through transfer                                                      | (1,150)                                   | -0.01                            | 18,350                                   | 0.10                             |
|           | On 29.06.2018 through transfer                                                      | (250)                                     | 0.00                             | 18,100                                   | 0.09                             |
|           | On 13.07.2018 through transfer                                                      | (2,500)                                   | -0.01                            | 15,600                                   | 0.08                             |
|           | On 23.07.2018 through transfer                                                      | (1,000)                                   | -0.01                            | 14,600                                   | 0.08                             |
|           | On 05.10.2018 through transfer                                                      | (300)                                     | 0.00                             | 14,300                                   | 0.07                             |
|           | On 18.01.2019 through transfer                                                      | 17,395                                    | 0.09                             | 31,695                                   | 0.17                             |
|           | On 15.02.2019 through transfer                                                      | 32,479                                    | 0.17                             | 64,174                                   | 0.33                             |
|           | On 22.02.2019 through transfer                                                      | (32,479)                                  | -0.17                            | 31,695                                   | 0.17                             |
|           | On 29.03.2019 through transfer                                                      | 10,000                                    | 0.05                             | 41,695                                   | 0.22                             |
|           | At the end of the year (or on the date of separation, if separated during the year) | 41,695                                    | 0.22                             | 41,695                                   | 0.22                             |

**(v) Shareholding of Directors & KMP**

| Sl. No.  | For Each of the Directors & KMP                                                                            | Shareholding at the beginning of the year |                                  | Cumulative Share holding during the year |                                  |
|----------|------------------------------------------------------------------------------------------------------------|-------------------------------------------|----------------------------------|------------------------------------------|----------------------------------|
|          |                                                                                                            | No. of Shares                             | % of total shares of the company | No of shares                             | % of total shares of the company |
| <b>1</b> | <b>Ashok Gupta</b>                                                                                         |                                           |                                  |                                          |                                  |
|          | At the beginning of the year                                                                               | 3552595                                   | 18.54                            | 3552595                                  | 18.54                            |
|          | on 21.12.2018 through transfer                                                                             | 12598                                     | 0.07                             | 3565193                                  | 18.60                            |
|          | on 28.12.2018 through transfer                                                                             | 7163                                      | 0.04                             | 3572356                                  | 18.64                            |
|          | on 31.12.2018 through transfer                                                                             | 2768                                      | 0.01                             | 3575124                                  | 18.65                            |
|          | on 04.01.2019 through transfer                                                                             | 979                                       | 0.01                             | 3576103                                  | 18.66                            |
|          | At the end of the year                                                                                     | 3576103                                   | 18.66                            | 3576103                                  | 18.66                            |
| <b>2</b> | <b>Adit Gupta</b>                                                                                          |                                           |                                  |                                          |                                  |
|          | At the beginning of the year                                                                               | 6748241                                   | 35.21                            | 6748241                                  | 35.21                            |
|          | on 06.04.2018 through transfer                                                                             | 600000                                    | 3.130421335                      | 6148241                                  | 32.07764134                      |
|          | At the end of the year                                                                                     | 6148241                                   | 32.0776                          | 6148241                                  | 32.0776                          |
| <b>3</b> | <b>Prabhat Krishna</b>                                                                                     |                                           |                                  |                                          |                                  |
|          | At the beginning of the year                                                                               | Nil                                       | Nil                              | Nil                                      | Nil                              |
|          | Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease | Nil                                       | Nil                              | Nil                                      | Nil                              |
|          | At the end of the year                                                                                     | Nil                                       | Nil                              | Nil                                      | Nil                              |
| <b>4</b> | <b>Mahipal Ahluwalia</b>                                                                                   |                                           |                                  |                                          |                                  |
|          | At the beginning of the year                                                                               | Nil                                       | Nil                              | Nil                                      | Nil                              |
|          | Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease | Nil                                       | Nil                              | Nil                                      | Nil                              |
|          | At the end of the year                                                                                     | Nil                                       | Nil                              | Nil                                      | Nil                              |
| <b>5</b> | <b>Shubha Singh</b>                                                                                        |                                           |                                  |                                          |                                  |
|          | At the beginning of the year                                                                               | Nil                                       | Nil                              | Nil                                      | Nil                              |
|          | Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease | Nil                                       | Nil                              | Nil                                      | Nil                              |
|          | At the end of the year                                                                                     | Nil                                       | Nil                              | Nil                                      | Nil                              |



| Sl. No.  | For Each of the Directors & KMP                                                                            | Shareholding at the beginning of the year |                                  | Cumulative Share holding during the year |                                  |
|----------|------------------------------------------------------------------------------------------------------------|-------------------------------------------|----------------------------------|------------------------------------------|----------------------------------|
|          |                                                                                                            | No. of Shares                             | % of total shares of the company | No of shares                             | % of total shares of the company |
| <b>6</b> | <b>Radha Shakti Garg</b>                                                                                   |                                           |                                  |                                          |                                  |
|          | At the beginning of the year                                                                               | Nil                                       | Nil                              | Nil                                      | Nil                              |
|          | Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease | Nil                                       | Nil                              | Nil                                      | Nil                              |
|          | At the end of the year                                                                                     | Nil                                       | Nil                              | Nil                                      | Nil                              |
| <b>7</b> | <b>Prabir Mukhopadhyay</b>                                                                                 |                                           |                                  |                                          |                                  |
|          | At the beginning of the year                                                                               | Nil                                       | Nil                              | Nil                                      | Nil                              |
|          | Date wise Increase/ Decrease in shareholding during the year specifying the reasons for increase/ decrease | Nil                                       | Nil                              | Nil                                      | Nil                              |
|          | At the end of the year                                                                                     | Nil                                       | Nil                              | Nil                                      | Nil                              |

## V INDEBTEDNESS

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

|                                                          | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|----------------------------------------------------------|----------------------------------|-----------------|----------|--------------------|
| <b>Indebtness at the beginning of the financial year</b> |                                  |                 |          |                    |
| i) Principal Amount                                      | 4,863.59                         | 89.60           | -        | 4,953.19           |
| ii) Interest due but not paid                            | -                                | -               | -        | -                  |
| iii) Interest accrued but not due                        | -                                | -               | -        | -                  |
| <b>Total (i+ii+iii)</b>                                  | <b>4,863.59</b>                  | <b>89.60</b>    | <b>-</b> | <b>4,953.19</b>    |
| <b>Change in Indebtedness during the financial year</b>  |                                  |                 |          | -                  |
| Additions                                                | -                                | 782.00          | -        | 782.00             |
| Reduction                                                | 1,862.02                         | 109.05          | -        | 1,971.07           |
| <b>Net Change</b>                                        | <b>1,862.02</b>                  | <b>672.95</b>   | <b>-</b> | <b>2,534.97</b>    |
| <b>Indebtedness at the end of the financial year</b>     |                                  |                 |          | -                  |
| i) Principal Amount                                      | 3,001.57                         | 762.55          | -        | 3,764.12           |
| ii) Interest due but not paid                            |                                  | 49.11           | -        | 49.11              |
| iii) Interest accrued but not due                        | -                                | -               | -        | -                  |
| <b>Total (i+ii+iii)</b>                                  | <b>3,001.57</b>                  | <b>811.66</b>   | <b>-</b> | <b>3,813.23</b>    |

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole time director and/or Manager: (Paid during the year)

| Sl. No.  | Particulars of Remuneration                                                  | Name of the MD/WTD/Manager |                      | Total Amount         |
|----------|------------------------------------------------------------------------------|----------------------------|----------------------|----------------------|
|          |                                                                              | Mr. Ashok Gupta            | Mr. Adit Gupta       |                      |
| <b>1</b> | <b>Gross salary</b>                                                          |                            |                      |                      |
| (a)      | Salary as per provisions contained in section 17(1) of the Income Tax. 1961. | 8,458,936.00               | 10,581,063.00        | 19,039,999.00        |
| (b)      | Value of perquisites u/s 17(2) of the Income tax Act, 1961                   | 4,190,144.00               | 1,239,600.00         | 5,429,744.00         |
| (c)      | Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961    | -                          | -                    | -                    |
| <b>2</b> | <b>Stock option</b>                                                          | -                          | -                    | -                    |
| <b>3</b> | <b>Sweat Equity</b>                                                          | -                          | -                    | -                    |
| <b>4</b> | <b>Commission as % of profit others (specify)</b>                            |                            |                      |                      |
| <b>5</b> | <b>Others, please specify</b>                                                | -                          | -                    | -                    |
|          | <b>Total (A)</b>                                                             | <b>12,649,080.00</b>       | <b>11,820,663.00</b> | <b>24,469,743.00</b> |
|          | <b>Ceiling as per the Act</b>                                                |                            |                      |                      |

## B. Remuneration to other directors:

| Sl. No. | Particulars of Remuneration                | Name of the Directors |                   |              | Total Amount |
|---------|--------------------------------------------|-----------------------|-------------------|--------------|--------------|
| 1       | Independent Directors                      | Prabhat Krishna       | Mahipal Ahluwalia | Shubha Singh |              |
| (a)     | Fee for attending board committee meetings | 124,000.00            | 124,000.00        | 124,000.00   | 372,000.00   |
| (b)     | Commission                                 | -                     | -                 | -            | -            |
| (c)     | Others, please specify                     | -                     | -                 | -            | -            |
|         | <b>Total (1)</b>                           | 124,000.00            | 124,000.00        | 124,000.00   | 372,000.00   |
| 2       | Other Non Executive Directors              | -                     | -                 | -            | -            |
| (a)     | Fee for attending board committee meetings | -                     | -                 | -            | -            |
| (b)     | Commission                                 | -                     | -                 | -            | -            |
| (c)     | Others, please specify.                    |                       |                   |              |              |
|         | <b>Total (2)</b>                           | -                     | -                 | -            | -            |
|         | <b>Total (B)=(1+2)</b>                     | 124,000.00            | 124,000.00        | 124,000.00   | 372,000.00   |
|         | <b>Total Managerial Remuneration</b>       |                       |                   |              |              |
|         | <b>Overall Cieling as per the Act.</b>     |                       |                   |              |              |

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

| Sl. No. | Particulars of Remuneration                                                      | Name of the KMP          |                               | Total Amount        |
|---------|----------------------------------------------------------------------------------|--------------------------|-------------------------------|---------------------|
| 1       | Name                                                                             | Ms. Radha Shakti Garg*   | Mr. Prabir Kumar Mukhopadhyay |                     |
| 2       | <b>Gross Salary</b>                                                              | <b>Company Secretary</b> | <b>CFO</b>                    |                     |
| (a)     | Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. | 775,820.00               | 1,273,920.00                  | 2,049,740.00        |
| (b)     | Value of perquisites u/s 17(2) of the Income Tax Act, 1961                       | 35,000.00                | 48,600.00                     | 83,600.00           |
| (c)     | Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961        | Nil                      | Nil                           | Nil                 |
| 3       | Stock Option                                                                     | Nil                      | Nil                           | Nil                 |
| 4       | Sweat Equity                                                                     | Nil                      | Nil                           | Nil                 |
| 5       | Commission                                                                       |                          |                               |                     |
|         | as % of profit                                                                   | Nil                      | Nil                           | Nil                 |
|         | <b>others, specify</b>                                                           | Nil                      | Nil                           | Nil                 |
| 6       | <b>Others, please specify</b>                                                    | Nil                      | Nil                           | Nil                 |
|         | <b>Total</b>                                                                     | <b>810,820.00</b>        | <b>1,322,520.00</b>           | <b>2,133,340.00</b> |

\* Ms. Radha Shakti Garg has appointed with effect from 26.05.2016

## VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority (RD/ NCLT/Court) | Appeal made if any (give details) |
|-------------------------------------|------------------------------|-------------------|----------------------------------------------------------|----------------------------|-----------------------------------|
| <b>A. COMPANY</b>                   |                              |                   |                                                          |                            |                                   |
| Penalty                             |                              |                   |                                                          |                            |                                   |
| Punishment                          |                              |                   |                                                          |                            |                                   |
| Compounding                         |                              |                   |                                                          |                            |                                   |
| <b>B. DIRECTORS</b>                 |                              |                   |                                                          |                            |                                   |
| Penalty                             |                              |                   |                                                          |                            |                                   |
| Punishment                          |                              |                   |                                                          |                            |                                   |
| Compounding                         |                              |                   |                                                          |                            |                                   |
| <b>C. OTHER OFFICERS IN DEFAULT</b> |                              |                   |                                                          |                            |                                   |
| Penalty                             |                              |                   |                                                          |                            |                                   |
| Punishment                          |                              |                   |                                                          |                            |                                   |
| Compounding                         |                              |                   |                                                          |                            |                                   |



## MANAGEMENT DISCUSSION AND ANALYSIS

### Industry Structure & Developments

#### Packaging

The **global PET bottle market** reached a volume of more than 17 Million Tons in 2018, registering a CAGR of more than 2.3% during 2011-2018. The market is further projected to reach a volume of nearly 19 Million Tons by 2024, at a CAGR of nearly 2.1% during 2019-2024. Polyethylene terephthalate (PET) refers to a thermoplastic polymer resin of the polyester family which is widely used for manufacturing plastic bottles. In comparison with PP, HDPE and PVC bottles, PET bottles are more durable, transparent, lightweight, non-reactive, cost-effective and thermally stable. Moreover, they are environment-friendly and can be recycled repeatedly which further reduces their manufacturing cost. Primarily used in the packaging of drinking water and beverages, PET bottles are also gaining prominence as a packaging solution for salad dressings, household cleaners, medicines, dish detergents and mouthwashes.

Plastic is used heavily for packaging owing to its innovative visual appeal for customer attraction and convenience. The growth in lifestyle and consumption patterns has increased the demand for the packaged products resulting in growth packaging industry.

The Indian packaging industry has made a mark with its exports that comprise flattened cans, printed sheets and components, crown cork, lug caps, plastic film laminates, craft paper, paper board and packaging machinery, while the imports include tinplate, coating and lining compounds and others. In India, the fastest growing packaging segments are laminates and flexible packaging, especially PET and woven sacks. Over the last few years Packaging Industry is an important sector driving technology and innovation growth in the country and adding value to the various manufacturing sectors including agriculture and FMCG segments.

The recent 30 per cent drop in crude oil prices will benefit many companies from the industry, as plastic is derived from petroleum refining products. Lower the cost of oil, lower is the cost of plastic raw materials used for packaging purpose. To note, the Indian packaging industry has registered a robust growth of 15% CAGR in the last five years and is estimated to achieve \$32 billion annual turnover by 2025.

#### Real Estate Market

The real estate sector is one of the most globally recognized sectors. Real estate sector comprises four sub sectors - housing, retail, hospitality, and commercial. The growth of this sector is well complemented by the growth of the corporate environment and the demand for office space as well as urban and semi-urban accommodations. The construction industry ranks third among the 14 major sectors in terms of direct, indirect and induced effects in all sectors of the economy.

The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces. Private Equity and Venture Capital investments in the sector have reached US\$ 1.47 billion between Jan-Mar 2019. Institutional investments in India's real estate are expected to reach US\$ 5.5 billion for 2018, the highest in a decade.

#### Segment-wise or product-wise performance

Your Company manufactures Crown Caps which are mainly used as metallic closures for various edible items packed in glass bottles e.g. Carbonated Soft Drinks, Fruit Juices, Milk products, Beer etc. The use of glass bottles has been seen steady or little bit de-growth whereby the use of Returnable Glass Bottle (RGB) has been seen in reducing trends.

The plastic closure market has been continuously getting its momentum due to increased usage of PET Bottles. The sales of Closures were almost flat during the year against last year.

### Outlook, Opportunities & Threats, Risk and Concerns

The beauty of our country lies in its democracy and the tremendous opportunities that it brings. Your Company has a very clear vision and strategic plan to capture the latest happenings and trends in the industry and align with them to gain maximum advantage from it. This is, perhaps, the reason why Manjushree continues to grow by leaps and bounds year after year and maintain its market leadership.

On one hand where democracy brings opportunities, it also induces fiercely heavy competition, and your Company is not exclusion of it. The very unstable economy brings huge amount of foreign exchange fluctuation and volatility in Raw Material Prices, which are capable of eroding away the major stack of profits of the Company. Add to this is the extreme misery of having un-skilled manpower. These threats are being carefully examined and solutions are being derived thereof. Centralized operations, implementation of ERP systems and training and development of personnel are being continuously undertaken to make sure that your company stays ahead of the curve and is able to wade of such threats.

### Financial Performance

During the year under review, there is a minor improvement in performance of revenue from operation against last year which over all, Revenue increased by 6.94%. Revenue from operations increased by 7.35% jobwork by 14.08% and sale of product by 9.80%. So the overall sales of product including Job work increased by approx 6.38%.

### Internal Control

The Company has adequate internal control system commensurate with the size of the company. The Company has appointed M/s B. L. Khandelwal & Co., Chartered Accountants, New Delhi, as the Internal Auditor of the Company to carry out the internal audit at regular intervals. The internal audit reports along with action taken reports thereon are reviewed by the Audit Committee.



## Material Development in Terms of Human Resources / Industrial Relations front, including number of people employed.

Human Resources are considered to be a form of capital and wealth of the Company. The growth of the Company and improvement in the systems has been sustained by the active involvement of the employees with the Management. It has been the focus of the management to improve and expand the contribution of its human resources towards attainment of organizational goals and values. The technical expertise of the Management has been shared with the employees at the works, which keeps them motivated to meet and surpass the set targets. The company employed 253 numbers of on Roll employees during the year.

## Details of Changes in key financial ratio and in Return on Net Worth as compared to the immediately previous financial year.

In the reporting financial year there is no significant changes in key financial Ratios except as below which are basically due to increase in operation profit margin only:

| S. No. | Particulars             | As on 31.03.2019 | As on 31.03.2018 |
|--------|-------------------------|------------------|------------------|
| A      | Interest Coverage ratio | 0.95             | 0.76             |
| B      | Net Profit Margin (%)   | 0.12%            | -0.56%           |
| C      | Return on Net worth (%) | 0.16%            | -0.70%           |

## Cautionary Statement

Statement in the Management Discussion & Analysis, describing the Company's objectives, projections and estimates are forward looking statements and progressive within the meaning of applicable laws and regulations.

Actual results may vary from those expressed or implied, depending upon the economic conditions, Government policies and other incidental factors.

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## Auditor's Certificate on Corporate Governance

To

The Members,

**AMD INDUSTRIES LIMITED**

18, Pusa Road, 1st Floor,

Karol Bagh, New Delhi- 110 005.

We have examined the compliance of the conditions of Corporate Governance by **AMD INDUSTRIES LIMITED** ('the Company') for the year ended on 31st March 2019, as stipulated in Regulation 16 to 27, Clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Regulation. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 16 to 27, Clause (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations").

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

**For AGG & ASSOCIATES**  
**(Company Secretaries)**

Sd/-

**Amar Gopal Gambhir**  
**(Proprietor)**

**Date: 12.08.2019**

**Place: New Delhi**

**M.No: 3668**

**CP No: 3653**

## Corporate Governance Report for the year 2018-19

### Company's Philosophy on Code of Corporate Governance

Corporate Governance is an integral part of values, ethics and best business practices followed by the Company. It envisages attainment of highest levels of transparency, accountability and equity in all facets of its operations and in all its interactions with its stakeholders, including shareholders, employees, lenders and the Government. The core values of the Company are:

- Commitment to excellence and customer satisfaction.
- Maximizing long term shareholders worth.
- Socially valued enterprise and
- Caring for people and environment.

### Board of Directors

#### Profile of Directors

##### Mr. Ashok Gupta

Mr. Ashok Gupta, aged about 66 years is founder promoter director of the Company. He is the Chairman & Whole-time Director of AMD Industries Limited w.e.f. 03.07.2016. He is a Bachelor of Science and enriched with an experience of more than 39 years in Industrial and Commercial activities. He commenced this business in the year 1974 by setting up a unit under the name and style of Shyam Industries to manufacture pilfer proof Aluminum caps mainly used by liquor industry.

Mr. Ashok Gupta has traveled widely and has attended many prestigious seminars and exhibitions in India and abroad including Inter Pack and Metpack Dusseldorf, Germany, Pet Exhibition- Munich. He also participated as a Guest Speaker on the subject "The Growing Trends of Pet Industry in Asia Pacific Market" organized in Germany by PET PLANET, one of the Worlds' most read PET magazines. He also attended textile exhibition in Singapore held in October 2005.

##### Mr. Adit Gupta

Mr. Adit Gupta, aged about approx. 40 years is the son of Mr. Ashok Gupta. He has completed his B.Sc. in Chemical Engineering stream from Virginia, USA and MBA (Finance) from Boston, USA. Mr. Adit Gupta has been involved in business development and promotion function of AMD Industries Ltd. since 1999. In the year 1999, he underwent a training course at Sacmi, Italy to get first hand experience of beverage packaging trends and know-how in plastics and crowns manufacturing. He has joined the Board of AMD Industries Limited on 14-11-2005 as the Director of the Company & further subsequently appointed as Whole Time Director w.e.f. 14-06-2006. Earlier, he was appointed as Jt. Managing Director. At present he is the Managing Director of the Company.

Mr. Adit Gupta was actively involved as a team leader for implementation of Company's expansion and diversification projects of PET and Plastic closures in the year 2002 and 2003. He is one of the promoter directors of the company.

##### Mr. Mahipal

Mr. Mahipal aged about 68 years is a eminent Lawyer and is having more than 40 years of experience in handling Legal cases both in High Court as well as in Supreme Court. He is Non- Executive Independent Director of the company.

##### Mr. Prabhat Krishna

Mr. Prabhat Krishna aged about approx 72 years, is a retired banker from State Bank of India. He is B. Tech (Chem) from IIT, New Delhi. He started his career with a Chemical Consultancy firm. He joined SBI as Probationary Officer in 1973. He kept on moving on different position within the Bank and handled Corporate Account with a minimum limit of Rs.50 Crores & above. Mr. Prabhat Krishna worked with the Bank for 35 years and retired in November 2007.

##### Ms. Shubha Singh

Ms. Shubha Singh is an Associate Member of Institute of Company Secretaries of India. She has done Chartered Financial Analyst (CFA) from ICFAI, Hyderabad in 2002, MBA (International Business) from IMT, Ghaziabad in 2013, B. Com. (Hons) from Hansraj College, Delhi University in 1996. Presently she is working as a Vice President & Company Secretary of Omaxe Limited. She has more than 17 years of experience in secretarial and finance functions.

### Composition of the Board

The Board of Directors of the Company comprised of five Directors out of which there are two Promoter Directors and three Independent Directors. Composition of the Board and category of Directors as on 31.03.2019 are as follows:

| S. No. | Name of Director    | Category                              | Relationship between Directors Inter-se | Attendance of meetings during 2018-19 |          | Number of other Directorships in other Companies |        | No. of Chairmanship/ Membership in Committees* |            | Directorship in other listed entities (Category of Directorship)    |
|--------|---------------------|---------------------------------------|-----------------------------------------|---------------------------------------|----------|--------------------------------------------------|--------|------------------------------------------------|------------|---------------------------------------------------------------------|
|        |                     |                                       |                                         | Board Meetings                        | Last AGM | Private                                          | Public | Chairmanship                                   | Membership |                                                                     |
| 1.     | Mr. Ashok Gupta     | Chairman- Executive Director          | Father of Mr. Adit Gupta                | 2                                     | Yes      | 8                                                | 2      | Nil                                            | Nil        | Nil                                                                 |
| 2.     | Mr. Adit Gupta      | Managing Director- Executive Director | Son of Mr. Ashok Gupta                  | 4                                     | Yes      | 6                                                | 1      | Nil                                            | 02         | Nil                                                                 |
| 3.     | Mr. Mahipal         | Independent Director- Non Executive   | No Relation                             | 4                                     | Yes      | 0                                                | 0      | Nil                                            | 02         | Nil                                                                 |
| 4.     | Mr. Prabhat Krishna | Independent Director- Non Executive   | No Relation                             | 4                                     | Yes      | 2                                                | 1      | 4                                              | Nil        | (1)<br>Alps Industries Limited, Independent Director- Non Executive |
| 5.     | Ms. Shubha Singh    | Independent Director- Non Executive   | No Relation                             | 4                                     | Yes      | 0                                                | 0      | 0                                              | 02         | Nil                                                                 |

**Confirmation by the Board Of Directors:-** The Board Of Directors hereby confirms that the Independent Directors of the company meet the criteria of independence as mentioned in the Regulation 16(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 & they are independent of the management.

\* Only Audit Committee and Stakeholders Relationship Committee are considered.

# AMD Industries Limited



Weblink where the details of familiarization programmes imparted to independent Directors is Disclosed. <http://amdindustries.com/Familiarisation%20Programme%20for%20Independent%20Directors.pdf>

During the year under review, the meeting of Board of Directors held Four times on following dates:

1. 25<sup>th</sup> May 2018,
2. 09<sup>th</sup> August 2018,
3. 13<sup>th</sup> November, 2018
4. 14<sup>th</sup> February, 2019.

## Chart Setting out the Skills/expertise/competence of the board of directors

| Skill               | Description                                                                                                                                                                                                                    |
|---------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Leadership/strategy | Experience of playing leadership role in large business, with competencies around strategy development & implementation, sales & marketing, business administration/operations and organizations and people management         |
| Packaging business  | Strong knowledge and experience in packaging business industry & in managing business operation of a sizable organization in the business of packaging and sale of the packaging products.                                     |
| Financial           | Practical Knowledge & experience in Corporate Finance, accounting & reporting & internal financial controls, including strong ability to asses financial impact of decision making and ensure profitable & sustainable growth. |
| Governance          | Board Level experience in reputed organizations, with strong understanding of & experience in directing the management in the best interest of the company and its stakeholders and in upholding high standards of governance. |
| Regulatory          | Strong expertise and experience in corporate Law & regulatory Compliance in India (including industry specific Law)                                                                                                            |

## Audit Committee

Audit Committee is duly constituted in terms of Section 177 of The Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations, 2015. The terms of reference of the Audit Committee are as under:

### Terms of Reference:

1. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
2. Review and monitor auditor's independence and performance and effectiveness of audit process.
3. Examination of the financial statement and the auditors' report thereon.
4. Approval or to make any subsequent modification of transactions of the Company with related parties.
5. Scrutiny of inter-corporate loans and investments.
6. Valuation of undertakings or assets of the Company, wherever it is necessary.
7. Monitoring the end use of funds raised through public offers and related matters.
8. Monitor the Vigil Mechanism established by the company for directors and employees to report genuine concerns in the prescribed manner.
9. All the terms of reference prescribed by the Central Government from time to time.
10. All the terms of reference guided in the Listing Regulation, 2015 for the Audit Committee including amendments thereof from time to time.

## Composition of Audit Committee

| S. No. | Name of Member      | Designation in Committee | Designation in Company | Date of the Meetings held | No. of meetings attended |
|--------|---------------------|--------------------------|------------------------|---------------------------|--------------------------|
| 1.     | Mr. Prabhat Krishna | Chairman                 | Independent Director   | 25.05.2018                | 4                        |
| 2.     | Mr. Mahipal         | Member                   | Independent Director   | 09.08.2018                | 4                        |
| 3.     | Mr. Adit Gupta      | Member                   | Managing Director      | 13.11.2018                | 4                        |
| 4.     | Ms. Shubha Singh    | Member                   | Independent Director   | 14.02.2019                | 4                        |

Ms. Radha Shakti Garg, Company Secretary of the Company acted as Secretary to the Committee.

## Nomination and Remuneration Committee:

Nomination and Remuneration Committee is duly constituted in terms of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations, 2015. The terms of reference of the Nomination and Remuneration Committee are as under:

### Terms of reference:

1. Formulation of the criteria for determining qualifications, Positive attributes and independence of a director;
2. To identify persons qualifies to become directors and who may be appointed in senior management and to recommend to the Board for their appointment and removal;
3. Recommend to the Board a policy relating to remuneration for directors, key managerial personnel and other employees;
4. Evaluation of every director's performance & the Board;
5. Perform such functions as are required to be performed under the ESOP Guidelines;
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by the Remuneration Committee.



## Details of Composition

| S. No. | Name of Member      | Designation in Committee | Designation in Company | Date of the Meetings                                                                                                            |
|--------|---------------------|--------------------------|------------------------|---------------------------------------------------------------------------------------------------------------------------------|
| 1      | Mr. Prabhat Krishna | Chairman                 | Independent Director   | Since there were no appointment to the Board of Directors hence No meetings of the committee were held during the year 2018-19. |
| 2      | Mr. Mahipal         | Member                   | Independent Director   |                                                                                                                                 |
| 3.     | Ms. Shubha Singh    | Member                   | Independent Director   |                                                                                                                                 |

## Performance Evaluation Criteria for Independent Directors:

The performance evaluation criterion, for independent directors is determined by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgement.

## Remuneration of Directors

The Remuneration for Directors and managerial personnel is as per Remuneration Policy of the Company, the details of the policy is also part of the Board's Report.

The details of remuneration paid to Managerial Personnel of the Company in FY 2018-19 are as below:

| S. No. | Name                | Designation                        | Salaries & Allowance/ sitting fees | Other Benefits | Commission | Total       | Stock Options Granted | No. of Shares as on 31.03.19 | Service Contract/ Notice Period/ severance fees                                                                                                                                                            |
|--------|---------------------|------------------------------------|------------------------------------|----------------|------------|-------------|-----------------------|------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.     | Mr. Ashok Gupta     | Chairman & Whole Time Director     | 84,58,936                          | 41,90,144      | 0          | 1,26,49,080 | Nil                   | 3576103                      | Shareholders appointed Mr. Ashok Gupta, for a period of 3 years w.e.f. 01.04.2017. His term will expire on 31.03.2020. Notice period is as per company's policy. No Severance fees.                        |
| 2.     | Mr. Adit Gupta      | Managing Director                  | 1,05,81,063                        | 12,39,600      | 0          | 1,18,20,663 | Nil                   | 6148241                      | Shareholders appointed Mr. Adit Gupta, for a period of 3 years w.e.f. 01.04.2017. His term will expire on 31.03.2020. Notice period is as per company's policy. No Severance fees.                         |
| 3.     | Mr. Mahipal         | Non executive-Independent Director | 1,24,000*                          | 0              | 0          | 1,24,000    | Nil                   | 0                            | Shareholders appointed Mr. Mahipal as independent Director on the Board of the Company for a period of 5 years w.e.f 26.09.2014. Notice period is as per the Company Policy. No Severance fees.            |
| 4.     | Mr. Prabhat Krishna | Non executive-Independent Director | 1,24,000*                          | 0              | 0          | 1,24,000    | Nil                   | 0                            | Shareholders appointed Mr. Prabhat Krishna as Independent director on the Board of the company for a period of 5 years w.e.f. 26.09.2014. Notice period is as per the Company's Policy. No Severance fees. |
| 5.     | Ms. Shubha Singh    | Non executive-Independent Director | 1,24,000*                          | 0              | 0          | 1,24,000    | Nil                   | 0                            | Shareholders appointed MS. Shubha Singh as Independent Director on the Board of the Company for a period of 5 years w.e.f 28.09.2016. Notice Period is as per the Company's Policy. No Severance fees.     |

Non-executive Independent Directors are being paid a sitting fee of Rs. 31,000/- for attending each meeting of the Board and further there were no other pecuniary relationship or transactions of the Non-executive Independent Directors vis-a-vis the listed entity.

## Stakeholders Relationship Committee

The Board has reconstituted the Shareholders/ Investors Grievance Committee as "Stakeholders Relationship Committee".

Details of Composition of Shareholders / Investors Grievance Committee:-

| S. No | Name of Member      | Designation in Committee | Designation in Company               |
|-------|---------------------|--------------------------|--------------------------------------|
| 1     | Mr. Prabhat Krishna | Chairman                 | Non – Executive Independent Director |
| 2.    | Mr. Mahipal         | Member                   | Non – Executive Independent Director |
| 3.    | Ms. Shubha Singh    | Member                   | Non – Executive Independent Director |
| 4.    | Mr. Adit Gupta      | Member                   | Managing Director                    |

Ms. Radha Shakti Garg, Company Secretary of the Company acted as Secretary of the Committee.

## Warning against Insider Trading

Comprehensive guidelines advising and cautioning the management, staff and other relevant business associates on the procedure to be followed while dealing with the securities of the Company have been issued and implemented.

## Shareholders Complaints

| No. of Complaints Outstanding as on 01.04.2018 | No. of Complaints received during the year | No. of Complaints resolved during the year | No. of complaints pending as on 31.03.2019 |
|------------------------------------------------|--------------------------------------------|--------------------------------------------|--------------------------------------------|
| Nil                                            | 1                                          | 1                                          | Nil                                        |

## Management Committee

This Committee considers and passes various resolutions as per the Terms of Reference approved by the Board. The composition of the Committee is as under:

1. Mr. Ashok Gupta Member
2. Mr. Adit Gupta Member

Ms. Radha Shakti Garg, Company Secretary of the Company acted as Secretary of the Committee.

## Independent Directors' Meeting

During the year under review, the Independent Directors met on 14.02.2019, inter alia, to discuss:

- Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Director.
- Evaluation of the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the meeting.

## General Body Meetings

### Details of last three Annual General Meetings

| Date of Meeting | Place                                                                                       | Time     | Details of Special Resolution Passed therein                                                                                                                                                                                                                                                                                                                |
|-----------------|---------------------------------------------------------------------------------------------|----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 28.09.2018      | Radiance Motel, Tania Farms Complex, Chattarpur Mandir Road, Satbari Village, New Delhi-30  | 10.00 AM | There has been No special resolution passed therein.                                                                                                                                                                                                                                                                                                        |
| 28.09.2017      | Radiance Motel, Tania Farms Complex, Chattarpur Mandir Road, Satbari Village, New Delhi-30. | 10.00 AM | 1. Ratification of the appointment of Ms. Shubha Singh as Independent Director                                                                                                                                                                                                                                                                              |
| 28.09.2016      | Radiance Motel, Tania Farms Complex, Chattarpur Mandir Road, Satbari Village, New Delhi-30. | 10.00 AM | 1. Appointment of Ms. Shubha Singh as independent Director<br>2. Ratification of appointment and remuneration of Mr. Harswarup Gupta<br>3. Re-Appointment of Mr. Ashok Gupta – Whole Time Director<br>4. Re-Appointment of Mr. Adit Gupta – Managing Director<br>5. Amendment in Articles of Association<br>6. Service of documents through specified mode. |

## Special Resolution to be proposed & Conducted through postal Ballot

There was No Business proposed nor conducted through the postal Ballot in the year 2018-19.

## Means of Communication

- In terms of requirements of Regulation 33 of the SEBI Listing Regulations, 2015 the Quarterly/ Annual Financial Results of the Company are being published in newspapers and other information in terms of provisions of The Companies Act, 2013 & SEBI Listing Regulations, 2015 are being displayed on the Website of the Company i.e. [www.amdindustries.com](http://www.amdindustries.com).
- The Quarterly/Annual Financial Results of the Company are being published normally in the following newspapers:
  1. Business Standard, Delhi (Hindi)
  2. Business Standard, Delhi (English)

## General Shareholders Information

### a. Annual General Meeting details:-

1. Date : 28 September, 2019.
2. Time : 10.00AM
3. Venue : Radiance Motel, Tania Farms Complex, Chattarpur Mandir Road, Satbari Village, New Delhi 110074



**b. Financial Year:** 2018-2019 (ended on 31<sup>st</sup> March 2019).

Financial Calendar (tentative and subject to change) (2019-20)

**For the year ending 31<sup>st</sup> March 2020 the financial results will be announced by:**

|                                            |   |                                   |
|--------------------------------------------|---|-----------------------------------|
| Quarter Ended 30 <sup>th</sup> June, 2019  | : | First fortnight of August, 2019   |
| Quarter Ended 30 <sup>th</sup> Sept., 2019 | : | First fortnight of November, 2019 |
| Quarter Ended 31 <sup>st</sup> Dec., 2019  | : | First fortnight of February, 2019 |
| Quarter Ended 31 <sup>st</sup> March, 2020 | : | End of May, 2020                  |
| and Annual Results                         |   |                                   |

**c. Book Closure Date:** 23.09.2019 to 28.09.2019 (both days inclusive).

**d. Shares of Company are listed on:-**

|                                        |                                        |
|----------------------------------------|----------------------------------------|
| National Stock Exchange (NSE)          | Bombay Stock Exchange (BSE)            |
| "Exchange Plaza", Plot No. C-1-G Block | Phiroje Jeejeebhoy Towers,             |
| Bandra – Kurla Complex                 | Dalal Street, Mumbai-400001            |
| Bandra (East), Mumbai-400051           | Tel. No.: 022-2272 1233/34 Extn.: 8465 |

The listing Fees as applicable have been paid within prescribed time period.

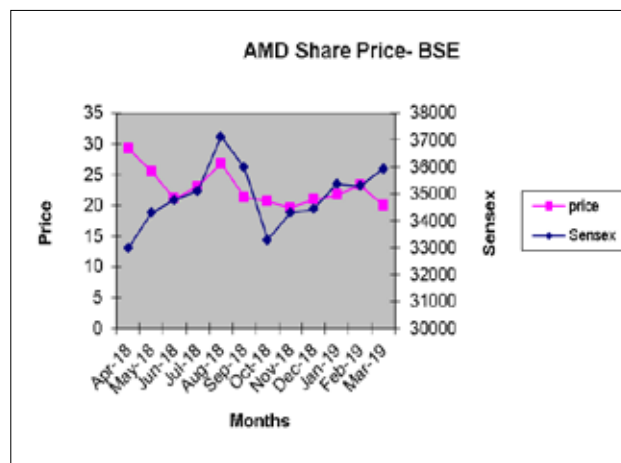
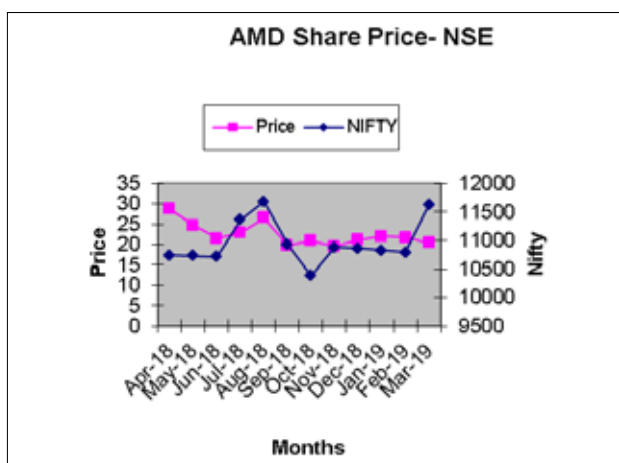
**e. Stock Code:** 532828 – BSE

AMDIND – NSE

**f. The monthly high and low stock price during the financial year 2018-19 is under.**

| Month   | BSE Price           |                    | NSE Price           |                    |
|---------|---------------------|--------------------|---------------------|--------------------|
|         | High Price (in Rs.) | Low Price (in Rs.) | High Price (in Rs.) | Low Price (in Rs.) |
| Apr- 18 | 32                  | 27.1               | 29                  | 28                 |
| May-18  | 29.9                | 24.5               | 26.4                | 24.7               |
| Jun-18  | 25.2                | 20.9               | 22                  | 21                 |
| Jul-18  | 23.15               | 18.5               | 22.85               | 21.8               |
| Aug-18  | 28.75               | 22.1               | 27.4                | 26.35              |
| Sep-18  | 27.5                | 19.75              | 21.25               | 19.7               |
| Oct-18  | 22.2                | 18                 | 20.95               | 20.25              |
| Nov-18  | 23                  | 18.05              | 19.7                | 18.2               |
| Dec-18  | 23.5                | 18.55              | 21.45               | 21                 |
| Jan-19  | 28.4                | 19.5               | 22.45               | 21.85              |
| Feb-19  | 23.4                | 18.1               | 22.9                | 21.4               |
| Mar-19  | 25.2                | 19.7               | 20.85               | 20                 |

**g. Comparison of share of Company with indices**





## h. Registrar and Share Transfer Agent:

### Head Office:

Bigshare Services Private Limited  
1st Floor, Bharat Tin Workshop Building,  
Opp. Vasant Oasis, Makwana Road,  
Moral, Andheri East, Mumbai-400059  
Tel :02262638200, Fax :02262638299

### Branch Office:

Bigshare Services Private Limited  
302, Kushal Bazar  
32-33, Nehru Place  
New Delhi-110019  
Phone: 011-42425004

## i. Share Transfer System:

Company's shares are being transferable both in Demat & Physical mode. The transfers of shares in case of dematerialized form are being conducted through Depository Participants (DP). For the transfer of physical shares Company's Registrar at above mentioned address is to be contacted. Further to expedite the process of transfer of physical shares, the Company has authorized the Officials of the Company in compliance with Listing Regulations.

## j. Distribution of share holding (as on 31st March 2019)

| S.No. | Range             | Total Holders | % of Total Holders | Total Holding    | % of Total Capital |
|-------|-------------------|---------------|--------------------|------------------|--------------------|
| 1     | 1- 5000           | 9888          | 98.584             | 3421973          | 17.854             |
| 2     | 5001- 10000       | 76            | 0.757              | 537690           | 2.805              |
| 3     | 10001- 20000      | 34            | 0.338              | 503514           | 2.627              |
| 4     | 20001- 30000      | 13            | 0.129              | 318701           | 1.662              |
| 5     | 30001- 40000      | 2             | 0.019              | 70479            | 0.367              |
| 6     | 40001- 50000      | 2             | 0.019              | 83242            | 0.434              |
| 7     | 50001- 100000     | 6             | 0.059              | 395090           | 2.061              |
| 8     | 100001- 999999999 | 9             | 0.089              | 13836060         | 72.187             |
|       | <b>Total</b>      | <b>10030</b>  | <b>100</b>         | <b>191667490</b> | <b>100.00</b>      |

## Statement showing Shareholding Pattern as on 31st March, 2019

| Category Code | Category of Shareholder                                                                 | Total No. of Shares | Total % Shareholding |
|---------------|-----------------------------------------------------------------------------------------|---------------------|----------------------|
| <b>A</b>      | <b>Shareholding of Promoter and promoter group</b>                                      |                     |                      |
| 1             | Indian                                                                                  | 1,27,73,523         | 66.64                |
| 2             | Foreign                                                                                 | 0.00                | 0.00                 |
|               | <b>Total (A)</b>                                                                        | <b>1,27,73,523</b>  | <b>66.64</b>         |
| <b>B</b>      | <b>Public Shareholdings</b>                                                             |                     |                      |
| 1.            | Institutions                                                                            | 0.00                | 0.00                 |
| 2.            | Non - Institutions                                                                      | 63,93,226           | 33.36                |
|               | <b>Total (B)</b>                                                                        | <b>63,93,226</b>    | <b>33.36</b>         |
| <b>C</b>      | <b>Shares held by custodians and against which Depository Receipts have been issued</b> | <b>0.00</b>         | <b>0.00</b>          |
|               | <b>Grand Total (A+B+C)</b>                                                              | <b>19,166,749</b>   | <b>100.00</b>        |

## k. Dematerialization of shares and liquidity

As on 31st March, 2019, 99.99% shares of the Company were held in dematerialized form.

None of the shares of the Company are Locked-in.

## l. Outstanding ADR's/GDR's

The Company has not issued any GDR's/ADR's or any convertible instruments in financial year 2018-19.

## m. Commodity Price Risks / Foreign Exchange Risk And Hedging Activities

The Company's payables are in U. S. Dollars which are subject to foreign exchange risks due to fluctuations in foreign exchange prices. The Company has in place a robust risk management framework for identification and monitoring and mitigation of commodity price and foreign exchange risks. The risks are tracked and monitored on a regular basis and mitigation strategies are adopted in line with the risk management framework. The Company has not entered into any of the forward contract for the reporting financial year.

## n. Plant Locations.

| S. No. | Plant Location                                    | Product                                   |
|--------|---------------------------------------------------|-------------------------------------------|
| 1      | SP- 32 RIICO Industrial Area, Neemrana, Rajasthan | Crown Caps, CSD Closures and PET Preforms |

## o. Address for correspondence:

AMD Industries Limited  
18, Pusa Road, First Floor  
Karol Bagh, New Delhi – 110005  
Email: investor@amdindustries.com  
Ph: 011-46830202

## Other Disclosures

Related party transactions have been suitably disclosed in the Notes to the Accounts in compliance to Accounting Standards issued by the Institute of Chartered Accountants of India. However, there are no materially significant related party transactions which have potential conflict with the interests of the Company at large. Company has also adopted a policy on dealing with related party transaction which is available on the website of the Company. Web link of the said policy is <http://amdindustries.com/Policy%20on%20Related%20Party%20Transactions.pdf>.

- During the last three financial years there was no penalty, restrictions of any kind and of any nature, has been imposed by the SEBI, Stock Exchange or any other Statutory Body relating to Capital Market.
- Whistle Blower Policy: AMD Industries believes in conducting all affairs of its constituents in fair and transparent manner, by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. The organization is committed to comply with the laws and regulations to which it is subject. The Company has adopted a Vigil Mechanism/ Whistle Blower Policy during the year which is also available on Company's website. It is also affirmed that no personnel has been denied access to the audit committee.
- Details of Compliance of Mandatory and Non Mandatory requirements of Corporate Governance are provided in this report.
- Company has also adopted a policy on determining 'material subsidiaries which is available on the website of the Company. Web link of the said policy is <http://www.amdindustries.com/Policy%20on%20Material%20Subsidiary.pdf>.
- PCS Certificate in relation to certification that the directors are not disqualified as per regulation 16(1)(b) is annexed to the Corporate Governance section as annexure in the Board Report for the year 2018-19.
- Company has paid a Total fees of Rs. 7,12,000/- to Statutory Auditors i.e. Goyal Nagpal & Co., in the year 2018-19.
- Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013:- The company has in place a system to approach the management of the company in case of any incident related to the sexual harassment of women at work place. The management has neither received nor reported of any incident/ complaints in relation to the above in the reporting financial year.

## Equity Shares in Suspense Account

In accordance with the requirement of Regulation 34(3) and Schedule V Part F of SEBI Listing Regulations, the Company reports the following details in respect of equity shares lying in the suspense account which was issued in dematerialized form pursuant to the public issue of the Company:

| Sl. No. | Particulars                                                                                                         | No of Shareholders | No. of Shares |
|---------|---------------------------------------------------------------------------------------------------------------------|--------------------|---------------|
| 1.      | Aggregate No. of shareholders and the outstanding shares in the unclaimed suspense account lying as on 01.04.2018   | 1                  | 1073          |
| 2.      | No. of shareholders approached for transfer of shares from the unclaimed Suspense Account during the year           | Nil                | Nil           |
| 3.      | No. of shareholders to whom shares were transferred from the unclaimed Suspense Account during the year             | Nil                | Nil           |
| 4.      | Aggregate number of shareholders and the outstanding shares lying in the Suspense Account at the end of the period. | 1                  | 1073          |

The voting rights on shares in suspense account shall remain frozen till the rightful owner of such shares claims the shares.

## Compliance Of Corporate Governance Requirements Specified In Regulation 17 To 27 and Regulation 46(2)(B) To (I) Of Listing Regulations

| Sr. No. | Particulars                           | Regulation | Compliance Status | Compliance observed for the following during the financial year 2018-19                                                                                                                                                                                                                                                                                                                                                        |
|---------|---------------------------------------|------------|-------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.      | Board of Directors                    | 17         | Yes               | <ul style="list-style-type: none"> <li>➤ Composition</li> <li>➤ Number of meetings</li> <li>➤ Review of Compliance Reports</li> <li>➤ Plans for orderly succession for appointments</li> <li>➤ Code of Conduct</li> <li>➤ Fees/compensation</li> <li>➤ Minimum Information</li> <li>➤ Compliance Certificate</li> <li>➤ Risk Assessment &amp; Management</li> <li>➤ Performance Evaluation of Independent Directors</li> </ul> |
| 2.      | Audit Committee                       | 18         | Yes               | <ul style="list-style-type: none"> <li>➤ Composition of Audit Committee</li> <li>➤ Meeting of Audit Committee</li> </ul>                                                                                                                                                                                                                                                                                                       |
| 3.      | Nomination and Remuneration Committee | 19         | Yes               | <ul style="list-style-type: none"> <li>➤ Composition of nomination &amp; remuneration committee</li> </ul>                                                                                                                                                                                                                                                                                                                     |
| 4.      | Stakeholders Relationship Committee   | 20         | Yes               | <ul style="list-style-type: none"> <li>➤ Composition of Stakeholder Relationship Committee</li> </ul>                                                                                                                                                                                                                                                                                                                          |
| 5.      | Risk Management Committee             | 21         | Yes               | <ul style="list-style-type: none"> <li>➤ Composition and role of risk management committee</li> </ul>                                                                                                                                                                                                                                                                                                                          |
| 6.      | Vigil Mechanism                       | 22         | Yes               | <ul style="list-style-type: none"> <li>➤ Formulation of Vigil Mechanism policy</li> </ul>                                                                                                                                                                                                                                                                                                                                      |



| Sr. No. | Particulars                                                                                                        | Regulation      | Compliance Status | Compliance observed for the following during the financial year 2018-19                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|---------|--------------------------------------------------------------------------------------------------------------------|-----------------|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 7.      | Related Party Transaction                                                                                          | 23.             | Yes               | <ul style="list-style-type: none"> <li>➤ Policy for related party Transaction</li> <li>➤ Prior or Omnibus approval of Audit Committee for all related party transactions</li> <li>➤ There were no material Related Party transactions</li> </ul>                                                                                                                                                                                                                                                                                                                |
| 8.      | Subsidiaries of the Company                                                                                        | 24(4)           | NA                | <ul style="list-style-type: none"> <li>➤ There is no subsidiary of the Company</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 9.      | Obligations with respect to Independent Directors                                                                  | 25              | Yes               | <ul style="list-style-type: none"> <li>➤ Maximum Directorship &amp; Tenure</li> <li>➤ Meeting of Independent Directors</li> <li>➤ Familiarization of independent Directors</li> </ul>                                                                                                                                                                                                                                                                                                                                                                           |
| 10.     | Obligations with respect to employees including senior management, key managerial persons, directors and promoters | 26              | Yes               | <ul style="list-style-type: none"> <li>➤ Memberships in Committees</li> <li>➤ Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel</li> <li>➤ Disclosure of Shareholding by Non- Executive Directors</li> <li>➤ Policy with respect to Obligations of directors and senior management</li> </ul>                                                                                                                                                                                                   |
| 11.     | Other Corporate Governance requirements                                                                            | 27              | Yes               | <ul style="list-style-type: none"> <li>➤ Compliance with discretionary requirements</li> <li>➤ Filing of quarterly compliance report on Corporate Governance</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                         |
| 12.     | Website                                                                                                            | 46(2)(b) to (i) | Yes               | <ul style="list-style-type: none"> <li>➤ Terms and conditions for appointment of Independent Directors</li> <li>➤ Composition of various Committees of the Board of Directors</li> <li>➤ Code of Conduct of Board of Directors and Senior Management Personnel</li> <li>➤ Details of establishment of Vigil Mechanism/ Whistle Blower policy</li> <li>➤ Policy on dealing with Related Party Transactions</li> <li>➤ Policy for determining material subsidiaries</li> <li>➤ Details of familiarization programmes imparted to Independent Directors</li> </ul> |

## Auditors' Certificate on Corporate Governance

As required by Schedule V of the Listing Regulations, the Auditors' Certificate on Corporate Governance is enclosed as Annexure to the Board Report.

## CEO and CFO Certification

As required by the Listing Regulations, the CEO and CFO certification is provided in this Annual Report.

## Code of Conduct

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Conduct for the Financial Year 2018-19.

**For and on behalf of Board of Directors**

Place: New Delhi  
Date: 13.08.2019

Sd/-  
**Ashok Gupta**  
Chairman

## Non-Mandatory Requirement

The status/extent of compliance of non mandatory requirements is as follows:

### 1. The Board

A non-executive Chairman is entitled to maintain a Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties.

### 2. Shareholders Rights

The financial results are displayed on company's website [www.amdindustries.com](http://www.amdindustries.com) and in widely circulated newspapers.

### 3. Modified opinion (s) in audit report

The Company is in the regime of financial statements with unmodified audit opinion.

### 4. Separate Posts of Chairman & CEO

The company has appointed Ashok Gupta as chairman & Mr. Adit Gupta as Managing Director of the Company. The Company has no CEO.

### 5. Reporting of Internal Auditor

The Internal Auditor directly reports to the Audit Committee of the Company.



## CEO and CFO Certification

To,  
The Board of Directors,  
AMD Industries Limited  
18, Pusa Road, 1st Floor,  
Karol Bagh, New Delhi-110 005.

Dear Sirs,

- A. We, have reviewed financial statements and the cash flow statement for the year ended 31st March, 2019 and to the best of our knowledge and belief that:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the above said period which is fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- D. We have indicated to the auditors and the Audit committee
- 1) That there are no significant changes in internal control over financial reporting during the year;
  - 2) That there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - 3) That there are no Instances of significant fraud of which they have become aware with respect to financial reporting.

Place: New Delhi  
Date: 13.08.2019

Ashok Gupta  
Chairman

P. K. Mukhopadhyay  
Chief Financial Officer

Amit Chadha  
Manager Accounts

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
AMD INDUSTRIES LIMITED  
18, Pusa Road, 1st Floor,  
Karol Bagh, New Delhi-5

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **AMD INDUSTRIES LIMITED** having CIN **L28122DL1983PLC017141** and having registered office at **18, PUSA ROAD, 1ST FLOOR, KAROL BAGH, NEW DELHI-5** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below:

1. Mr. Ashok Gupta
2. Mr. Adit Gupta
3. Mr. Krishna Prabhat
4. Mr. Mahipal Ahluwalia
5. Mrs. Shubha Singh

for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For AGG & ASSOCIATES  
(Company Secretaries)  
Sd/-  
Amar Gopal Gambhir  
(Proprietor)  
M.No: 3668  
CP No: 3653

Date: 12.08.2019  
Place: New Delhi

## Independent Auditors' Report

To the Members of AMD Industries Limited

### **Report on the Standalone Ind AS financial Statements**

#### **Opinion**

We have audited the accompanying standalone Ind AS financial statements of AMD Industries Limited ("the Company") which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report

| <b>(i) Revenue Recognition</b><br>(As described in note 2.16 of the standalone Ind AS financial statements)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>For the year ended March 31, 2019 the Company has recognized revenue from contracts with customers amounting to Rs.15,572.06 lakhs.</p> <p>Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that as principal, it typically controls the goods or services before transferring them to the customer.</p> <p>The variety of terms that define when control are transferred to the customer, as well as the high value of the transactions, give rise to the risk that revenue is not recognized in the correct period.</p> <p>Revenue is measured net of net of returns and allowances and trade discounts.</p> <p>Revenue is also an important element of how the Company measures its performance. The Company focuses on revenue as a key performance measure, which could create an incentive for revenue to be recognized before the risk and rewards have been transferred.</p> <p>Accordingly, due to the significant risk associated with revenue recognition in accordance with terms of Ind AS 115 'Revenue from contracts with customers', it was determined to be a key audit matter in our audit of the standalone Ind AS financial statements.</p> | <p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>Assessed the Company's revenue recognition policy prepared as per Ind AS 115 'Revenue from contracts with customers'.</li> <li>Assessed the design and tested the operating effectiveness of internal controls related to revenue recognition, discounts and rebates.</li> <li>Performed sample tests of individual sales transaction and traced to sales invoices, and other related documents. Further, in respect of the samples checked that the revenue has been recognized as per the agreed terms.</li> <li>To test cut off selected sample of sales transactions made pre- and post-year end, agreeing the period of revenue recognition to third party support, such as transporter invoice and customer confirmation of receipt of goods.</li> <li>Tested the calculations related to discounts by agreeing a sample of amounts recognized to underlying arrangements with customers and other supporting documents.</li> <li>Performed monthly analytical procedures of revenue by streams to identify any unusual trends.</li> <li>Obtained confirmations from customers on sample basis to support existence of trade receivables and assessed the relevant disclosures made in the financial statements; to ensure revenue from contracts with customers are in accordance with the requirements of relevant accounting standards.</li> </ul> |



| <b>(ii) Contingent Liability under Indirect Tax Laws</b><br>(As described in note 41 of the standalone Ind AS financial statements)                                                                                                                                                                                          |                                                                                                                                                                                               |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| As at March 31, 2019, there is a contingent liability of Rs.9,50,962/- in respect of Local Sales Tax raised for F.Y. 1999-2000 to 2006-07 under section 4A of the Act. The department levied tax on Goods under modernization certificate on base production. The case is pending with Supreme Court of India.               | Our audit procedures includes review of opinion received from expert and the nature of amounts involved, the sustainability and the likelihood of contingent liability upon final resolution. |
| As at March 31, 2019, there is a contingent liability of Rs.31,18,745/- in respect of Central Sales Tax raised for F.Y. 1999-2000 to 2006-07 under section 4A of the Act. The department levied tax on Goods under modernization certificate on base production. The case is pending with Supreme Court of India.            | Our audit procedures includes review of opinion received from expert and the nature of amounts involved, the sustainability and the likelihood of contingent liability upon final resolution. |
| As at March 31, 2019, there is a contingent liability of Rs.3,58,400/- in respect of demand raised for the F.Y. 2003-04 by Sales Tax Authority on account of non-submission of Concessional Forms. The case is pending with Tribunal Court, Ghaziabad.                                                                       | Our audit procedures includes review of opinion received from expert and the nature of amounts involved, the sustainability and the likelihood of contingent liability upon final resolution. |
| As at March 31, 2019, there is a contingent liability of Rs.11,45,102/- in respect of entry tax raised for the F.Y. 2001-02 by Sales Tax Authority. The case is pending with Tribunal Court, Ghaziabad.                                                                                                                      | Our audit procedures includes review of opinion received from expert and the nature of amounts involved, the sustainability and the likelihood of contingent liability upon final resolution. |
| As at March 31, 2019, there is a contingent liability of Rs.11,40,307/- in respect of entry tax raised for the F.Y. 2002-03 by Sales Tax Authority. The case is pending with Supreme Court of India.                                                                                                                         | Our audit procedures includes review of opinion received from expert and the nature of amounts involved, the sustainability and the likelihood of contingent liability upon final resolution. |
| As at March 31, 2019, there is a contingent liability of Rs.16,37,643/- in respect of entry tax raised for the F.Y. 2004-05 by Sales Tax Authority. The case is pending with Allahabad High Court.                                                                                                                           | Our audit procedures includes review of opinion received from expert and the nature of amounts involved, the sustainability and the likelihood of contingent liability upon final resolution. |
| As at March 31, 2019, there is a contingent liability of Rs.4,47,623/- in respect of Sales Tax Demand raised for F.Y. 2005-06 for non-filing of export certificates at the time of assessment. The case is pending with Addl. Commissioner Appeal (Trade Tax) – I, Ghaziabad                                                 | Our audit procedures includes review of opinion received from expert and the nature of amounts involved, the sustainability and the likelihood of contingent liability upon final resolution. |
| As at March 31, 2019, there is a contingent liability of Rs.2,20,397/- in respect of Entry tax raised for the F.Y. 2005-06 by UP trade tax Authorities. The case is pending before the Supreme Court of India                                                                                                                | Our audit procedures includes review of opinion received from expert and the nature of amounts involved, the sustainability and the likelihood of contingent liability upon final resolution. |
| As at March 31, 2019, there is a contingent liability of Rs.38,09,702/- for the F.Y. 2007-08 in respect of UP Vat charged on Preform @ 5% as classified item under the Act, by the company but department denied and raised the demand @ 13.50%. The case is pending before the Allahabad High Court.                        | Our audit procedures includes review of opinion received from expert and the nature of amounts involved, the sustainability and the likelihood of contingent liability upon final resolution  |
| As at March 31, 2019, there is a contingent liability of Rs.2,97,18,848/- for the F.Y. 2008-09 and F.Y.2009-10 in respect of UP Vat charged on Preform @ 5% as classified item under the Act, by the company but department denied and raised the demand @ 13.50%. The case is pending before the Tribunal Court, Ghaziabad. | Our audit procedures includes review of opinion received from expert and the nature of amounts involved, the sustainability and the likelihood of contingent liability upon final resolution  |
| As at March 31, 2019, there is a contingent liability of Rs.2,00,000/- on Accident Claim made by Worker under Industrial Dispute Act, 1947. The case is pending before the Labour Court-I, Ghaziabad.                                                                                                                        | Our audit procedures includes review of opinion received from expert and the nature of amounts involved, the sustainability and the likelihood of contingent liability upon final resolution  |

We have determined that there are no other key audit matters to communicate in our report.

## Information Other than the Standalone Ind AS financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## **Management Responsibility for the Standalone Ind AS financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 implementation and maintenance of accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the company's financial reporting process.

## **Auditor's Responsibilities for the Audit of Standalone Ind AS financial Statement**

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



## Report on Other Legal and Regulatory Requirements

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 Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the Internal Financial Control with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's Internal financial controls over financial reporting.
  - g) In our opinion the managerial remuneration for the year ended March 31, 2019 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.
  - h) 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 statements – Refer Note 41 to the Standalone Ind AS 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Goyal Nagpal & Co.**  
**Chartered Accountants**  
**FRN: 018289C**

Sd/-  
**(CA Virender Nagpal)**  
**Partner**  
**M. No. 416004**

**Date : May 29, 2019**  
**Place : New Delhi**

## **Annexure A to the Independent Auditors' Report**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended March 31, 2019, we report that:

- i.
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
  - b) The Company has a regular program of physical verification of its fixed assets by which property, plant and equipments are verified in a phased manner. In accordance with this program, certain property, plant and equipments were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
  - c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of the immovable properties included in property, plant and equipment are held in the name of the company.
- ii.
  - a) The management of the Company has conducted the physical verification of inventory at reasonable intervals during the year.
  - b) The procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the Company and nature of its business.
  - c) The Company has maintained the proper records of inventory and no material discrepancies were noticed on physical verification.

- iii. The Company has not granted any loans to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- iv. The company has not granted any loans under provisions of section 185 and has complied with provisions of section 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- v. The Company has not accepted any deposits within the meaning of sections 73 to 76 of the act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the order are not applicable.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act.
- vii.
  - a) The company is generally with appropriate authorities regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, goods and services tax, value added tax, cess and any other statutory dues applicable to it.
  - b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable
  - c) According to the records of the company, the dues outstanding of employees' state insurance, income-tax, sales-tax, duty of custom, duty of excise, goods and service tax, cess and other statutory dues, on account of any dispute are as follows:

| Name of Statute                                          | Nature of Dues                                                                                                                              | Amount (in Rs.)   | Period to which the amount Relate | Forum where dispute is pending                     |
|----------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-----------------------------------|----------------------------------------------------|
| The U.P. Trade Tax Act, 1948                             | Local Sales Tax raised under section 4A of the Act. The department levied tax on Goods under modernization certificate on base production   | Rs.9,50,962/-     | F.Y. 1999-2000 to 2006-07         | Supreme Court                                      |
| The Central Sales Tax Act, 1956                          | Central Sales Tax raised under section 4A of the Act. The department levied tax on Goods under modernization certificate on base production | Rs.31,18,745/-    | F.Y. 1999-2000 to 2006-07         | Supreme Court                                      |
| The Central Sales Tax Act, 1956                          | Demand raised by Sales Tax Authority on account of non-submission of Concessional Forms                                                     | Rs.3,58,400/-     | F.Y. 2003-04                      | Tribunal Court, Ghaziabad                          |
| The U.P. Tax on entry of Goods into Local Area Act, 2007 | Entry tax raised by UP Trade Tax Authorities                                                                                                | Rs.11,45,102/-    | F.Y. 2001-02                      | Tribunal Court, Ghaziabad                          |
| The U.P. Tax on entry of Goods into Local Area Act, 2007 | Entry tax raised by UP trade tax Authorities.                                                                                               | Rs.11,40,307/-    | F.Y. 2002-03                      | Supreme Court                                      |
| The U.P. Tax on entry of Goods into Local Area Act, 2007 | Entry tax raised by UP trade tax Authorities.                                                                                               | Rs.16,37,643/-    | FY 2004-05                        | Allahabad High Court                               |
| Industrial Dispute Act, 1947                             | Accident Claim made by Worker                                                                                                               | Rs.2,00,000/-     | F Y 2001-02                       | Labour Court-I, Ghaziabad                          |
| The U.P. Tax on entry of Goods into Local Area Act, 2007 | Sales Tax Demand raised for non-filing of export certificates at the time of assessment                                                     | Rs.4,47,623/-     | F.Y. 2005-06                      | Addl. Commissioner Appeal (Trade Tax)-I, Ghaziabad |
| The U.P. Tax on entry of Goods into Local Area Act, 2007 | Entry tax raised by UP trade tax Authorities.                                                                                               | Rs.2,20,397/-     | F. Y 2005-2006                    | Supreme Court                                      |
| The U.P. Value Added Tax Act, 2008                       | The company charged UP Vat on Preform @ 5% as classified item under the Act, but department denied and raised the demand @ 13.50%           | Rs.38,09,702/-    | F.Y 2007-2008                     | Hon'ble High Court, Allahabad                      |
| The U.P. Value Added Tax Act, 2008                       | The company charged UP Vat on Preform @ 5% as classified item under the Act, but department denied and raised the demand @ 13.50%           | Rs. 2,97,18,848/- | 2008-09 & 2009-10                 | Tribunal court, Ghaziabad                          |



- viii. In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank or Government.
- ix. In our opinion and according to the information and explanations given by the management, the Company has utilized the monies raised by way of term loans for the purposes for which they were obtained. The Company has not raised any money by way of initial public offer / further public offer / debt instruments during the year.
- x. In our opinion no material fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. In our opinion and according to the information and the explanations given to us and based on examination of records of the company, the company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii. In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- xiii. In our opinion and according to the information and the explanations given to us and based on our examination of the records of the company, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where ever applicable and the details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and the explanations given to us the company has not entered into any non-cash transactions with directors or persons connected with him under the provisions of section 192 of Companies Act, 2013
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Goyal Nagpal & Co.  
Chartered Accountants  
FRN: 018289C

Sd/-  
(CA Virender Nagpal)  
Partner  
M. No. 416004

Date : May 29, 2019  
Place : New Delhi

## **Annexure - B to the Independent Auditor's Report of even date on the Standalone Ind AS financial statements of AMD Industries Limited**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

We have audited the internal financial controls over financial reporting of AMD Industries Limited ('the company') as of March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

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 judgement, 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 of the company.

## 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 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 March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Goyal Nagpal & Co.**  
**Chartered Accountants**  
**FRN: 018289C**

Sd/-  
**(CA Virender Nagpal)**  
**Partner**  
**M. No. 416004**

**Date : May 29, 2019**  
**Place : New Delhi**

# AMD Industries Limited



## Balance Sheet as at 31<sup>st</sup> March, 2019

| (Rs. in Lacs)                                                               |          |                  |                  |
|-----------------------------------------------------------------------------|----------|------------------|------------------|
| Particulars                                                                 | Note No. | As at 31.03.2019 | As at 31.03.2018 |
| <b>ASSETS</b>                                                               |          |                  |                  |
| <b>(1) Non-current Assets</b>                                               |          |                  |                  |
| (a) Property, Plant and Equipment                                           | 3        | 9556.34          | 9820.53          |
| (b) Investment Property                                                     | 4        | 254.43           | 427.09           |
| (c) Other intangible Assets                                                 | 5        | 3.83             | 6.82             |
| (d) Financial Assets                                                        |          |                  |                  |
| (i) Investments                                                             | 6        | 3.00             | 8.40             |
| (ii) Other Financial Non-Current Assets                                     | 7        | 273.99           | 273.16           |
| (e) Other Non-current Assets                                                | 8        | 2716.16          | 3790.50          |
| <b>Total Non-Current Assets</b>                                             |          | <b>12807.75</b>  | <b>14326.50</b>  |
| <b>(2) Current Assets</b>                                                   |          |                  |                  |
| (a) Inventories                                                             | 9        | 5401.43          | 3597.33          |
| (b) Financial Assets                                                        |          |                  |                  |
| (i) Trade Receivables                                                       | 10       | 4517.96          | 4523.22          |
| (ii) Cash and Cash Equivalents                                              | 11       | 10.34            | 11.03            |
| (iii) Other Bank Balances                                                   | 12       | 376.40           | 222.63           |
| (iv) Other Financial Assets                                                 | 13       | 154.39           | 459.55           |
| (c) Current Tax Assets (Net)                                                | 14       | 164.30           | 96.57            |
| (d) Other Current Assets                                                    | 15       | 584.35           | 367.46           |
| (e) Assets Held for Sale                                                    | 16       | 93.60            | -                |
| <b>Total Current Assets</b>                                                 |          | <b>11302.77</b>  | <b>9277.79</b>   |
| <b>TOTAL ASSETS</b>                                                         |          | <b>24110.52</b>  | <b>23604.29</b>  |
| <b>EQUITY AND LIABILITIES</b>                                               |          |                  |                  |
| <b>EQUITY</b>                                                               |          |                  |                  |
| (a) Equity Share Capital                                                    | 17       | 1916.67          | 1916.67          |
| (b) Other Equity                                                            | 18       | 10443.05         | 10423.87         |
| <b>LIABILITIES</b>                                                          |          |                  |                  |
| <b>(1) Non-current Liabilities</b>                                          |          |                  |                  |
| (a) Financial Liabilities                                                   |          |                  |                  |
| (i) Borrowings                                                              | 19       | 1831.05          | 3303.26          |
| (b) Provisions                                                              | 20       | 138.48           | 145.35           |
| (c) Deferred Tax Liabilities (Net)                                          | 21       | 359.03           | 433.33           |
| <b>Total Non-Current Liabilities</b>                                        |          | <b>2328.56</b>   | <b>3881.94</b>   |
| <b>(2) Current Liabilities</b>                                              |          |                  |                  |
| (a) Financial Liabilities                                                   |          |                  |                  |
| (i) Borrowings                                                              | 22       | 3347.33          | 2426.66          |
| (ii) Trade Payables                                                         | 23       | 4454.07          | 2948.76          |
| (iii) Other Financial Liabilities                                           | 24       | 1393.72          | 1703.74          |
| (b) Other current Liabilities                                               | 25       | 122.20           | 184.43           |
| (c) Provisions                                                              | 26       | 104.92           | 118.22           |
| <b>Total Current Liabilities</b>                                            |          | <b>9422.24</b>   | <b>7381.81</b>   |
| <b>TOTAL EQUITY AND LIABILITIES</b>                                         |          | <b>24110.52</b>  | <b>23604.29</b>  |
| Company Overview, Basis of preparation and Significant Accounting Policies. |          | 1 & 2            |                  |
| The accompanying notes are an integral part of the financial statements     |          |                  |                  |

As per our report of even date attached

For Goyal Nagpal & Co.  
FRN No. 018289C  
Chartered Accountants

Sd/-  
(CA Virender Nagpal)  
Partner  
Membership No.416004

Place : New Delhi  
Date : 29.05.2019

For and on behalf of the Board of Directors

Sd/-  
(Prabir Mukhopadhyay)  
Chief Financial Officer

Sd/-  
(Ashok Gupta)  
Chairman  
DIN - 00031630

Sd/-  
(Radha Shakti Garg)  
Company Secretary  
M.No. A-26661

# AMD Industries Limited



## Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2019

(Rs. in Lacs)

| Particulars |                                                                                | Note No. | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|-------------|--------------------------------------------------------------------------------|----------|------------------------------|------------------------------|
| I           | Revenue from Operations                                                        | 27       | 15572.06                     | 15449.33                     |
| II          | Other income                                                                   | 28       | 349.69                       | 382.58                       |
| III         | <b>Total Income (I+II)</b>                                                     |          | <b>15921.75</b>              | <b>15831.91</b>              |
| IV          | <b>Expenses</b>                                                                |          |                              |                              |
|             | Cost of Materials consumed                                                     | 29       | 8712.13                      | 7729.73                      |
|             | Excise Duty on Sales                                                           | 30       | -                            | 942.78                       |
|             | Purchase of Stock-in-trade                                                     | 31       | 20.24                        | 6.83                         |
|             | Changes in inventories of Finished Goods, Work-in-progress and Stock-in-trade  | 32       | 133.64                       | 694.22                       |
|             | Employee Benefits Expense                                                      | 33       | 1557.98                      | 1514.43                      |
|             | Finance Costs                                                                  | 34       | 855.00                       | 898.96                       |
|             | Depreciation and Amortisation Expense                                          | 2-5      | 1031.58                      | 1,021.79                     |
|             | Other Expenses                                                                 | 35       | 3650.45                      | 3238.37                      |
|             | <b>Total Expenses</b>                                                          |          | <b>15961.02</b>              | <b>16,047.11</b>             |
| V           | <b>Profit / (Loss) before Exceptional Items and Tax (III-IV)</b>               |          | <b>(39.27)</b>               | <b>(215.20)</b>              |
| VI          | Exceptional Items                                                              |          | -                            | -                            |
| VII         | <b>Profit / (Loss) before Tax (V+VI)</b>                                       |          | <b>(39.27)</b>               | <b>(215.20)</b>              |
| VIII        | Tax Expense :                                                                  |          |                              |                              |
|             | (1) Current Tax                                                                |          | 10.60                        | -                            |
|             | (2) Deferred Tax                                                               |          | (72.94)                      | (168.67)                     |
|             | (3) Tax for earlier years                                                      |          | -                            | 27.57                        |
| IX          | <b>Profit / (Loss) for the Year (VII-VIII)</b>                                 |          | <b>23.07</b>                 | <b>(74.10)</b>               |
| X           | <b>Other Comprehensive Income</b>                                              |          |                              |                              |
|             | Items that will not be Reclassified to Profit or Loss:                         |          |                              |                              |
|             | - Re-measurement gains/(losses) on Defined Benefit Plans                       |          | (5.26)                       | (18.77)                      |
|             | - Income Tax relating to items that will not be Reclassified to Profit or Loss |          | 1.37                         | 6.21                         |
|             | <b>Total Other Comprehensive Income for the Year</b>                           |          | <b>(3.89)</b>                | <b>(12.56)</b>               |
| XI          | <b>Total Comprehensive Income for the Year (IX+X)</b>                          |          | <b>19.18</b>                 | <b>(86.66)</b>               |
| XII         | <b>Earnings per Equity Share</b>                                               | 38       |                              |                              |
|             | (1) Basic (in Rs.)                                                             |          | 0.12                         | (0.39)                       |
|             | (2) Diluted (in Rs.)                                                           |          | 0.12                         | (0.39)                       |

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For Goyal Nagpal & Co.

FRN No. 018289C

Chartered Accountants

Sd/-

(CA Virender Nagpal)

Partner

Membership No.416004

For and on behalf of the Board of Directors

Sd/-

(Prabir Mukhopadhyay)

Chief Financial Officer

Sd/-

(Ashok Gupta)

Chairman

DIN - 00031630

Sd/-

(Radha Shakti Garg)

Company Secretary

M.No. A-26661

Place : New Delhi

Date : 29.05.2019



## Cash Flow Statement for the year ended 31<sup>st</sup> March, 2019

(Rs. in Lacs)

| Particulars                                                      | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|------------------------------------------------------------------|------------------------------|------------------------------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>                   |                              |                              |
| Net Profit before Tax and Extraordinary items                    | (39.27)                      | (215.20)                     |
| Adjustment for:                                                  |                              |                              |
| Depreciation and Amortisation expense                            | 1,031.58                     | 1021.79                      |
| Finance costs                                                    | 855.00                       | 898.96                       |
| (Profit) / Loss on Sale of Assets                                | 81.28                        | (1.38)                       |
| Re-measurement gains/(losses) on employee defined benefit plans  | (5.26)                       | (18.77)                      |
| Fair Value changes in Non-current investments                    | 5.40                         | (2.00)                       |
| Unrealised Foreign Exchange Fluctuation                          | (29.33)                      | (71.29)                      |
| Interest Received                                                | (152.10)                     | (290.32)                     |
| <b>Operating Profit before Working capital changes</b>           | <b>1747.30</b>               | 1321.79                      |
| (Increase) / Decrease in Trade and Other Receivables             | 5.26                         | (651.29)                     |
| (Increase) / Decrease in Inventories                             | (1804.10)                    | 1434.52                      |
| (Increase) / Decrease in other non-current assets                | 1074.34                      | (32.28)                      |
| (Increase) / Decrease in other financial assets                  | 301.40                       | 765.44                       |
| (Increase) / Decrease in other current assets                    | (216.89)                     | 751.41                       |
| (Increase) / Decrease in other bank balances                     | (153.77)                     | 25.27                        |
| Increase / (Decrease) in other financial liabilities             | 70.75                        | (22.16)                      |
| Increase / (Decrease) in provisions                              | (20.17)                      | (154.97)                     |
| Increase / (Decrease) in other current liabilities               | (62.23)                      | 37.00                        |
| Increase / (Decrease) in Trade and Other Payables                | 1,534.64                     | (420.83)                     |
| <b>Cash generated from Operations</b>                            | <b>2476.53</b>               | 3053.90                      |
| Direct Taxes (Net)                                               | (78.33)                      | (110.45)                     |
| <b>Net cash from Operating Activities</b>                        | <b>2398.20</b>               | 2943.45                      |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>                   |                              |                              |
| Purchase/sale of Property, Plant and Equipment (Net)             | (766.61)                     | (957.01)                     |
| Short Term borrowings from related parties                       | 722.06                       | (120.04)                     |
| Loans to employees                                               | 2.93                         | 0.62                         |
| Interest Received                                                | 152.10                       | 290.32                       |
| <b>Net cash used in investing Activities</b>                     | <b>110.48</b>                | (786.11)                     |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>                   |                              |                              |
| Proceeds from Short-term Borrowings                              | <b>198.61</b>                | (326.25)                     |
| Proceeds from Long-term Borrowings                               | -                            | 681.82                       |
| Repayment of Borrowings                                          | <b>(1852.98)</b>             | (1618.04)                    |
| Finance costs paid                                               | <b>(855.00)</b>              | (898.96)                     |
| <b>Net cash used in Financing Activities</b>                     | <b>(2509.37)</b>             | (2161.43)                    |
| <b>Net increase / (decrease) in cash and cash Equivalents</b>    | <b>(0.69)</b>                | (4.09)                       |
| <b>Cash and cash Equivalents as at the beginning of the year</b> | <b>11.03</b>                 | 15.12                        |
| <b>Cash and cash Equivalents as at the end of the year</b>       | <b>10.34</b>                 | 11.03                        |

# AMD Industries Limited



## Cash Flow Statement for the year ended 31<sup>st</sup> March, 2019

(Rs. in Lacs)

| Particulars                              | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|------------------------------------------|------------------------------|------------------------------|
| <b>Notes:</b>                            |                              |                              |
| Cash and Cash Equivalents include:       |                              |                              |
| - Cash on hand                           | 1.14                         | 1.51                         |
| - Balances with Banks in current account | 4.43                         | 5.81                         |
| - Balances with Banks in EFC account     | 3.94                         | 3.71                         |
| - Foreign currency in hand               | 0.83                         | -                            |
| <b>Total</b>                             | <b>10.34</b>                 | <b>11.03</b>                 |

### Disclosure as referred in Ind AS 7 "Statement of Cash Flows"

| PARTICULARS                                           | As at 31.03.2019 |                       | As at 31.03.2018 |                       |
|-------------------------------------------------------|------------------|-----------------------|------------------|-----------------------|
|                                                       | Term Loans       | Working Capital Loans | Term Loans       | Working Capital Loans |
| Carrying amount of debts at the beginning of the year | 4,843.38         | 2,337.06              | 5,779.60         | 2,663.31              |
| Additional borrowings during the year                 | -                | 198.61                | 681.82           | -                     |
| Repayments during the year                            | 1,852.98         | -                     | 1,618.04         | 326.25                |
| Carrying amount of debts at the end of the year       | 2,990.40         | 2,535.67              | 4,843.38         | 2,337.06              |

## Statement of Changes in Equity for the year ended 31<sup>st</sup> March, 2019

(Rs. in Lacs)

| Particulars                                                                   | Reserves and Surplus |                            |                 |                            |                   |                 |
|-------------------------------------------------------------------------------|----------------------|----------------------------|-----------------|----------------------------|-------------------|-----------------|
|                                                                               | Equity Share Capital | Securities Premium Reserve | General Reserve | Other Comprehensive Income | Retained Earnings | Total Equity    |
| As at 1st April, 2017                                                         | 1,916.67             | 6503.90                    | 273.26          | (22.10)                    | 3755.47           | 10510.53        |
| Profit for the year                                                           | -                    | -                          | -               | -                          | (74.10)           | (74.10)         |
| Remeasurement of post employment benefit obligation, net of tax (item of OCI) | -                    | -                          | -               | (12.56)                    | -                 | (12.56)         |
| <b>As at 31st March, 2018</b>                                                 | <b>1,916.67</b>      | <b>6503.90</b>             | <b>273.26</b>   | <b>(34.66)</b>             | <b>3681.37</b>    | <b>10423.87</b> |
| Profit for the year                                                           | -                    | -                          | -               | -                          | 23.07             | 23.07           |
| Remeasurement of post employment benefit obligation, net of tax (item of OCI) | -                    | -                          | -               | (3.89)                     | -                 | (3.89)          |
| <b>As at 31st March, 2019</b>                                                 | <b>1,916.67</b>      | <b>6503.90</b>             | <b>273.26</b>   | <b>(38.55)</b>             | <b>3704.44</b>    | <b>10443.05</b> |

As per our report of even date attached

For Goyal Nagpal & Co.  
FRN No. 018289C  
Chartered Accountants

Sd/-  
(CA Virender Nagpal)  
Partner  
Membership No.416004

Place : New Delhi  
Date : 29.05.2019

For and on behalf of the Board of Directors

Sd/-  
(Prabir Mukhopadhyay)  
Chief Financial Officer

Sd/-  
(Ashok Gupta)  
Chairman  
DIN - 00031630

Sd/-  
(Radha Shakti Garg)  
Company Secretary  
M.No. A-26661



## Notes to financial statements

### COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

#### 1 Company Overview

AMD Industries Limited ("AMDIL" or "the company") is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are publicly traded on the National Stock Exchange ("NSE") and the Bombay Stock Exchange ("BSE") in India. The registered office of AMDIL is situated at 18, Pusa Road, 1st, Floor, Karol Bagh, New Delhi -110005, India. The Company is engaged in the manufacturing of Pet Preform, Pet Bottles, Crown Caps, Closures, Pet Jar and Containers. The company is also engaged in job work operation of pet preforms. The company is continuously catering to packaging needs of Beverages and Beer Industry of the country and abroad. The Company has also Interest in Real Estates Business.

#### 2 Significant accounting policies

##### 2.1 Basis of preparation

The financial statements have been prepared in accordance with Indian Accounting Standards as defined in Rule 2(1)(a) of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter, prescribed under Section 133 of the Companies Act, 2013 ("Ind AS").

##### 2.2 Basis of measurement

The financial statements are prepared on Historical Cost basis except for certain financial assets and liabilities that are measured at fair value (Refer accounting policy regarding Financial Instruments). The accounting policies not specifically referred to otherwise, are consistent and in consonance with generally accepted accounting principles. All income and expenditure are being accounted for on accrual basis.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

##### 2.3 Functional and Presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest lakhs (upto two decimals), except as stated otherwise.

##### 2.4 Use of Estimates

In preparing Company's financial statements in conformity with accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized in the period in which the same is determined.

##### 2.5 Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is current when it is:

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

A liability is current when it is:

- Expected to be settled in normal operating cycle;
- Due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period. All other liabilities are classified as non-current.

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

##### 2.6 Property Plant & Equipment

###### i) Initial recognition and measurement

An item of property, plant and equipments recognized as an asset if and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

Items of Property, Plant and Equipment are measured at cost less accumulated depreciation/amortization and accumulated impairment losses. Cost includes expenditure that is directly attributable to bringing the asset, inclusive of non-refundable taxes & duties, to the location and condition necessary for it to be capable of operating in the manner intended by management.

When parts of an item of property, plant and equipment have different useful life, they are recognized separately.

Items of spare parts, stand-by equipment and servicing equipment which meet the definition of Property, Plant and Equipment are capitalized.

Property, Plant and Equipments which are not ready for intended use as on the date of Balance Sheet are disclosed as 'Capital Work-In-Progress'.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### ii) Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of Property, Plant and Equipment are recognized in profit or loss as incurred.

### iii) De-recognition

Property, Plant and Equipment are derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized in the statement of profit and loss.

### iv) Depreciation/amortization

Depreciation is recognized in profit or loss on a written down value over the estimated useful life of each item of Property, Plant and Equipment.

Depreciation on additions to/deductions from property, plant and equipment during the year is charged on pro-rata basis from/up to the date on which the asset is available for use/disposed.

Depreciation on property, plant and equipment is provided on their estimated useful life as prescribed by Schedule II of Companies Act, 2013 as follows:

|                                | (in Year) |
|--------------------------------|-----------|
| Buildings - Factory            | 30 Years  |
| Buildings - Other than Factory | 60 Years  |
| Plant and Equipments           | 15 Years  |
| Furnitures and Fixtures        | 10 Years  |
| Vehicles                       | 8 Years   |
| Office Equipments              | 5 Years   |

## 2.7 Capital work-in-progress

The cost of self-constructed assets includes the cost of materials & direct labour, borrowing costs, any other costs directly attributable to bring the assets to the location and condition necessary for it to be capable of operating in the manner intended by management.

Expenses directly attributable to construction of property, plant and equipment incurred till these are ready for their intended use are identified and allocated on a systematic basis towards the cost of related assets.

## 2.8 Intangible assets

### i) Initial recognition and measurement

An intangible asset is recognized if and only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the company and the cost of the asset can be measured reliably.

Intangible assets that are acquired by the Company, which have finite useful lives, are recognized at cost. Subsequent measurement is done at cost less accumulated amortization and accumulated impairment losses. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

Expenditure on development activities is capitalized only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Company intends to and has sufficient resources to complete development and to use or sell the asset.

Expenditure incurred which are eligible for capitalizations under intangible assets are carried as intangible assets under development till they are ready for their intended use.

### ii) Subsequent costs

Subsequent expenditure is recognized as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

### iii) De-recognition

An intangible asset is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from disposal with the carrying amount of intangible assets and are recognized in the statement of profit and loss.

### iv) Amortization

Intangible assets having definite life are amortized on straight line method in their useful life of 5 year.



## 2.9 Investment Property

Investment properties are measured at cost less accumulated depreciation and impairment losses, if any. Depreciation on building is provided over the estimated useful lives as specified in Schedule II to the Companies Act, 2013.

## 2.10 Inventories

Inventories of Raw material, Work-in-progress, Finished goods and Consumable Spares are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on FIFO basis.
- Finished goods and work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity.

All other inventories of stores, consumables, project material at site are valued at cost. The stock of waste is valued at net realisable value."

## 2.11 Cash and Cash Equivalents

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

## 2.12 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### i) Financial assets:

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument."

#### a) Initial recognition and measurement

All financial assets are recognized initially at fair value plus or minus, in the case of financial assets not recorded at fair value through profit or loss, transaction cost that are attributable to the acquisition of Financial Assets.

#### b) Subsequent measurement

Financial assets are subsequently classified and measured at:

- Financial assets at amortised cost
- Financial assets at fair value through profit and loss (FVTPL)
- Financial assets at fair value through other comprehensive income (FVOCI).

#### c) Equity Instruments:

All investments in equity instruments in entities other than subsidiaries and joint ventures are measured at fair value. Equity instruments if held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either at FVTOCI or FVTPL. The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instruments, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment as the company transfers cumulative gain or loss within the equity.

Equity instruments if classified as FVTPL category are measured at fair value with all changes recognized in the profit and loss.

#### d) De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

- The contractual rights to receive cash flows from the asset have expired, or
- The Company has transferred its contractual rights to receive cash flows from the asset.

#### e) Impairment of Financial Asset

Expected credit losses are recognized for all financial assets subsequent to initial recognition in Statement of Profit and loss.

For recognition of impairment loss on financial assets other than Trade receivables, the company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide impairment loss. However, If credit risk is increased significantly, lifetime ECL is used.

If, in a subsequent period, credit quality of the instrument improves to such extent that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12- Month ECL.

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

## ii) Financial liabilities

### a) Initial recognition and measurement

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

### b) Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any material transaction that are any integral part of the EIR. Trade and other payables maturing within one year from the balance sheet date are carried at transaction value and the carrying amounts approximate fair value due to the short maturity of these instruments.

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.

### c) De-recognition

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

## 2.13 Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or Indirectly observable

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. The Company determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

## 2.14 Impairment of Financial Assets

All financial assets except for those at FVTPL are subject to review for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a company of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets.

In accordance with Ind-AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets carried at amortised cost.

ECL is the weighted average of difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the company is required to consider –

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

## 2.15 Impairment of Non-Financial Assets

The Company, in accordance with the Indian Accounting Standard (Ind AS) 36 "Impairment of Assets", has adopted the practice of assessing at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, then the company provides for the loss for impairment of Assets after estimating the recoverable amount of the assets.

## 2.16 Provisions, Contingent Liabilities and Contingent Assets

Provision are measured at the Present value of the management's best estimate of the expenditure required to settle the present obligation at the end



of reporting period. Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent liabilities are disclosed only 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 which is 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 estimate of the amount cannot be measured reliably.

No contingent asset is recognized but disclosed by way of notes to accounts only when its recognition is virtually certain.

## 2.17 Revenue Recognition

Effective 01 April 2018, the company adopted Ind AS 115 "Revenue from Contracts with customers" using the modified retrospective method. Under the modified retrospective method, an entity applies Ind AS 115 only for contracts that are not completed on or before 31 March 2018.

To determine whether to recognize revenue, the company follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied.

In all cases, the total transaction price is allocated amongst the various performance obligations based on their relative standalone selling price. The transaction price excludes amounts collected on behalf of third parties. The consideration promised include fixed amounts, variable amounts, or both.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured, regardless of when the payment is being made. Amount of sales are net of goods and service tax, sale returns, trade allowances and discounts but inclusive of excise duty.

Revenue is recognised either at a point in time or over time, when (or as) the company satisfies performance obligations by transferring the promised goods or services to its customers.

While this represents significant new guidance, the implementation of this new guidance had no impact on the timing or amount of revenue recognised by the company in any year.

Company continues to account for export benefits on accrual basis.

### Other income

All other income is recognized on accrual basis when no significant uncertainty exists on their receipt.

### Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest is accrued on time proportion basis, by reference to the principle outstanding at the effective interest rate.

### Dividends

Income from dividend on investments is accrued in the year in which it is declared, whereby the company's right to receive is established.

## 2.18 Foreign Currency Conversions/Transactions

Foreign Currency Transactions are recorded at the exchange rates prevailing on the date of the transactions however in case of Imports transactions are recorded as per the exchange rate mentioned on bill of entries. Gains and losses arising out of subsequent fluctuations are accounted for on actual payments or realisations as the case may be. Monetary assets and liabilities denominated in foreign currency as on Balance Sheet date are translated into functional currency at the exchange rates prevailing on that date and Exchange differences arising out of such conversion are recognised in the Statement of Profit and Loss.

## 2.19 Income Taxes

Income tax expense for the year comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss except to the extent it relates to any business combination or to an item which is recognised directly in equity or in other comprehensive income.

### a) Current Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognized outside statement of profit or loss is recognized outside statement of profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

### b) Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.



Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside statement of profit or loss is recognized outside statement of profit or loss. Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

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 taxes relate to the same taxable company Group and the same taxation authority.

## c) Minimum Alternate Tax (MAT)

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward.

In the year in which the company recognizes MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset.

The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

## 2.20 Employee Benefits

### i) Short Term Employee Benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under performance related pay if the Company has a present, legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably."

### ii) Post-Employment benefits

Employee benefit that are payable after the completion of employment are Post-Employment Benefit (other than termination benefit). Company has identified two types of post employment benefits:

#### a) Defined contribution plans

Defined contribution plans are those plans in which the company pays fixed contribution into separate entities and will have no legal or constructive obligation to pay further amounts. Provident Fund and Employee State Insurance are Defined Contribution Plans in which company pays a fixed contribution and will have no further obligation beyond the monthly contributions and are recognised as an expenses in Statement of Profit & Loss.

#### b) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

Company pays Gratuity as per provisions of the Gratuity Act, 1972. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit to employees is discounted to determine its present value."

The calculation is performed annually by a qualified actuary using the projected unit credit method. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Any actuarial gains or losses pertaining to components of re-measurements of net defined benefit liability/(asset) are recognized in OCI in the period in which they arise.

## 2.21 Borrowing Cost

Borrowing cost include interest calculated using the effective interest method, amortization of ancillary costs and other costs the company incurs in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Capitalisation of borrowing costs is suspended in the period during which the active development is delayed due to, other than temporary, interruption. All other borrowing costs are charged to the statement of profit and loss as incurred.

## 2.22 Earning Per Share

Basic Earning Per Share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, net profit after tax during the year and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.



## 2.23 Leases

### As Lessee

#### Accounting for finance leases

Leases of Property, Plant and Equipment, if any, where the Company, as lessee has substantially all risks and rewards of ownership are classified as finance lease. On initial recognition, assets held under finance leases are recorded as Property, Plant and Equipment and the related liability is recognized under borrowings. At inception of the lease, finance leases are recorded at amounts equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability.

#### Accounting for operating leases

##### Where the company is the lessee

Lease rentals are recognized as an expenses on a straight line basis with reference to lease terms and other considerations except where –

- Another systematic basis is more representative of the time pattern of the benefit derived from the asset taken or given on lease.
- The payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

##### Where the company is the lessor

Leases in which the company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. The respective leased assets are included in the balance sheet based on their nature. Rental income is recognized on straight-line basis over the lease term except where scheduled increase in rent compensates the company with expected inflationary costs.

## 2.24 Statement of Cash Flows

Statement of cash flows is prepared in accordance with the Indirect method prescribed in Ind AS-7 'Statement of cash flows.

## 2.25 Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

## 2.26 Segment reporting

The company is engaged in "the business of Packaging Business" which in the context of Ind AS 108 "Operating Segment" is considered as the only segment. The company's activities are restricted within India and hence, no separate geographical segment disclosure is considered necessary.

## 2.27 Asset Classified as held for sale

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sales rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

For these purposes, sales transactions include exchanges of non-current assets for the other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale so highly probable: and it will genuinely be sold, not abandoned. The company treats sales of the asset to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset,
- An active programme to locate a buyer and complete the plan has been initiated
- The assets is being actively marketed for sale at a price that is reasonable in relation to its current fair value.
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicated that it is unlikely that significant changes to the plan will be made or that the plant will be withdrawn

Non-Current assets held for sale are measured at the lower at their carrying amount and the fair value less cost to sell.

Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, Plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

## 2.28 Standards issued but not yet effective

### Ind AS 116 - Leases:

On 30 March 2019, MCA has notified Ind AS 116 "Leases". Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees – leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

The effective date for adoption of Ind AS 116 is financial periods beginning on or after 01 April 2019 accordingly no effect of this has been given in these financial statements. The company is evaluating the requirements of this new standard and their impact on the Combined Financial Statements.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### NOTE - 3 PROPERTY, PLANT AND EQUIPMENT

(Rs. in Lacs)

| Particulars                                         | Freehold Land   | Leasehold Land* | Buildings*      | Plant and Equipments | Furnitures and Fixtures | Vehicles      | Office Equipments | Total            |
|-----------------------------------------------------|-----------------|-----------------|-----------------|----------------------|-------------------------|---------------|-------------------|------------------|
| <b>Gross Block as at April 1, 2017</b>              | 1576.63         | 184.17          | 2302.41         | 14054.74             | 468.80                  | 254.24        | 115.15            | 18956.14         |
| Additions                                           | 3.58            | 1.90            | 19.62           | 918.73               | 7.42                    | 7.71          | 1.30              | 960.26           |
| Disposals                                           | -               | -               | -               | 7.08                 | -                       | -             | -                 | 7.08             |
| <b>As at March 31, 2018</b>                         | <b>1,580.21</b> | <b>186.07</b>   | <b>2,322.03</b> | <b>14,966.39</b>     | <b>476.22</b>           | <b>261.95</b> | <b>116.45</b>     | <b>19,909.32</b> |
| Additions                                           | 0.00            | 2.28            | 970.48          | 782.10               | 31.28                   | 0.54          | 2.11              | 1788.79          |
| Disposals                                           | -               | -               | 937.32          | 7.56                 | -                       | 0.44          | -                 | 945.32           |
| Transfer to Assets Held for Sale                    | -               | 25.72           | 162.29          | -                    | -                       | -             | -                 | 188.01           |
| <b>As at March 31, 2019</b>                         | <b>1,580.21</b> | <b>162.63</b>   | <b>2,192.90</b> | <b>15,740.93</b>     | <b>507.50</b>           | <b>262.05</b> | <b>118.56</b>     | <b>20,564.78</b> |
| <b>Accumulated Depreciation as at April 1, 2017</b> | -               | 23.13           | 331.62          | 8242.91              | 180.52                  | 202.86        | 101.51            | 9082.55          |
| Charge for the period                               | -               | 2.01            | 76.19           | 868.55               | 42.38                   | 15.40         | 6.91              | 1011.44          |
| Disposals                                           | -               | -               | -               | 5.20                 | -                       | 0.00          | 0.00              | 5.20             |
| <b>As at March 31, 2018</b>                         | -               | 25.14           | 407.81          | 9,106.26             | 222.90                  | 218.26        | 108.42            | 10,088.79        |
| Charge for the period                               | -               | 2.01            | 76.28           | 884.53               | 43.11                   | 11.14         | 4.62              | 1021.69          |
| Disposals                                           | -               | -               | -               | 7.19                 | -                       | 0.44          | -                 | 7.63             |
| Transfer to Assets Held for Sale                    | -               | 7.84            | 86.57           | -                    | -                       | -             | -                 | 94.41            |
| <b>As at March 31, 2019</b>                         | -               | 19.31           | 397.52          | 9,983.60             | 266.01                  | 228.96        | 113.04            | 11,008.44        |
| <b>Net Carrying Amount</b>                          |                 |                 |                 |                      |                         |               |                   |                  |
| As at March 31, 2019                                | 1,580.21        | 143.32          | 1,795.38        | 5,757.33             | 241.49                  | 33.09         | 5.52              | 9,556.34         |
| As at March 31, 2018                                | 1,580.21        | 160.93          | 1,914.22        | 5,860.13             | 253.32                  | 43.69         | 8.03              | 9,820.53         |

**Note:** \*Leasehold Land and Buildings includes Leasehold Land and Buildings situated at C-4 and C-5, Meerut Road Industrial Area, Ghaziabad, Uttar Pradesh, which have been transferred to Assets Held for Sale on 31st March 2019 (Refer Note No. 16)

### NOTE - 4 INVESTMENT PROPERTY

(Rs. in Lacs)

| Particulars                                         | Amount        |
|-----------------------------------------------------|---------------|
| <b>Residential Apartment and Office Space :</b>     |               |
| <b>Gross Block as at April 1, 2017</b>              | 441.81        |
| Additions                                           | -             |
| Disposals                                           | -             |
| <b>As at March 31, 2018</b>                         | <b>441.81</b> |
| Additions                                           | -             |
| Disposals                                           | 174.00        |
| <b>As at March 31, 2019</b>                         | <b>267.81</b> |
| <b>Accumulated Depreciation as at April 1, 2017</b> | 7.36          |
| Charge for the period                               | 7.36          |
| Disposals                                           | -             |
| As at March 31, 2018                                | 14.72         |
| Charge for the period                               | 6.90          |
| Disposals                                           | 8.24          |
| <b>As at March 31, 2019</b>                         | <b>13.38</b>  |
| <b>Net Carrying Amount</b>                          |               |
| As at March 31, 2019                                | 254.43        |
| As at March 31, 2018                                | 427.09        |

Informations Regarding income and expenditure of investment property

(Rs. in Lacs)

| Particulars                                                                         | Year ended March 31, 2019 | Year ended March 31, 2018 |
|-------------------------------------------------------------------------------------|---------------------------|---------------------------|
| <b>Rental Income derived from Investment Property</b>                               | <b>11.06</b>              | 13.43                     |
| Direct Operating expenses that generated rental income                              | 8.89                      | 7.09                      |
| Profit arising from investment properties before depreciation and indirect expenses | 2.17                      | 6.34                      |
| Less : Depreciation                                                                 | 6.90                      | 7.36                      |
| Profit/(Loss) arising from investment properties before indirect expenses           | (4.73)                    | (1.02)                    |

#### **Fair Value**

As at 31 March 2019

As at 31 March 2018

#### **Premises given on operating lease:**

The Company has given investment properties ( building) on operating lease. These lease arrangements range for a period between 6 Months and 5 years.



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### NOTE - 5 OTHER INTANGIBLE ASSETS

(Rs. in Lacs)

| Particulars                                         | Amount       |
|-----------------------------------------------------|--------------|
| <b>Computer Software :</b>                          |              |
| <b>Gross Block as at April 1, 2017</b>              | 37.65        |
| Additions                                           | -            |
| Disposals                                           | -            |
| <b>As at March 31, 2018</b>                         | <b>37.65</b> |
| Additions                                           | -            |
| Disposals                                           | -            |
| <b>As at March 31, 2019</b>                         | <b>37.65</b> |
| <b>Accumulated Depreciation as at April 1, 2017</b> | 27.84        |
| Charge for the period                               | 2.99         |
| Disposals                                           | -            |
| <b>As at March 31, 2018</b>                         | <b>30.83</b> |
| Charge for the period                               | 2.99         |
| Disposals                                           | -            |
| <b>As at March 31, 2019</b>                         | <b>33.82</b> |
| <b>Net Carrying Amount</b>                          |              |
| As at March 31, 2019                                | 3.83         |
| <b>As at March 31, 2018</b>                         | <b>6.82</b>  |

### NOTE - 6 INVESTMENTS [NON-CURRENT (Other than Trade)]

(Rs. in Lacs)

| Particulars                                                            | As at 31.03.2019 |             | As at 31.03.2018 |             |
|------------------------------------------------------------------------|------------------|-------------|------------------|-------------|
|                                                                        | Numbers          | Rs. in Lacs | Numbers          | Rs. in Lacs |
| <b>Investment in Equity Shares:</b>                                    |                  |             |                  |             |
| <b>Others (At fair value through Profit and Loss Account):</b>         |                  |             |                  |             |
| STL Global Limited<br>(Fully paid 50000 equity shares of Rs.10/- each) | 50,000           | 3.00        | 50,000           | 8.40        |
| Aggregate amount of quoted investments                                 |                  | 3.00        |                  | 8.40        |
| Market Value of quoted investments                                     |                  | 3.00        |                  | 8.40        |

### NOTE - 7 OTHER FINANCIAL NON-CURRENT ASSETS

(Rs. in Lacs)

| Particulars               | As at<br>31st March, 2019 | As at<br>31st March, 2018 |
|---------------------------|---------------------------|---------------------------|
| Unsecured Considered Good |                           |                           |
| Loans :                   |                           |                           |
| Security Deposits         | 273.99                    | 273.16                    |
|                           | <b>273.99</b>             | 273.16                    |

### NOTE - 8 OTHER NON-CURRENT ASSETS

|                            |                |         |
|----------------------------|----------------|---------|
| Capital Advances           | 612.09         | 1636.70 |
| Advance to Related Party * | 2104.07        | 2153.80 |
|                            | <b>2716.16</b> | 3790.50 |

\* It represents the non-interest bearing amount paid to AMD Estates & Developers Private Limited, a related company, against sharing of revenue in ongoing Commercial Project of the said Related Company at Gurugram, Haryana.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### NOTE - 9 INVENTORIES (Valued at lower of cost or net realisable value)

(Rs. in Lacs)

| Particulars                                                                              | As at<br>31st March, 2019 | As at<br>31st March, 2018 |
|------------------------------------------------------------------------------------------|---------------------------|---------------------------|
| Raw Materials (including in transit Rs. 528.57 Lakhs (March 31,2018 : Rs. 191.20 Lakhs ) | 4024.16                   | 2081.05                   |
| Work-in-progress                                                                         | 131.20                    | 104.70                    |
| Finished Goods (including in transit Rs. Nil (March 31,2018 : Rs.Nil )                   | 1072.17                   | 1205.27                   |
| Stock-in-trade (including in transit Rs. Nil (March 31,2018 : Rs.Nil )                   | 4.42                      | 0.53                      |
| Stores and Spares (including in transit Rs. Nil (March 31,2018 : Rs.Nil )                | 38.61                     | 49.68                     |
| Packing Materials (including in transit Rs. Nil (March 31,2018 : Rs.Nil )                | 90.43                     | 84.74                     |
| Waste and Scrap                                                                          | 40.44                     | 71.36                     |
|                                                                                          | 5401.43                   | 3597.33                   |

### NOTE - 10 TRADE RECEIVABLES [CURRENT] (Unsecured)

|                                             |         |         |
|---------------------------------------------|---------|---------|
| Considered Good                             | 4517.96 | 4523.22 |
| Doubtful                                    | 7.90    | 7.90    |
| Less : Allowance for Bad and Doubtful Debts | (7.90)  | (7.90)  |
|                                             | 4517.96 | 4523.22 |

### NOTE - 11 CASH AND CASH EQUIVALENTS

|                          |       |       |
|--------------------------|-------|-------|
| Balances with Banks :    |       |       |
| - In Current account     | 4.43  | 5.81  |
| - In EFC Account         | 3.94  | 3.71  |
| Cash on hand             | 1.14  | 1.51  |
| Foreign Currency in Hand | 0.83  | -     |
|                          | 10.34 | 11.03 |

### NOTE - 12 OTHER BANK BALANCES

|                                |        |        |
|--------------------------------|--------|--------|
| - Balance held as margin money | 376.40 | 222.63 |
|                                | 376.40 | 222.63 |

### NOTE -13 OTHER FINANCIAL ASSETS [CURRENT]

|                                             |        |        |
|---------------------------------------------|--------|--------|
| Unsecured, Considered Good                  |        |        |
| Advances recoverable from related parties * | 128.13 | 146.48 |
| Loan to Employees                           | 6.67   | 9.60   |
| Other Receivables                           | 19.59  | 303.47 |
|                                             | 154.39 | 459.55 |

\* It represents the income receivable from sharing in revenue from AMD Estates & Developers Private Limited, a related company, in ongoing Commercial Project of the said Related Company at Gurugram, Haryana.

### NOTE - 14 CURRENT TAX ASSETS (NET)

|                                          |        |       |
|------------------------------------------|--------|-------|
| Current Tax Assets / (Liabilities) (Net) | 164.30 | 96.57 |
|                                          | 164.30 | 96.57 |

\* It represents the income receivable from sharing in revenue from AMD Estates & Developers Private Limited, a related company, in ongoing Commercial Project of the said Related Company at Gurugram, Haryana

### NOTE - 15 OTHER CURRENT ASSETS

|                                      |        |        |
|--------------------------------------|--------|--------|
| Advances to suppliers                | 108.03 | 50.46  |
| Balances with Government Authorities | 400.38 | 249.82 |
| Prepaid Expenses                     | 66.68  | 54.01  |
| Others - License in Hand             | 9.26   | 13.17  |
|                                      | 584.35 | 367.46 |

### NOTE - 16 ASSETS HELD FOR SALE

|                                                                                                 |       |   |
|-------------------------------------------------------------------------------------------------|-------|---|
| Assets Held for Sale                                                                            | 93.60 | - |
| (Land and Building situated at C-4 & C-5,,Meerut Road Industrial Area,Ghaziabad, Uttar Pradesh) |       |   |
|                                                                                                 | 93.60 | - |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### NOTE - 17 SHARE CAPITAL

(Rs. in Lacs)

| Particulars                                                                                                      | As at 31.03.2019 | As at 31.03.2018 |
|------------------------------------------------------------------------------------------------------------------|------------------|------------------|
| <b>Authorised Share Capital</b><br>2,50,00,000 (31 March 2018 - 2,50,00,000) Equity Shares of Rs. 10/- each      | <b>2,500.00</b>  | 2,500.00         |
| <b>Issued Share Capital:</b><br>1,91,66,749 (31 March 2018 - 1,91,66,749) Equity Shares of Rs. 10/- each         | <b>1,916.67</b>  | 1,916.67         |
| <b>Subscribed and fully paid up:</b><br>1,91,66,749 (31 March 2018 - 1,91,66,749) Equity Shares of Rs. 10/- each | <b>1,916.67</b>  | 1,916.67         |
|                                                                                                                  | <b>1,916.67</b>  | 1,916.67         |

(i) **Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

| Particulars                                      | As at 31.03.2019  |              | As at 31.03.2018  |              |
|--------------------------------------------------|-------------------|--------------|-------------------|--------------|
|                                                  | Numbers of shares | Rs. in Lakhs | Numbers of shares | Rs. in Lakhs |
| Balance at the beginning of the period           | 19,166,749        | 1,916.67     | 19,166,749        | 1,916.67     |
| Change in equity share capital during the period | -                 | -            | -                 | -            |
| Balance at the end of reporting period           | 19,166,749        | 1,916.67     | 19,166,749        | 1,916.67     |

(ii) **Details of shares held by each shareholder holding more than 5% shares:**

| Class of shares / Name of shareholder | As at 31.03.2019      |                                   | As at 31.03.2018      |                                   |
|---------------------------------------|-----------------------|-----------------------------------|-----------------------|-----------------------------------|
|                                       | Number of shares held | % holding in that class of shares | Number of shares held | % holding in that class of shares |
| Equity shares with voting rights      |                       |                                   |                       |                                   |
| Ashok Gupta                           | 3,576,103             | 19%                               | 3,552,595             | 19%                               |
| Chitra Gupta                          | 1,200,945             | 6%                                | 1,200,945             | 6%                                |
| Adit Gupta                            | 6,148,241             | 32%                               | 6,748,241             | 35%                               |
| Ashok Sons (HUF)                      | 982,500               | 5%                                | 982,500               | 5%                                |

(iii) **Terms / rights attached to Equity Shares**

The Company has only one class of equity shares having a par value of Rs. 10 per share. Every member holding equity shares therein shall have voting rights in proportion to his shares of the paid up equity share capital. The Company declares and pay dividend in indian rupees.

In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iv) **No shares have been issued by the company for consideration other than cash, during the period of five years immediately preceding the reporting periods.**

### NOTE - 18 OTHER EQUITY

(Rs. in Lacs)

| Particulars                                                                         | As at 31st March, 2019 | As at 31st March, 2018 |
|-------------------------------------------------------------------------------------|------------------------|------------------------|
| <b>Securities Premium Reserve:</b>                                                  |                        |                        |
| Balance at the beginning of the reporting period                                    | 6,503.90               | 6,503.90               |
| Add : Premium on issue of equity share                                              | -                      | -                      |
| <b>Balance at the end of the reporting period</b>                                   | <b>6,503.90</b>        | 6,503.90               |
| <b>General Reserve</b>                                                              |                        |                        |
| Balance at the beginning of the reporting period                                    | 273.26                 | 273.26                 |
| Add : Premium on issue of equity share                                              | -                      | -                      |
| <b>Balance at the end of the reporting period</b>                                   | <b>273.26</b>          | 273.26                 |
| <b>Retained Earnings:</b>                                                           |                        |                        |
| Balance at the beginning of the reporting period                                    | 3,646.71               | 3,733.37               |
| Add: Profit for the year                                                            | 23.07                  | (74.10)                |
| <b>Items of other comprehensive income recognised directly in retained earnings</b> |                        |                        |
| Remeasurement of post employment benefit obligation net of tax (item of OCI)        | (3.89)                 | (12.56)                |
| <b>Balance at the end of the reporting period</b>                                   | <b>3,665.89</b>        | 3,646.71               |
| <b>Total Other Equity</b>                                                           | <b>10,443.05</b>       | 10,423.87              |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### NOTE - 19 BORROWINGS [NON-CURRENT]

(Rs. in Lacs)

| Particulars                          | As at<br>31st March, 2019 | As at<br>31st March, 2018 |
|--------------------------------------|---------------------------|---------------------------|
| Secured Loans                        |                           |                           |
| Term Loans :                         |                           |                           |
| - Banks                              | 1754.88                   | 3124.63                   |
| - Non-Banking Financial Institutions | 76.17                     | 178.63                    |
|                                      | 1831.05                   | 3303.26                   |

### NOTE - 20 PROVISIONS [NON-CURRENT]

|                                          |        |        |
|------------------------------------------|--------|--------|
| Provision for Employee Benefits          | 97.48  | 104.35 |
| Provision for Disputed Sales Tax Matters | 41.00  | 41.00  |
|                                          | 138.48 | 145.35 |

### NOTE -21 DEFERRED TAX LIABILITIES (NET)

|                                                            |        |        |
|------------------------------------------------------------|--------|--------|
| Deferred Tax Liability / (Asset) - Net (Refer Note No. 44) | 359.03 | 433.33 |
|                                                            | 359.03 | 433.33 |

### NOTE - 22 BORROWINGS [CURRENT]

|                                |         |         |
|--------------------------------|---------|---------|
| <b>Secured Loans</b>           |         |         |
| Repayable on Demand from Banks | 2535.67 | 2337.06 |
|                                | 2535.67 | 2337.06 |
| <b>Unsecured Loans</b>         |         |         |
| Loans from:                    |         |         |
| -Related parties               | 811.66  | 89.60   |
|                                | 811.66  | 89.60   |
|                                | 3347.33 | 2426.66 |

#### Details of terms & conditions of Secured Loans

| Name of the bank    | Security                                                                                                                                                                                                                                                                                                                                              | Rate of Interest | Amount   |
|---------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|----------|
| State Bank of India | First Pari Passu charge over Current assets of the company and 2nd parri passu charge over the fixed assets of the company except vehicles & immovable properties of the company specifically mortgage to other lenders.The same is also secured by way of mortgage of personal property of the Director and the Personal Guarantee of the Directors. | MCLR+2.75%       | 1,624.95 |
| Kotak Mahindra Bank | First Pari Passu charge over Current assets of the company and 2nd parri passu charge over the fixed assets of the company except vehicles & immovable properties of the company specifically mortgage to other lenders.The same is also secured by way of Personal Guarantee of the Directors.                                                       | MCLR+1.75%       | 730.02   |
| IDFC Bank           | First Pari Passu charge over Current assets of the company and 2nd parri passu charge over the fixed assets of the company except vehicles & immovable properties of the company specifically mortgage to other lenders.The same is also secured by way of Personal Guarantee of the Directors.                                                       | MCLR+1.60%       | 180.70   |
|                     |                                                                                                                                                                                                                                                                                                                                                       |                  | 2,535.67 |

#### Details of terms and conditions of Short Term Borrowings received from Related parties

| Name of Party | Terms of Repayment | Rate of Interest | Amount |
|---------------|--------------------|------------------|--------|
| Ashok Gupta   | Payable on demand  | 12%              | 625.69 |
| Adit Gupta    | Payable on demand  | 12%              | 185.97 |
|               |                    |                  | 811.66 |



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### NOTE - 23 TRADE PAYABLES [CURRENT]

(Rs. in Lacs)

| Particulars                                                                      | As at<br>31st March, 2019 | As at<br>31st March, 2018 |
|----------------------------------------------------------------------------------|---------------------------|---------------------------|
| Total outstanding dues of micro, small & medium enterprises (Refer Note No. 48)  | 219.82                    | -                         |
| Total outstanding dues of creditors other than micro, small & medium enterprises | 4234.25                   | 2948.76                   |
|                                                                                  | 4454.07                   | 2948.76                   |

### NOTE - 24 OTHER FINANCIAL LIABILITIES [CURRENT]

|                                              |         |         |
|----------------------------------------------|---------|---------|
| Current Maturities of Long Term Borrowings : |         |         |
| - Banks                                      | 1055.35 | 1428.19 |
| - Non-Banking Financial Institutions         | 104.00  | 111.93  |
| Security Deposits                            | -       | 2.25    |
| Other payables                               | 234.37  | 161.37  |
|                                              | 1393.72 | 1703.74 |

### NOTE - 25 OTHER CURRENT LIABILITIES

|                                     |        |        |
|-------------------------------------|--------|--------|
| Government and Other Statutory Dues | 68.36  | 74.36  |
| Advance from Customers              | 53.84  | 110.07 |
| Other Payables                      | -      | -      |
|                                     | 122.20 | 184.43 |

### NOTE - 26 PROVISIONS [CURRENT]

|                                 |        |        |
|---------------------------------|--------|--------|
| Provision for Employee Benefits | 104.92 | 118.22 |
|                                 | 104.92 | 118.22 |

### Details of Repayment Terms and Security against the Term Loans

(Rs. in Lacs)

| Particulars             | Number of<br>Installments due          | Security                                                                                                                                                                                                                                                                                                                                                                  | Rate of Interest | Amount of EMI/<br>Instalment | Amount<br>Outstanding<br>(Non-Current) |
|-------------------------|----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|------------------------------|----------------------------------------|
| Standard Chartered Bank | Repayable in 27 EMI                    | Mortgage of Immovable Properties of the Company at DLF Courtyard and the Personal Guarantee of the Directors                                                                                                                                                                                                                                                              | BR+0.70%         | 7.28                         | 94.77                                  |
| Kotak Mahindra Bank     | Repayable in 39 EMI                    | Mortgage of Immovable Personal Property of wife & daughter of Director and the Personal Guarantee of the Directors                                                                                                                                                                                                                                                        | BR+1.00%         | 6.22                         | 147.21                                 |
| Kotak Mahindra Bank     | Repayable in 36 EMI                    | Mortgage of Immovable Personal Property of daughter of Director and the Personal Guarantee of the Directors                                                                                                                                                                                                                                                               | BR+1.00%         | 9.59                         | 205.41                                 |
| Kotak Mahindra Bank     | Repayable in 64 EMI                    | Mortgage of Immovable Personal Property of wife & daughter of Director and the Personal Guarantee of the Directors                                                                                                                                                                                                                                                        | MCLR+0.70%       | 7.59                         | 316.65                                 |
| State Bank of India     | Repayable in 16 Quarterly Installments | First Pari Passu charge over fixed assets of the company except vehicles & immovable properties of the company situated at Ghaziabad, Haridwar and others immovable properties & equipments specifically mortgage to other lenders. The same is also secured by 2nd Pari Passu charge over the current assets of the company and the personal guarantee of the directors. | MCLR+4.00%       | 31.25                        | 365.10                                 |
| State Bank of India     | Repayable in 7 Quarterly Installments  | First Pari Passu charge over fixed assets of the company except vehicles & immovable properties of the company situated at Ghaziabad, Haridwar and others immovable properties & equipments specifically mortgage to other lenders. The same is also secured by 2nd Pari Passu charge over the current assets of the company and the personal guarantee of the directors. | MCLR+5.60%       | 26.65                        | 81.95                                  |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rs. in Lacs)

| Particulars                             | Number of Installments due             | Security                                                                                                                                                                                                                                                                                                                                                       | Rate of Interest | Amount of EMI/ Instalment | Amount Outstanding (Non-Current) |
|-----------------------------------------|----------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|---------------------------|----------------------------------|
| State Bank of India                     | Repayable in 12 Quarterly Installments | First charge over immovable property of the company situated at Neemrana. The same is also secured by 2nd Pari Passu charge over the current assets of the company and the personal guarantee of the directors.                                                                                                                                                | MCLR+5.60%       | 30.00                     | 232.88                           |
| IDFC Bank                               | Repayable in 2 Quarterly Installments  | First Pari Passu charge over fixed assets of the company except vehicles & immovable properties of the company situated at Neemrana and others immovable properties & Equipments specifically mortgage to other lenders. The same is also secured by 2nd Pari Passu charge over the current assets of the company and the personal guarantee of the directors. | MCLR+1.60%       | 25.00                     | -                                |
| IDFC Bank                               | Repayable in 3 Quarterly Installments  | Mortgage of immovable properties of the company situated at Ghaziabad. The same is also secured by 2nd Pari Passu charge over the current assets of the company and the personal guarantee of the directors.                                                                                                                                                   | MCLR+1.60%       | 45.00                     | -                                |
| IDFC Bank                               | Repayable in 4 Quarterly Installments  | First Pari passu charge over fixed assets of the company except vehicles & immovable properties of the company situated at Neemrana and others immovable properties & Equipments specifically mortgage to other lenders. The same is also secured by 2nd Pari Passu charge over the current assets of the company and the personal guarantee of the directors. | MCLR+1.60%       | 25.00                     | -                                |
| IDFC Bank                               | Repayable in 13 Quarterly Installments | First charge over plant and machinery created out of term loan & immovable properties of the company situated at Ghaziabad & Haridwar. The same is also secured by 2nd Pari Passu charge over the current assets of the company and the personal guarantee of the directors.                                                                                   | MCLR+1.60%       | 34.55                     | 310.91                           |
| HDFC Bank                               | Repayable in 6 EMI                     | Hypothecation of Vehicle acquired out of loan                                                                                                                                                                                                                                                                                                                  | 10.50%           | 0.15                      | -                                |
|                                         |                                        |                                                                                                                                                                                                                                                                                                                                                                |                  |                           | <b>1,754.88</b>                  |
| Tata Capital Financial Services Limited | Repayable in 7 Quarterly Installments  | Hypothecation of Plant & Machinery and other Equipments created out of term loan from Tata Capital Financial Services Limited and First Pari Passu charge over Immovable property of the Company situated at Haridwar and Personal Guarantee of the Directors                                                                                                  | LTLR-5.75%       | 13.00                     | 38.09                            |
| Tata Capital Financial Services Limited | Repayable in 7 Quarterly Installments  | Hypothecation of Plant & Machinery and other Equipments created out of term loan from Tata Capital Financial Services Limited and First Pari Passu charge over Immovable property of the Company situated at Haridwar and Personal Guarantee of the Directors                                                                                                  | LTLR-5.75%       | 13.00                     | 38.08                            |
|                                         |                                        |                                                                                                                                                                                                                                                                                                                                                                |                  |                           | <b>76.17</b>                     |

### Details of Repayment Terms and Security against the Term Loans

(Rs. in Lacs)

| Particulars             | Number of Installments due | Security                                                                                                           | Rate of Interest | Amount of EMI/ Instalment | Amount Outstanding (Current) |
|-------------------------|----------------------------|--------------------------------------------------------------------------------------------------------------------|------------------|---------------------------|------------------------------|
| Standard Chartered Bank | Repayable in 27 EMI        | Mortgage of Immovable Properties of the Company at DLF Courtyard and the Personal Guarantee of the Directors       | BR+0.70%         | 7.28                      | 73.49                        |
| Kotak Mahindra Bank     | Repayable in 39 EMI        | Mortgage of Immovable Personal Property of wife & daughter of Director and the Personal Guarantee of the Directors | BR+1.00%         | 6.22                      | 56.40                        |
| Kotak Mahindra Bank     | Repayable in 36 EMI        | Mortgage of Immovable Personal Property of daughter of Director and the Personal Guarantee of the Directors        | BR+1.00%         | 9.59                      | 89.10                        |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rs. in Lacs)

| Particulars                             | Number of Installments due             | Security                                                                                                                                                                                                                                                                                                                                                                  | Rate of Interest | Amount of EMI/ Instalment | Amount Outstanding (Current) |
|-----------------------------------------|----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|---------------------------|------------------------------|
| Kotak Mahindra Bank                     | Repayable in 64 EMI                    | Mortgage of Immovable Personal Property of wife & daughter of Director and the Personal Guarantee of the Directors                                                                                                                                                                                                                                                        | MCLR+0.70%       | 7.59                      | 57.63                        |
| State Bank of India                     | Repayable in 16 Quarterly Installments | First Pari Passu charge over fixed assets of the company except vehicles & immovable properties of the company situated at Ghaziabad, Haridwar and others immovable properties & equipments specifically mortgage to other lenders. The same is also secured by 2nd Pari Passu charge over the current assets of the company and the personal guarantee of the directors. | MCLR+4.00%       | 31.25                     | 125.00                       |
| State Bank of India                     | Repayable in 7 Quarterly Installments  | First Pari Passu charge over fixed assets of the company except vehicles & immovable properties of the company situated at Ghaziabad, Haridwar and others immovable properties & equipments specifically mortgage to other lenders. The same is also secured by 2nd Pari Passu charge over the current assets of the company and the personal guarantee of the directors. | MCLR+5.60%       | 26.65                     | 106.60                       |
| State Bank of India                     | Repayable in 12 Quarterly Installments | First charge over immovable property of the company situated at Neemrana. The same is also secured by 2nd Pari Passu charge over the current assets of the company and the personal guarantee of the directors.                                                                                                                                                           | MCLR+5.60%       | 30.00                     | 120.00                       |
| IDFC Bank                               | Repayable in 2 Quarterly Installments  | First Pari Passu charge over fixed assets of the company except vehicles & immovable properties of the company situated at Neemrana and others immovable properties & Equipments specifically mortgage to other lenders. The same is also secured by 2nd Pari Passu charge over the current assets of the company and the personal guarantee of the directors.            | MCLR+1.60%       | 25.00                     | 59.10                        |
| IDFC Bank                               | Repayable in 3 Quarterly Installments  | Mortgage of immovable properties of the company situated at Ghaziabad. The same is also secured by 2nd Pari Passu charge over the current assets of the company and the personal guarantee of the directors.                                                                                                                                                              | MCLR+1.60%       | 45.00                     | 134.79                       |
| IDFC Bank                               | Repayable in 4 Quarterly Installments  | First Pari passu charge over fixed assets of the company except vehicles & immovable properties of the company situated at Neemrana and others immovable properties & Equipments specifically mortgage to other lenders. The same is also secured by 2nd Pari Passu charge over the current assets of the company and the personal guarantee of the directors.            | MCLR+1.60%       | 25.00                     | 94.18                        |
| IDFC Bank                               | Repayable in 13 Quarterly Installments | First charge over plant and machinery created out of term loan & immovable properties of the company situated at Ghaziabad & Haridwar. The same is also secured by 2nd Pari Passu charge over the current assets of the company and the personal guarantee of the directors.                                                                                              | MCLR+1.60%       | 34.55                     | 138.18                       |
| HDFC Bank                               | Repayable in 6 EMI                     | Hypothecation of Vehicle acquired out of loan                                                                                                                                                                                                                                                                                                                             | 10.50%           | 0.15                      | 0.88                         |
|                                         |                                        |                                                                                                                                                                                                                                                                                                                                                                           |                  |                           | <b>1,055.35</b>              |
| Tata Capital Financial Services Limited | Repayable in 7 Quarterly Installments  | Hypothecation of Plant & Machinery and other Equipments created out of term loan from Tata Capital Financial Services Limited and First Pari Passu charge over Immovable peroperty of the Company situated at Haridwar and Personal Guarantee of the Directors                                                                                                            | LTLR-5.75%       | 13.00                     | 52.00                        |
| Tata Capital Financial Services Limited | Repayable in 7 Quarterly Installments  | Hypothecation of Plant & Machinery and other Equipments created out of term loan from Tata Capital Financial Services Limited and First Pari Passu charge over Immovable peroperty of the Company situated at Haridwar and Personal Guarantee of the Directors                                                                                                            | LTLR-5.75%       | 13.00                     | 52.00                        |
|                                         |                                        |                                                                                                                                                                                                                                                                                                                                                                           |                  |                           | <b>104.00</b>                |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### NOTE - 27 REVENUE FROM OPERATIONS

(Rs. in Lacs)

| Particulars                              | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|------------------------------------------|------------------------------|------------------------------|
| Sale of:                                 |                              |                              |
| - Products                               | 12998.00                     | 12303.84                     |
| - Services                               | 2231.54                      | 2910.55                      |
| Revenue from Investments in Real Estates | 46.92                        | 71.16                        |
| Other operating revenues                 | 295.60                       | 163.78                       |
|                                          | <b>15572.06</b>              | <b>15449.33</b>              |

### NOTE - 28 OTHER INCOME

|                                           |               |               |
|-------------------------------------------|---------------|---------------|
| Interest Income                           | 152.10        | 290.32        |
| Rent Income                               | 11.06         | 13.43         |
| Foreign Exchange Fluctuation Profit (Net) | 29.33         | 71.29         |
| Profit on sale/disposal of fixed assets   | 156.30        | 1.37          |
| Gain on Fair Value of investments         | -             | 2.00          |
| Other non-operating income                | 0.90          | 4.17          |
|                                           | <b>349.69</b> | <b>382.58</b> |

### NOTE - 29 COST OF MATERIAL CONSUMED

|                                         |                  |                 |
|-----------------------------------------|------------------|-----------------|
| Inventory at the beginning of the year  | 2,081.05         | 2,578.08        |
| Purchases                               | 10,356.96        | 7,076.93        |
| Freight Inward                          | 298.28           | 155.77          |
|                                         | <b>12,736.29</b> | <b>9,810.78</b> |
| Less : Inventory at the end of the year | 4,024.16         | 2081.05         |
|                                         | <b>8,712.13</b>  | <b>7729.73</b>  |

### NOTE - 30 EXCISE DUTY ON SALES

|                      |   |        |
|----------------------|---|--------|
| Excise Duty on Sales | - | 942.78 |
|                      | - | 942.78 |

### NOTE - 31 PURCHASE OF STOCK IN TRADE

|                          |              |             |
|--------------------------|--------------|-------------|
| Purchase of Traded Goods | 20.24        | 6.83        |
|                          | <b>20.24</b> | <b>6.83</b> |

### NOTE - 32 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

|                                                |                |                |
|------------------------------------------------|----------------|----------------|
| <b>Opening Stock</b>                           |                |                |
| Finished Goods                                 | 1205.27        | 1598.94        |
| Work-in-progress                               | 104.70         | 608.55         |
| Stock -in-trade                                | 71.90          | 46.26          |
| (A)                                            | <b>1381.87</b> | <b>2253.75</b> |
| <b>Closing Stock</b>                           |                |                |
| Finished Goods                                 | 1072.17        | 1205.27        |
| Work-in-progress                               | 131.20         | 104.70         |
| Stock -in-trade                                | 44.86          | 71.90          |
| (B)                                            | <b>1248.23</b> | <b>1381.87</b> |
| (increase) / Decrease in Stocks (A-B)          | <b>133.64</b>  | <b>871.88</b>  |
| Less: Adjustments for differential Excise Duty | -              | 177.66         |
| Net (Increase) / Decrease in Stocks            | <b>133.64</b>  | <b>694.22</b>  |

### NOTE - 33 EMPLOYEE BENEFITS EXPENSE

|                                           |                |                |
|-------------------------------------------|----------------|----------------|
| Salaries and Wages                        | 1483.46        | 1444.92        |
| Contribution to Provident and other Funds | 43.82          | 46.72          |
| Employees' Welfare and other Benefits     | 30.70          | 22.79          |
|                                           | <b>1557.98</b> | <b>1514.43</b> |



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### NOTE - 34 FINANCE COSTS

(Rs. in Lacs)

| Particulars           | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|-----------------------|------------------------------|------------------------------|
| Interest Expenses     | 821.04                       | 887.22                       |
| Other Borrowing costs | 33.96                        | 11.74                        |
|                       | <b>855.00</b>                | <b>898.96</b>                |

### NOTE - 35 OTHER EXPENSES

|                                             |                |                |
|---------------------------------------------|----------------|----------------|
| Advertisement and Sales Promotion           | 16.66          | 15.77          |
| Auditors Remuneration                       | 5.20           | 6.53           |
| Bank Charges                                | 29.38          | 26.39          |
| Commission on sales                         | 2.09           | 4.37           |
| Communication Expenses                      | 21.52          | 22.43          |
| Consumption of packing materials            | 576.43         | 571.46         |
| Consumption of Stores and Spares            | 65.73          | 62.53          |
| Corporate Social Responsibility Expenses    | 0.14           | 7.56           |
| Directors' sitting fees                     | 3.72           | 3.73           |
| Loss on Fair Value of investments           | 5.40           | -              |
| Freight and Transportation                  | 343.55         | 298.61         |
| Insurance                                   | 56.93          | 37.87          |
| Lease Rent                                  | 316.06         | 326.66         |
| Legal, professional and consultancy charges | 67.21          | 71.28          |
| Loss on Sale of Fixed Assets                | 237.59         | -              |
| Power and Fuel                              | 1515.12        | 1345.99        |
| Printing and Stationery                     | 11.84          | 11.16          |
| Rates and Taxes                             | 9.30           | 14.31          |
| Repair and Maintenance                      |                |                |
| - Building                                  | 44.55          | 22.34          |
| - Plant and Machinery                       | 66.53          | 124.55         |
| - Others                                    | 42.89          | 31.96          |
| Travelling and other incidental expenses    | 159.30         | 153.94         |
| Other Expenses                              | 53.31          | 78.93          |
|                                             | <b>3650.45</b> | <b>3238.37</b> |

### NOTE - 36 AMOUNT PAID TO AUDITORS

|                                     |             |             |
|-------------------------------------|-------------|-------------|
| a) Statutory Audit fee              | 5.20        | 5.23        |
| b) Tax Audit Fee                    | -           | 1.30        |
| c) Limited Review and Certification | 1.92        | 0.90        |
|                                     | <b>7.12</b> | <b>7.43</b> |

### NOTE - 37 DETAILS OF CSR EXPENDITURE

|                                                        |             |             |
|--------------------------------------------------------|-------------|-------------|
| a) Gross amount required to be spent during the year : | -           | 7.54        |
| b) Details of Amount spent during the year             |             |             |
| (i) Contruction/acquisition of any assets              |             |             |
| - In Cash                                              | -           | -           |
| - Yet to be paid in cash                               | -           | -           |
| (ii) On purpose other than (i) above                   |             |             |
| - In Cash                                              | 0.14        | 7.52        |
| - Yet to be paid in cash                               | -           | 0.04        |
|                                                        | <b>0.14</b> | <b>7.56</b> |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### NOTE - 38 EARNINGS PER SHARE (EPS)

(Rs. in Lacs)

| Particulars                                                           | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|-----------------------------------------------------------------------|------------------------------|------------------------------|
| a) Profit for the year attributable to Equity Shareholders            | 23.07                        | (74.10)                      |
| b) Weighted average number of Equity Shares for Basic and Diluted EPS | 19,166,749                   | 19,166,749                   |
| c) Earnings per share (Rupees)                                        |                              |                              |
| - Basic                                                               | 0.12                         | (0.39)                       |
| - Diluted                                                             | 0.12                         | (0.39)                       |

### NOTE - 39 COMPONENTS OF OTHER COMPREHENSIVE INCOME (OCI)

|                                            |        |         |
|--------------------------------------------|--------|---------|
| Gain/(Loss) on FVTOCI financial assets     | (5.26) | (18.77) |
| Deferred Tax effect on Re-measurement Cost | 1.37   | 6.21    |
|                                            | (3.89) | (12.56) |

### NOTE - 40 PROVISIONS

| Particulars                          | Doubtful Debts | Disputed Sales Tax Matters |
|--------------------------------------|----------------|----------------------------|
| <b>As at April 1, 2017</b>           | 3.20           | 41.00                      |
| Additional Provision during the year | 4.70           | -                          |
| Amount used during the year          | -              | -                          |
| <b>As at March 31, 2018</b>          | 7.90           | 41.00                      |
| Additional Provision during the year | -              | -                          |
| Amount used during the year          | -              | -                          |
| <b>As at March 31, 2019</b>          | 7.90           | 41.00                      |

### NOTE - 41 CONTINGENT LIABILITIES (to the extent not provided for in Financial Statement)

| Particulars                                                                             | As at March 31, 2019 | As at March 31, 2018 |
|-----------------------------------------------------------------------------------------|----------------------|----------------------|
| <b>(a) Guarantees</b>                                                                   |                      |                      |
| Corporate Guarantee for related Company i.e. AMD Estates and Developers Private Limited | *Nil                 | 500.00               |
| <b>(b) Other contingent liabilities</b>                                                 |                      |                      |
| Claims against the company not acknowledged as debt                                     |                      |                      |
| - Disputed Sales Tax Matters                                                            | 343.35               | 343.35               |
| - Disputed Income Tax Matters                                                           | -                    | 54.03                |
| - Labour Dispute                                                                        | 2.00                 | 2.00                 |
|                                                                                         | 345.35               | 899.38               |

It is not possible to predict the outcome of the pending litigations with accuracy, the Company believes, based on legal opinions received, that it has meritorious defenses to the claims. The management believe that pending actions will not require outflow of resources embodying economic benefits and will not have a material adverse effect upon the results of the operations, cash flows or financial condition of the company.

\* The company had given corporate guarantee in the Financial Year 2010-2011 to Kotak Mahindra Bank Limited on behalf of its then subsidiary company AMD Estates and Developers (P) Limited for obtaining Loan against Property of Rs.5.00 Crore. During the year the said loan has been fully repaid and no dues certificate dated 1st January 2019 has been issued by the Bank.

### NOTE - 42 EMPLOYEE BENEFITS

The disclosures required under ind AS 19 "Employee Benefits" notified in the companies (Indian Accounting Standards) Rules, 2015 are as given below:

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### a) Defined Benefit Plan

(i) (Rs. in Lacs)

| Particulars                                                                 | Leave Encashment<br>(Non Funded) |                              | Gratuity<br>(Non Funded)     |                              |
|-----------------------------------------------------------------------------|----------------------------------|------------------------------|------------------------------|------------------------------|
|                                                                             | Year ended<br>March 31, 2019     | Year ended<br>March 31, 2018 | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
| <b>I. Change in the Present Value of Obligation</b>                         |                                  |                              |                              |                              |
| 1) Present Value of Defined Benefit Obligation at the beginning of the year | 44.54                            | 43.75                        | 105.64                       | 82.25                        |
| 2) Current Service cost                                                     | 9.36                             | 7.70                         | 15.21                        | 15.13                        |
| 3) Interest Expense or cost                                                 | 3.39                             | 3.15                         | 8.03                         | 5.92                         |
| 4) Remeasurement (or actuarial) (gain) / loss arising from:                 |                                  |                              |                              |                              |
| - change in demographic assumptions                                         | -                                | (0.09)                       | -                            | 3.67                         |
| - change in financial assumptions                                           | 1.36                             | (0.46)                       | 4.89                         | (5.59)                       |
| - experience variance (i.e. actual experience vs assumptions)               | (1.82)                           | (1.60)                       | 0.37                         | 20.69                        |
| 5) Past service cost, including losses/(gains) on curtailments              | -                                | -                            | -                            | 0.02                         |
| 6) Benefit Paid                                                             | (14.53)                          | (7.91)                       | (36.41)                      | (16.45)                      |
| 7) Present Value of Obligation as at the end                                | 42.30                            | 44.54                        | 97.73                        | 105.64                       |

### II. Change in the Fair Value of Plan Assets

|                                                                               |   |   |   |   |
|-------------------------------------------------------------------------------|---|---|---|---|
| 1) Fair value of Plan Assets at the beginning of the year                     | - | - | - | - |
| 2) Investment income                                                          | - | - | - | - |
| 3) Employer's contribution                                                    | - | - | - | - |
| 4) Benefits Paid                                                              | - | - | - | - |
| 5) Return on Plan Assets, excluding amount recognised in net interest Expense | - | - | - | - |
| 6) Fair value of Plan Assets as at the end                                    | - | - | - | - |

### III. Expenses recognised in the Statement of Profit & Loss Account \*

|                                                                              |       |       |       |       |
|------------------------------------------------------------------------------|-------|-------|-------|-------|
| 1) Service cost                                                              | 9.36  | 7.70  | 15.21 | 15.15 |
| 2) Net interest (income) / cost on the Net Defined Benefit Liability (Asset) | 3.39  | 3.15  | 8.03  | 5.92  |
| 3) Expenses recognised in the income Statement                               | 12.75 | 10.85 | 23.24 | 21.07 |

### IV. Other Comprehensive Income

|                                                                                 |   |   |      |        |
|---------------------------------------------------------------------------------|---|---|------|--------|
| 1) Actuarial (Gains) / Losses                                                   |   |   |      |        |
| - change in demographic assumptions                                             | - | - | -    | 3.67   |
| - change in financial assumptions                                               | - | - | 4.89 | (5.59) |
| - experience variance (i.e. actual experience vs assumptions)                   | - | - | 0.37 | 20.69  |
| 2) Return on Plan Assets, excluding amount recognised in net interest Expense   | - | - | -    | -      |
| 3) Components of Defined Benefit costs recognised in Other comprehensive income | - | - | 5.26 | 18.77  |

### V. Actuarial Assumptions

|                                                              |                                                   |        |        |        |
|--------------------------------------------------------------|---------------------------------------------------|--------|--------|--------|
| 1) Discount Rate                                             | 7.50%                                             | 7.60%  | 7.50%  | 7.60%  |
| 2) Expected rate of return on Plan Assets                    | 7.50%                                             | 7.60%  | 7.50%  | 7.60%  |
| 3) Mortality                                                 | Indian Assured Lives Mortality (2006-08) Ultimate |        |        |        |
| 4) Salary Escalation                                         | 6.00%                                             | 5.00%  | 6.00%  | 5.00%  |
| 5) Withdrawal rate                                           | 11.00%                                            | 11.00% | 11.00% | 11.00% |
| 6) Average outstanding service of employees up to retirement | 21.04                                             | 21.27  | 21.04  | 21.27  |

\* included under the head Employee Benefits Expense - Refer Note No. 28.

(VI) Disclosure related to indication of effect of the defined benefit plan on the entity's future cash flows: (Rs. in Lacs)

| Particulars        | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|--------------------|------------------------------|------------------------------|
| <b>Year ending</b> |                              |                              |
| March 2019         | -                            | 33.78                        |
| March 2020         | 30.03                        | 12.29                        |
| March 2021         | 9.31                         | 10.07                        |
| March 2022         | 8.83                         | 8.94                         |
| March 2023         | 10.17                        | 9.97                         |

The average duration of the defined benefit plan obligation at the end of the reporting year is 8 years (March, 2018 : 8 years)

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### NOTE - 43 RELATED PARTY DISCLOSURE

- (i) The related parties as per the terms of Ind AS-24, "Related Party Disclosure", (specified under section 133 of the Companies Act, 2013, read with Rule 7 of Companies (Accounts) Rules 2015) are disclosed below :

**Name of related parties with whom transactions have taken place during the year:**

**(A) Enterprises in which directors are interested**

AMD Estates and Developers (P) Limited

Ashok Sons (HUF)

**(B) Key Management Personnel**

Mr. Prabir Kumar Mukhopadhyay - Chief Financial Officer

Ms. Radha Shakti Garg - Company Secretary

**(C) Relative of Key Management Personnel**

Ms. Sonali Mukhopadhyay

**(D) Directors**

Mr. Ashok Gupta - Chairman

Mr. Adit Gupta - Managing Director

Mr. Mahipal - Independent Director

Mr. Prabhat Krishna - Independent Director

Ms. Shubha Singh - Independent Director

**(E) Directors Relative**

Ms. Chitra Gupta

Ms. Mamta Gupta

Ms. Vidhi Bajoria

**(F) Enterprises over which persons described in (E) is able to exercise significant influence**

M/s Pink Dreams Studio

### Related Party Disclosure (Contd.)

**(ii) Transactions with Related Parties :**

(Rs. in Lacs)

| Particulars                     | (A) Enterprises in which directors are interested |           | (B) Key Management Personnel |           | (C) Relative of Key Management Personnel |           | (D) Directors |           | (E) Directors Relative |           | (F) Enterprises over which persons described in (E) is able to exercise significant influence |           | Total     |           |
|---------------------------------|---------------------------------------------------|-----------|------------------------------|-----------|------------------------------------------|-----------|---------------|-----------|------------------------|-----------|-----------------------------------------------------------------------------------------------|-----------|-----------|-----------|
|                                 | 2018-2019                                         | 2017-2018 | 2018-2019                    | 2017-2018 | 2018-2019                                | 2017-2018 | 2018-2019     | 2017-2018 | 2018-2019              | 2017-2018 | 2018-2019                                                                                     | 2017-2018 | 2018-2019 | 2017-2018 |
| <b>(A) Transactions</b>         |                                                   |           |                              |           |                                          |           |               |           |                        |           |                                                                                               |           |           |           |
| <b>Salaries</b>                 |                                                   |           |                              |           |                                          |           |               |           |                        |           |                                                                                               |           |           |           |
| - Mr. Ashok Gupta               | -                                                 | -         | -                            | -         | -                                        | -         | 126.49        | 126.48    | -                      | -         | -                                                                                             | -         | 126.49    | 126.48    |
| - Mr. Adit Gupta                | -                                                 | -         | -                            | -         | -                                        | -         | 118.21        | 118.20    | -                      | -         | -                                                                                             | -         | 118.21    | 118.20    |
| - Mr. Prabir Kumar Mukopadhyay* | -                                                 | -         | 13.23                        | 12.90     | -                                        | -         | -             | -         | -                      | -         | -                                                                                             | -         | 13.23     | 12.90     |
| - Ms. Radha Shakti Garg*        | -                                                 | -         | 8.11                         | 7.54      | -                                        | -         | -             | -         | -                      | -         | -                                                                                             | -         | 8.11      | 7.54      |
| - Ms. Mamta Gupta               | -                                                 | -         | -                            | -         | -                                        | -         | -             | -         | 15.08                  | 15.08     | -                                                                                             | -         | 15.08     | 15.08     |
| - Ms. Vidhi Bajoria             | -                                                 | -         | -                            | -         | -                                        | -         | -             | -         | 15.08                  | 15.08     | -                                                                                             | -         | 15.08     | 15.08     |
| <b>Director's Sitting Fees</b>  |                                                   |           |                              |           |                                          |           |               |           |                        |           |                                                                                               |           |           |           |
| - Mr. Mahipal                   | -                                                 | -         | -                            | -         | -                                        | -         | 1.24          | 1.24      | -                      | -         | -                                                                                             | -         | 1.24      | 1.24      |
| - Mr. Prabhat Krishna           | -                                                 | -         | -                            | -         | -                                        | -         | 1.24          | 1.24      | -                      | -         | -                                                                                             | -         | 1.24      | 1.24      |
| - Ms. Shubha Singh              | -                                                 | -         | -                            | -         | -                                        | -         | 1.24          | 1.24      | -                      | -         | -                                                                                             | -         | 1.24      | 1.24      |
| <b>Rent Expenses</b>            |                                                   |           |                              |           |                                          |           |               |           |                        |           |                                                                                               |           |           |           |
| - M/s Ashok Sons (HUF)          | 23.96                                             | 23.96     | -                            | -         | -                                        | -         | -             | -         | -                      | -         | -                                                                                             | -         | 23.96     | 23.96     |
| - Mr. Adit Gupta                | -                                                 | -         | -                            | -         | -                                        | -         | 115.72        | 115.86    | -                      | -         | -                                                                                             | -         | 115.72    | 115.86    |
| - Ms. Chitra Gupta              | -                                                 | -         | -                            | -         | -                                        | -         | -             | -         | 71.08                  | 71.10     | -                                                                                             | -         | 71.08     | 71.10     |



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(Rs. in Lacs)

| Particulars                                              | (A) Enterprises in which directors are interested |           | (B) Key Management Personnel |           | (C) Relative of Key Management Personnel |           | (D) Directors |           | (E) Directors Relative |           | (F) Enterprises over which persons described in (E) is able to exercise significant influence |           | Total     |           |
|----------------------------------------------------------|---------------------------------------------------|-----------|------------------------------|-----------|------------------------------------------|-----------|---------------|-----------|------------------------|-----------|-----------------------------------------------------------------------------------------------|-----------|-----------|-----------|
|                                                          | 2018-2019                                         | 2017-2018 | 2018-2019                    | 2017-2018 | 2018-2019                                | 2017-2018 | 2018-2019     | 2017-2018 | 2018-2019              | 2017-2018 | 2018-2019                                                                                     | 2017-2018 | 2018-2019 | 2017-2018 |
| <b>Retainership Expenses</b>                             |                                                   |           |                              |           |                                          |           |               |           |                        |           |                                                                                               |           |           |           |
| - Ms. Sonali Mukhopadhyay                                | -                                                 | -         | -                            | -         | 5.15                                     | 4.80      | -             | -         | -                      | -         | -                                                                                             | -         | 5.15      | 4.80      |
| <b>Interest Expenses</b>                                 |                                                   |           |                              |           |                                          |           |               |           |                        |           |                                                                                               |           |           |           |
| - Mr. Ashok Gupta                                        | -                                                 | -         | -                            | -         | -                                        | -         | 45.35         | 5.89      | -                      | -         | -                                                                                             | -         | 45.35     | 5.89      |
| - Mr. Adit Gupta                                         | -                                                 | -         | -                            | -         | -                                        | -         | 9.22          | 10.10     | -                      | -         | -                                                                                             | -         | 9.22      | 10.10     |
| <b>Revenue from Investments in Real Estates</b>          |                                                   |           |                              |           |                                          |           |               |           |                        |           |                                                                                               |           |           |           |
| - AMD Estates and Developers (P) Limited                 | 46.92                                             | 71.16     | -                            | -         | -                                        | -         | -             | -         | -                      | -         | -                                                                                             | -         | 46.92     | 71.16     |
| <b>Rent Received</b>                                     |                                                   |           |                              |           |                                          |           |               |           |                        |           |                                                                                               |           |           |           |
| - M/s Pink Dreams Studio                                 | -                                                 | -         | -                            | -         | -                                        | -         | -             | -         | -                      | -         | 6.00                                                                                          | 6.00      | 6.00      | 6.00      |
| <b>Unsecured Loan Received</b>                           |                                                   |           |                              |           |                                          |           |               |           |                        |           |                                                                                               |           |           |           |
| - Mr. Ashok Gupta                                        | -                                                 | -         | -                            | -         | -                                        | -         | 650.00        | -         | -                      | -         | -                                                                                             | -         | 650.00    | -         |
| - Mr. Adit Gupta                                         | -                                                 | -         | -                            | -         | -                                        | -         | 132.00        | -         | -                      | -         | -                                                                                             | -         | 132.00    | -         |
| <b>Unsecured Loan Repaid</b>                             |                                                   |           |                              |           |                                          |           |               |           |                        |           |                                                                                               |           |           |           |
| - Mr. Ashok Gupta                                        | -                                                 | -         | -                            | -         | -                                        | -         | 69.05         | 130.00    | -                      | -         | -                                                                                             | -         | 69.05     | 130.00    |
| - Mr. Adit Gupta                                         | -                                                 | -         | -                            | -         | -                                        | -         | 40.00         | 4.43      | -                      | -         | -                                                                                             | -         | 40.00     | 4.43      |
| <b>(B) Balance outstanding as at the end of the year</b> |                                                   |           |                              |           |                                          |           |               |           |                        |           |                                                                                               |           |           |           |
| <b>(i) Payables</b>                                      |                                                   |           |                              |           |                                          |           |               |           |                        |           |                                                                                               |           |           |           |
| <b>Salaries Payable</b>                                  |                                                   |           |                              |           |                                          |           |               |           |                        |           |                                                                                               |           |           |           |
| - Mr. Ashok Gupta                                        | -                                                 | -         | -                            | -         | -                                        | -         | 3.66          | 3.38      | -                      | -         | -                                                                                             | -         | 3.66      | 3.38      |
| - Mr. Adit Gupta                                         | -                                                 | -         | -                            | -         | -                                        | -         | 5.66          | 5.65      | -                      | -         | -                                                                                             | -         | 5.66      | 5.65      |
| - Mr. Prabir Kumar Mukopadhyay                           | -                                                 | -         | 0.71                         | 0.82      | -                                        | -         | -             | -         | -                      | -         | -                                                                                             | -         | 0.71      | 0.82      |
| - Ms. Radha Shakti Garg                                  | -                                                 | -         | 0.62                         | 0.53      | -                                        | -         | -             | -         | -                      | -         | -                                                                                             | -         | 0.62      | 0.53      |
| - Ms. Mamta Gupta                                        | -                                                 | -         | -                            | -         | -                                        | -         | -             | -         | 1.00                   | 0.95      | -                                                                                             | -         | 1.00      | 0.95      |
| - Ms. Vidhi Bajoria                                      | -                                                 | -         | -                            | -         | -                                        | -         | -             | -         | 1.06                   | 0.96      | -                                                                                             | -         | 1.06      | 0.96      |
| <b>Retainership Expenses Payable</b>                     |                                                   |           |                              |           |                                          |           |               |           |                        |           |                                                                                               |           |           |           |
| - Ms. Sonali Mukhopadhyay                                | -                                                 | -         | -                            | -         | 0.45                                     | 0.36      | -             | -         | -                      | -         | -                                                                                             | -         | 0.45      | 0.36      |
| <b>Unsecured Loan Outstanding</b>                        |                                                   |           |                              |           |                                          |           |               |           |                        |           |                                                                                               |           |           |           |
| - Mr. Ashok Gupta                                        | -                                                 | -         | -                            | -         | -                                        | -         | 625.69        | 3.93      | -                      | -         | -                                                                                             | -         | 625.69    | 3.93      |
| - Mr. Adit Gupta                                         | -                                                 | -         | -                            | -         | -                                        | -         | 185.97        | 85.67     | -                      | -         | -                                                                                             | -         | 185.97    | 85.67     |
| <b>(ii) Receivables</b>                                  |                                                   |           |                              |           |                                          |           |               |           |                        |           |                                                                                               |           |           |           |
| <b>Rent Receivable</b>                                   |                                                   |           |                              |           |                                          |           |               |           |                        |           |                                                                                               |           |           |           |
| - M/s Pink Dreams Studio                                 | -                                                 | -         | -                            | -         | -                                        | -         | -             | -         | -                      | -         | 4.18                                                                                          | -         | 4.18      | -         |
| <b>Advance Paid for Project</b>                          |                                                   |           |                              |           |                                          |           |               |           |                        |           |                                                                                               |           |           |           |
| - AMD Estates and Developers (P) Limited                 | 2,104.07                                          | 2,153.80  | -                            | -         | -                                        | -         | -             | -         | -                      | -         | -                                                                                             | -         | 2,104.07  | 2,153.80  |
| <b>Revenue Receivable for Project</b>                    |                                                   |           |                              |           |                                          |           |               |           |                        |           |                                                                                               |           |           |           |
| - AMD Estates and Developers (P) Limited                 | 128.13                                            | 146.48    | -                            | -         | -                                        | -         | -             | -         | -                      | -         | -                                                                                             | -         | 128.13    | 146.48    |

\* As the liabilities for gratuity and leave encashment are provided on actuarial basis for the company as a whole, the amount pertaining to key management personnel are not included in above.

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### NOTE - 44 INCOME TAX

#### (A) Amounts recognised in Statement of Profit and Loss

(Rs. in Lacs)

| Particulars                                                           | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|-----------------------------------------------------------------------|------------------------------|------------------------------|
| Current Tax                                                           | 10.60                        | 0.00                         |
| Adjustments in respect of current income tax of earlier year          | -                            | 27.57                        |
| MAT credit Entitlement                                                | -                            | -                            |
| <b>Total</b>                                                          | <b>10.60</b>                 | <b>27.57</b>                 |
| Deferred Tax                                                          |                              |                              |
| - Relating to Origination and Reversal of Temporary Differences       | (72.94)                      | (168.67)                     |
| <b>Income Tax Expense Reported in the Statement of Profit or Loss</b> | <b>(62.34)</b>               | <b>(141.10)</b>              |

#### (B) Income Tax recognised in Other Comprehensive Income

(Rs. in Lacs)

| Particulars                                                                 | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|-----------------------------------------------------------------------------|------------------------------|------------------------------|
| Current Income Tax on Re-measurement Losses on Defined Benefit Plans        | 1.37                         | 6.21                         |
| <b>Total</b>                                                                | <b>1.37</b>                  | <b>6.21</b>                  |
| <b>Total Income Tax Expense Reported in the Statement of Profit or Loss</b> | <b>(60.97)</b>               | <b>(134.89)</b>              |

#### (C) Reconciliation of Effective Tax Rate

(Rs. in Lacs)

| Particulars                                     | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|-------------------------------------------------|------------------------------|------------------------------|
| <b>Profit before Tax</b>                        | <b>(39.27)</b>               | <b>(215.20)</b>              |
| Enacted tax rate in India                       | 25.75%                       | 33.06%                       |
| Expected tax expenses                           | (10.11)                      | (71.15)                      |
| Due to rate change                              | 31.69                        | -                            |
| Additional deduction under Income Tax Act, 1961 | (265.95)                     | (420.92)                     |
| Expenses disallowed under Income Tax Act, 1961  | 183.40                       | 357.18                       |
| <b>Reported Income Tax Expense</b>              | <b>(60.97)</b>               | <b>(134.89)</b>              |

#### (D) Deferred Tax Liabilities (Net)

(Rs. in Lacs)

| Particulars                                                                                                                        | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|------------------------------------------------------------------------------------------------------------------------------------|------------------------------|------------------------------|
| <b>Deferred Tax Liability</b>                                                                                                      |                              |                              |
| Income tax at the applicable rate on the difference between the aggregate book written down value of property, plant and equipment | 415.02                       | 491.41                       |
|                                                                                                                                    | 415.02                       | 491.41                       |
| <b>Deferred Tax Assets</b>                                                                                                         |                              |                              |
| Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purpose on payment basis |                              |                              |
| - Employee benefits                                                                                                                | 36.41                        | 38.67                        |
| - Others                                                                                                                           | 19.58                        | 19.41                        |
|                                                                                                                                    | 55.99                        | 58.08                        |
| <b>Deferred tax liability (Net)</b>                                                                                                | <b>359.03</b>                | <b>433.33</b>                |

#### (E) Reconciliation of Deferred Tax Liabilities (Net)

(Rs. in Lacs)

| Particulars                         | Year ended<br>March 31, 2019 | Year ended<br>March 31, 2018 |
|-------------------------------------|------------------------------|------------------------------|
| <b>Opening Balance</b>              | <b>433.33</b>                | <b>608.22</b>                |
| Deferred Tax Expense recognised in: |                              |                              |
| Statement of Profit or Loss         | (72.94)                      | (168.67)                     |
| Other comprehensive income          | (1.37)                       | (6.21)                       |
| <b>Closing Balance</b>              | <b>359.03</b>                | <b>433.33</b>                |

### NOTE - 45 CAPITAL MANAGEMENT

The company's policy is to maintain an adequate capital base so as to maintain creditor and market confidence and to sustain future development. capital includes issued capital, share premium and all other equity reserves attributable to equity holders. The primary objective of the Company's capital management is to maintain an optimal structure so as to maximise the shareholder's value. In order to strengthen the capital base, the company may use appropriate means to enhance or reduce capital, as the case may be.

The company is not subject to any external imposed capital requirement. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net Debt is calculated as borrowings less cash and cash equivalents.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Rs. in Lakhs

| Particulars                     | As at 31.03.2019 | As at 31.03.2018 |
|---------------------------------|------------------|------------------|
| <b>Borrowings</b>               | <b>6337.73</b>   | <b>7270.04</b>   |
| Less: Cash and cash Equivalents | 10.34            | 11.03            |
| <b>Net Debt</b>                 | <b>6327.39</b>   | <b>7259.01</b>   |
| Equity Share Capital            | 1916.67          | 1916.67          |
| Other Equity                    | 10443.05         | 10423.87         |
| <b>Total Capital</b>            | <b>12359.72</b>  | <b>12340.54</b>  |
| Capital and Net Debt            | 18687.11         | 19599.55         |
| <b>Gearing Ratio</b>            | <b>33.86%</b>    | <b>37.04%</b>    |

### NOTE - 46 SEGMENT REPORTING

As the Company's business activity primarily falls within a single business and geographical segment i.e. Packaging Business, thus there are no additional disclosures to be provided under Ind AS 108 - "Operating Segment". The management considers that the various goods and services provided by the Company constitutes single business segment since the risk and rewards are not different from one another.

### NOTE - 47 ASSETS PLEDGED AS SECURITY

Rs. in Lakhs

| Particulars       | As at 31.03.2019 | As at 31.03.2018 |
|-------------------|------------------|------------------|
| <b>Current</b>    |                  |                  |
| Inventories       | 5,401.43         | 3,597.33         |
| Trade Receivables | 4,517.96         | 4,523.22         |
| Others            | 1,383.38         | 1,157.24         |
| <b>Total</b>      | <b>11,302.77</b> | <b>9,277.79</b>  |

| Particulars                   | As at 31.03.2019 | As at 31.03.2018 |
|-------------------------------|------------------|------------------|
| <b>Non-current</b>            |                  |                  |
| Property, Plant and Equipment | 9,556.34         | 9,820.53         |
| Investment Property           | 254.43           | 427.09           |
| Others                        | 2,996.98         | 4,078.88         |
| <b>Total</b>                  | <b>12,807.75</b> | <b>14,326.50</b> |

### NOTE - 48 DISCLOSURE AS PER MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT (MSMED) ACT, 2006

There are Micro, Small and Medium Enterprises, to whom the company owes dues, which are outstanding for more than 45 days as at the end of year. The information as required to be disclosed in relation to Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

Rs. in Lakhs

| Particulars                                                                                                                                                                                                                                                                                                                    | As at 31.03.2019 | As at 31.03.2018 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|------------------|
| The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.                                                                                                                                                                                                      |                  |                  |
| Principal                                                                                                                                                                                                                                                                                                                      | 213.22           | -                |
| Interest                                                                                                                                                                                                                                                                                                                       | 6.60             | -                |
| The amount of interest paid by the buyer in terms of section 16, of the Micro, Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.                                                                              | -                | -                |
| The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprise Development Act, 2006.                                                                 | -                | -                |
| The amount of interest accrued and remaining unpaid at the end of each accounting year; and                                                                                                                                                                                                                                    | 6.60             | -                |
| The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprise Development Act, 2006. | -                | -                |

### NOTE - 49 FAIR VALUE DISCLOSURES

#### i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are divided into three Levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

**Level 1:** Quoted prices (unadjusted) in active markets for financial instruments.

**Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data rely as little as possible on entity specific estimates.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Financial assets and liabilities measured at fair value - recurring fair value measurements

| As at 31 March 2019                                        | Level 1 | Level 2 | Level 3 | Total |
|------------------------------------------------------------|---------|---------|---------|-------|
| Assets at fair value                                       |         |         |         |       |
| Investments measured at fair value through profit and loss | 3.00    | -       | -       | 3.00  |

| As at 31 March 2018                                        | Level 1 | Level 2 | Level 3 | Total |
|------------------------------------------------------------|---------|---------|---------|-------|
| Assets at fair value                                       |         |         |         |       |
| Investments measured at fair value through profit and loss | 8.40    | -       | -       | 8.40  |

Valuation process and technique used to determine fair value

The fair value of investments in shares is based on the market price as per stock exchange as stated by the issuers of these shares in the published statements as at the Balance Sheet date. Market price represents the price at which the issuer will issue further shares and the price at which issuers will redeem such shares from the investors.

### (ii) Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows:

| Particulars                        | Level   | As at 31.03.2019 |                  | As at 31.03.2018 |                  |
|------------------------------------|---------|------------------|------------------|------------------|------------------|
|                                    |         | Carrying Value   | Fair Value       | Carrying Value   | Fair Value       |
| <b>Financial assets</b>            |         |                  |                  |                  |                  |
| Trade Receivables                  | Level 3 | 4,517.96         | 4,517.96         | 4,523.22         | 4,523.22         |
| Cash and Cash Equivalents          | Level 3 | 10.34            | 10.34            | 11.03            | 11.03            |
| Other Bank Balances                | Level 3 | 376.40           | 376.40           | 222.63           | 222.63           |
| Other financial assets             | Level 3 | 428.38           | 428.38           | 732.71           | 732.71           |
| <b>Total financial assets</b>      |         | <b>5,333.08</b>  | <b>5,333.08</b>  | <b>5,489.59</b>  | <b>5,489.59</b>  |
| <b>Financial liabilities</b>       |         |                  |                  |                  |                  |
| Borrowings                         | Level 3 | 5,178.38         | 5,178.38         | 5,729.92         | 5,729.92         |
| Trade Payables                     | Level 3 | 4,454.07         | 4,454.07         | 2,948.76         | 2,948.76         |
| Other Financial Liabilities        | Level 3 | 1,393.72         | 1,393.72         | 1,703.74         | 1,703.74         |
| <b>Total financial liabilities</b> |         | <b>11,026.17</b> | <b>11,026.17</b> | <b>10,382.42</b> | <b>10,382.42</b> |

The management assessed that cash and cash equivalents, other bank balances, trade receivables, trade payables, borrowings and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- (i) Long-term fixed-rate receivables are evaluated by the Company based on parameters such as interest rates, individual creditworthiness of the customer and other market risk factors.

## NOTE - 50 FINANCIAL RISK MANAGEMENT

### i) Financial instruments by category

| Particulars                  | As at 31.03.2019 |          |                  | As at 31.03.2018 |          |                  |
|------------------------------|------------------|----------|------------------|------------------|----------|------------------|
|                              | FVTPL            | FVOCI    | Amortised cost   | FVTPL            | FVOCI    | Amortised cost   |
| <b>Financial assets</b>      |                  |          |                  |                  |          |                  |
| Investments                  | 3.00             | -        | -                | 8.40             | -        | -                |
| Trade Receivables            | -                | -        | 4,517.96         | -                | -        | 4,523.22         |
| Cash and Cash Equivalents    | -                | -        | 10.34            | -                | -        | 11.03            |
| Other Bank Balances          | -                | -        | 376.40           | -                | -        | 222.63           |
| Other financial assets       | -                | -        | 428.38           | -                | -        | 732.71           |
| <b>Total</b>                 | <b>3.00</b>      | <b>-</b> | <b>5,333.08</b>  | <b>8.40</b>      | <b>-</b> | <b>5,489.59</b>  |
| <b>Financial liabilities</b> |                  |          |                  |                  |          |                  |
| Borrowings                   | -                | -        | 5,178.38         | -                | -        | 5,729.92         |
| Trade payables               | -                | -        | 4,454.07         | -                | -        | 2,948.76         |
| Other financial liabilities  | -                | -        | 1,393.72         | -                | -        | 1,703.74         |
| <b>Total</b>                 | <b>-</b>         | <b>-</b> | <b>11,026.17</b> | <b>-</b>         | <b>-</b> | <b>10,382.42</b> |

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### ii) Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

| Risk                        | Exposure arising from                                                                     | Measurement                 |
|-----------------------------|-------------------------------------------------------------------------------------------|-----------------------------|
| Credit risk                 | Cash and cash equivalents, trade receivables, financial assets measured at amortised cost | Aging analysis              |
| Liquidity risk              | Borrowings and other liabilities                                                          | Rolling cash flow forecasts |
| Market risk - interest rate | Borrowings at variable rates                                                              | Sensitivity analysis        |

The Company's risk management is carried out by a project finance team and treasury team group under policies approved by board of directors. The Company treasury identifies, evaluate and hedge financial risk in close co-operation with the group's operating units. The management of the Company provides principles for overall risk management, as well as policies covering specific areas, such as, interest rate risk, and credit risk and investment of excess liquidity.

### A) Credit risk

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. The Company is exposed to this risk for various financial instruments, for example receivables from customers etc. The Company's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- cash and cash equivalents,
- trade receivables,
- receivables carried at amortised cost, and
- deposits with banks"

#### a) Credit risk management

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

Low credit risk

Moderate credit risk

High credit risk

#### Assets under credit risk :

| Credit rating | Particulars               | As at 31.03.2019 | As at 31.03.2018 |
|---------------|---------------------------|------------------|------------------|
| A: Low        |                           |                  |                  |
|               | Investments               | 3.00             | 8.40             |
|               | Other financial assets    | 428.38           | 732.71           |
|               | Cash and cash equivalents | 10.34            | 11.03            |
|               | Trade receivables         | 4,517.96         | 4,523.22         |
|               | Other bank balances       | 376.40           | 222.63           |

#### Cash & cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

#### Trade receivables and other financial assets

The Company has established a credit policy under which each new customer is analysed individually for creditworthiness before the payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and business intelligence. Sale limits are established for each customer and reviewed annually. Any sales exceeding those limits require approval from the appropriate authority as per policy.

In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or a legal entity, whether they are a institutional, dealers or end-user customer, their geographic location, industry, trade history with the Company and existence of previous financial difficulties.

#### Expected credit loss for trade receivables:

The Company based on internal assessment which is driven by the historical experience/ current facts available in relation to default and delays in collection thereof, the credit risk for trade receivables is considered low.

### B) Liquidity risk

Liquidity risk is the risk that the Company may encounter difficulty in meeting its present and future obligations associated with financial liabilities that are required to be settled by delivering cash or another financial asset. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral obligations. The Company requires funds both for short term operational needs as well as for long term investment programs mainly in growth projects. The Company closely monitors its liquidity position and deploys a robust cash management system. It aims to minimise these risks by generating sufficient cash flows from its current operations, which in addition to the available cash and cash equivalents, liquid investments and sufficient committed fund facilities, will provide liquidity.

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### a) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

| Floating rate                                                | As at 31.03.2019 | As at 31.03.2018 |
|--------------------------------------------------------------|------------------|------------------|
| - Expiring within one year (bank term loans- fixed rate)     | -                | -                |
| - Expiring beyond one year (bank term loans - floating rate) | -                | -                |
|                                                              | -                | -                |

### b) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

| 31st March 2019             | Less than 1 year | 1-3 year        | 3-5 year      | More than 5 years | Total           |
|-----------------------------|------------------|-----------------|---------------|-------------------|-----------------|
| Borrowings                  | 1,159.35         | 1,487.83        | 329.71        | 13.51             | 2,990.40        |
| Trade payable               | 4,454.07         | -               | -             | -                 | 4,454.07        |
| Other financial liabilities | 1,393.72         | -               | -             | -                 | 1,393.72        |
| <b>Total</b>                | <b>7,007.14</b>  | <b>1,487.83</b> | <b>329.71</b> | <b>13.51</b>      | <b>8,838.19</b> |

| 31st March 2018             | Less than 1 year | 1-3 year        | 3-5 year        | More than 5 years | Total           |
|-----------------------------|------------------|-----------------|-----------------|-------------------|-----------------|
| Borrowings                  | 1,540.12         | 1,971.36        | 1,014.34        | 317.56            | 4,843.38        |
| Trade payable               | 2,948.76         | -               | -               | -                 | 2,948.76        |
| Other financial liabilities | 1,703.74         | -               | -               | -                 | 1,703.74        |
| <b>Total</b>                | <b>6,192.62</b>  | <b>1,971.36</b> | <b>1,014.34</b> | <b>317.56</b>     | <b>9,495.88</b> |

## c) Market Risk

### a) Foreign Exchange Risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions of imports and exports.

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR, are as follows:

| Particulars       | As at 31.03.2019 |           |          | As at 31.03.2018 |         |        |
|-------------------|------------------|-----------|----------|------------------|---------|--------|
|                   | EURO             | USD       | INR      | EURO             | USD     | INR    |
| Trade Payables    | 151,966          | 1,339,247 | 1,044.45 | -                | 66,825  | 43.47  |
| Trade Receivables | -                | 210,824   | 145.83   | -                | 232,124 | 150.98 |

### Sensitivity Analysis

A reasonably possible strengthening (weakening) of the INR against EURO and USD as at 31st March would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit/(loss) by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

| Particulars                 | Sensitivity Analysis | As at 31.03.2019 | As at 31.03.2018 |
|-----------------------------|----------------------|------------------|------------------|
|                             |                      | INR              | INR              |
| EURO sensitivity -Increase  | 1%                   | (1.18)           | -                |
| USD Sensitivity - Increase  | 1%                   | (7.81)           | 1.08             |
| EURO Sensitivity - Decrease | 1%                   | 1.18             | -                |
| USD Sensitivity -Decrease   | 1%                   | 7.81             | (1.08)           |

### b) Interest rate risk

#### i) Liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2019, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Company's investments in fixed deposits all pay fixed interest rates.

#### Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

| Particulars                                                       | As at 31.03.2019 | As at 31.03.2018 |
|-------------------------------------------------------------------|------------------|------------------|
| Variable rate borrowing                                           | 5,526.07         | 7,180.44         |
| Fixed rate borrowing                                              | -                | -                |
| <b>Total borrowings</b>                                           | <b>5,526.07</b>  | <b>7,180.44</b>  |
| <b>Amount disclosed under other current financial liabilities</b> | <b>1,159.35</b>  | <b>1,540.12</b>  |
| <b>Amount disclosed under borrowings</b>                          | <b>4,366.72</b>  | <b>5,640.32</b>  |



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS

### Sensitivity

Below is the sensitivity of profit/(loss) and equity changes in interest rates.

| Particulars                           | As at 31.03.2019 | As at 31.03.2018 |
|---------------------------------------|------------------|------------------|
| Interest sensitivity*                 |                  |                  |
| Interest rates – decrease by 100 bps* | 55.26            | 71.80            |
| Interest rates – increase by 100 bps* | (55.26)          | (71.80)          |

\* Holding all other variables constant

### ii) Assets

The Company's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

### NOTE - 51 DISCLOSURE PURSUANT TO IND AS 1/IND AS 8 ARE GIVEN BELOW :

Rs. in Lakhs

| Particulars                                          | As at 31st March 2018 (Published) | As at 31st March 2018 (Reclassified) | Nature                 |
|------------------------------------------------------|-----------------------------------|--------------------------------------|------------------------|
| <b>ASSETS</b>                                        |                                   |                                      |                        |
| Financial Assets - Trade Receivables (Non-Current)   | 70.55                             | -                                    | Reclassification items |
| Other Financial Non-Current Assets                   | -                                 | 273.16                               | Reclassification items |
| Other Non-Current Assets                             | 4,335.56                          | 3,790.50                             | Reclassification items |
| Financial Assets - Trade Receivables (Current)       | 4,452.67                          | 4,523.22                             | Reclassification items |
| Financial Assets - Other Bank Balances (Current)     | 219.98                            | 222.63                               | Reclassification items |
| Financial Assets - Loans (Current)                   | 9.60                              | -                                    | Reclassification items |
| Other Financial Current Assets                       | 221.05                            | 459.55                               | Reclassification items |
| Current Tax Assets (Net)                             | 78.83                             | 96.57                                | Reclassification items |
| Other Current Assets                                 | 344.85                            | 367.46                               | Reclassification items |
| <b>EQUITY AND LIABILITIES</b>                        |                                   |                                      |                        |
| Financial Liabilities - Trade Payables (Non-Current) | 2.92                              | -                                    | Reclassification items |
| Other Financial Liabilities (Non-Current)            | 41.00                             | -                                    | Reclassification items |
| Provisions - Non-Current                             | 104.35                            | 145.35                               | Reclassification items |
| Other Non-Current Liabilities                        | 2.88                              | -                                    | Reclassification items |
| Financial Liabilities - Trade Payables (Current)     | 2,945.84                          | 2,948.76                             | Reclassification items |
| Other Current Liabilities                            | 181.55                            | 184.43                               | Reclassification items |

| Particulars                   | Year Ended 31st March 2018 (Published) | Year Ended 31st March 2018 (Reclassified) | Nature                 |
|-------------------------------|----------------------------------------|-------------------------------------------|------------------------|
| Revenue from Operations       | 15,462.76                              | 15,449.33                                 | Reclassification items |
| Other Income                  | 361.40                                 | 382.58                                    | Reclassification items |
| Cost of Raw Material Consumed | 7,566.21                               | 7,729.73                                  | Reclassification items |
| Other Expenses                | 3,394.14                               | 3,238.37                                  | Reclassification items |

The above reclassifications in the previous year's published numbers have been made for better presentation in the financial statements and to conform to the current year's classification/disclosures. This does not have any impact on the profit/loss and hence no change in the basic and diluted earnings per share of previous year.

### NOTE - 52

Figures in Balance Sheet, Statement of Profit and loss, cash flow statement, statement of changes in equity and Notes to audited financial statements have been shown in lakhs and rounded off to the nearest thousand and have been expressed in terms of decimals of thousand.

The accompanying notes are an integral part of the financial statements.

### As per our report of even date attached

#### For Goyal Nagpal & Co.

FRN No. 018289C  
Chartered Accountants

Sd/-  
(CA Virender Nagpal)  
Partner  
Membership No.416004

Place : New Delhi  
Date : 29.05.2019

#### For and on behalf of the Board of Directors

Sd/-  
(Prabir Mukhopadhyay)  
Chief Financial Officer

Sd/-  
(Ashok Gupta)  
Chairman  
DIN - 00031630

Sd/-  
(Radha Shakti Garg)  
Company Secretary  
M.No. A-26661



## *An effort towards Corporate Social Responsibility*

### **KESHAV MADHAV SARASWATI VIDHYA MANDIR, KAKORE (G.B. NAGAR)**



Shakuntla Gupta Trust, a registered charitable trust founded by late Sh. Harswarup Gupta, Chairman of the Company, runs a Senior Secondary School by the name of "Keshav Madhav Saraswati Vidhya Mandir" at village Kakore, Distt. Gautam Budh Nagar, Uttar Pradesh. The school is CBSE affiliated & is an educational Lighthouse for 1498 student for the term 2018-19 (504 student joined for the session 2019-20) from nearly 90 villages. The school is enrolled with NCC, NSS, Scouts & Guides as its endeavour is to inculcate in students a character with national integrity & cultural values at same time. The school students under NSS attended NSS Camp at bulandshahr & took an educational tour at pachota village. The NCC training camp was also organised at Shikarpur. The school with an aim to develop social responsibility among students took up social campaigns like Kargil Vijay Diwas, scout & training camp for 2 days. The school students under the guidance of teachers also took out a Matdata Jagrukta Rally in kakroe. Alike previous years the school participated at J.K.D and Kick Boxing in S.G.F.I. and its student won 1 Gold, 1 Silver & 3 Bronze in J.K.D. under 14 championship. Further the school students also participated in international federation JKD & Kick Boxing, & grabbed 8 Gold, 6 silver & 10 Bronze medals. From 5<sup>th</sup> July 2019 to 11<sup>th</sup> July 2019 sports week was also celebrated & students participated in almost every event throughout the week with utmost enthusiasm. A plantation week was also organised at school level in the year. The school to ensure that students not only develops Physical Health but also good mental health and understand its importance celebrated World yoga Day on 21<sup>st</sup> June 2019 and trained them with yoga techniques along with the sports day celebration. The yearly publication of School Magazine- "Puspanjali" which was launched in the past years in the remembrance of late Sh. Harswarup Gupta, founder of the school, with an aim to gives opportunity to budding writers to write up and flourish their literary skills, 3<sup>rd</sup> edition was successfully published.



## **AMD Industries Limited**

18, Pusa Road, 1st Floor, Karol Bagh, New Delhi 110 005

Tel. : 91-11-28753136, 28750649/50

Fax : 91-11-28753591

email : [amdgroup@amdindustries.com](mailto:amdgroup@amdindustries.com)

Url : [www.amdindustries.com](http://www.amdindustries.com)

CIN : L28122DL1983PLC017141

**AMD Industries Limited**

CIN: L28122DL1983PLC017141

Regd. Office : 18, Pusa Road, First Floor, Karol Bagh, New Delhi- 110005

E-mail : investor@amdindustries.com, Website : www.amdindustries.com

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|--|
|  |
|--|

Name of the Member  
(In Block Letters)

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Name of Proxy, If any  
(In Block Letters)  
(In case Proxy attends  
the meeting in place of member)

---

DP ID/Client ID/Folio No.

---

No. of Shares held

---

I/We hereby record my / our presence at the 36th Annual General Meeting of the Company to be held on Saturday, 28th day of September, 2019, at 10.00 am at Radiance Motel, Tania Farms Complex, Chhattarpur Mandir Road, Satbari Village, New Delhi- 110074

.....  
Name of the Member/Proxy      Signature of the Member/Proxy**E-VOTING INFORMATION**

| EVEN (E-Voting Event Number) | USER ID | PASSWORD |
|------------------------------|---------|----------|
|                              |         |          |

**PROXY FORM**

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**AMD Industries Limited****CIN: L28122DL1983PLC017141****Regd. Office :** 18, Pusa Road, First Floor, Karol Bagh, New Delhi- 110005**E-mail :** investor@amdindustries.com, **Website :** www.amdindustries.com**Tel:** + 91 11 46830202 / **Fax:** + 91 11 28753591**Name of member(s) :****Registered address :****E Mail Id:****Folio No. / DP ID - Client ID:**

I/We, being the member(s) of \_\_\_\_\_ equity shares of Rs. 10/- each of the above named Company, hereby appoint:

1) Name: \_\_\_\_\_ E Mail: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature \_\_\_\_\_ Or failing him / her

2) Name: \_\_\_\_\_ E Mail: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_  
Signature \_\_\_\_\_

and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, 28<sup>th</sup> day of September, 2019, at 10.00 a.m. at Radiance Motel, Tania Farms Complex, Chhattarpur Mandir Road, Satbari Village, New Delhi- 110074 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No.    | Resolutions                                                                                                                                                            | Optional* |         |
|-------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| Ordinary Business |                                                                                                                                                                        | For       | Against |
| 1.                | To receive, consider and adopt the audited Financial Statements for the year ended on 31 <sup>st</sup> March, 2019 and the reports of the Board and Auditor's thereon. |           |         |
| 2.                | To appoint a Director in place of Mr. Adit Gupta (DIN: 00238784), who retires by rotation, and being eligible, offers himself for re-appointment.                      |           |         |
| Special Business  |                                                                                                                                                                        |           |         |
| 3.                | To re-appoint Mr. Mahipal as an Independent Director for further term of five years                                                                                    |           |         |
| 4.                | To re-appoint Mr. Prabhat Krishna as an Independent Director for further term of One year.                                                                             |           |         |
| 5.                | To re-appoint Mr. Ashok Gupta as a Whole Time Director.                                                                                                                |           |         |
| 6.                | To re-appoint Mr. Adit Gupta as a Managing Director.                                                                                                                   |           |         |

Signed this ..... day of ..... 2019.

Affix Rs. 1  
Revenue  
Stamp

**Signature of the member****Signature of the Proxy Holder(s)****NOTE:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered office at 18, Pusa Road, First Floor, Karol Bagh, New Delhi-110005, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 36<sup>th</sup> Annual General Meeting.
- \*3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
- Please complete all details including detail of member(s) in above box before submission.

# ROUTE MAP

## AGM VENUE

Radiance Motel, Tania Farms Complex,  
Chattarpur Mandir Road, Satbari Village,  
New Delhi – 110074

