

**PUDUMJEE  
PAPER PRODUCTS  
LIMITED**



**PUDUMJEE**

**ANNUAL REPORT  
2017 - 2018**



## **PUDUMJEE PAPER PRODUCTS LIMITED**

### **DIRECTORS :**

A. K. JATIA (Chairman)  
V. P. LEEKHA (Managing Director)  
S. K. BANSAL  
V. K. BESWAL  
NANDAN DAMANI  
MRS. MADHU DUBHASHI  
DR. ASHOK KUMAR (Executive Director)  
B. K. KHAITAN

### **BANKERS :**

STATE BANK OF INDIA  
IDBI BANK LIMITED  
BANK OF INDIA  
KOTAK MAHINDRA BANK LIMITED  
THE SARASWAT CO-OPERATIVE BANK LIMITED  
AXIS BANK LIMITED

### **AUDITORS :**

J. M. AGRAWAL & CO.

### **REGISTERED OFFICE :**

THERGAON, PUNE 411 033.

### **REGISTRAR & TRANSFER AGENTS :**

KARVY COMPUTERSHARE PVT. LTD.,  
**UNIT : PUDUMJEE PAPER PRODUCTS LIMITED,**  
KARVY SELENIUM TOWER B, PLOT NO. 31 & 32,  
GACHIBOWLI, FINANCIAL DISTRICT, NANAKRAMGUDA,  
SERILINGAMPALLY, **HYDERABAD – 500 032.**

### **DEMAT STOCK CODE :**

INE865T01018

### **EQUITY SHARES ARE LISTED AT :**

BSE LTD. AND NATIONAL STOCK EXCHANGE OF INDIA LTD.



## NOTICE

The **Fourth** Annual General Meeting of the Shareholders of **Pudumjee Paper Products Limited** will be held at the Registered Office of the Company at Thergaon, Pune 411 033 on Saturday, the 21<sup>st</sup> day of July, 2018 at 3.00 p.m. (ST) to transact the following business:

### ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 comprising the Audited Balance Sheet as at 31<sup>st</sup> March, 2018 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Arunkumar Mahabir Prasad Jatia (DIN: 01104256), who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To declare a dividend on equity shares of the Company for the year 2017-2018.
- 4) To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the appointment of M/s. J. M. Agrawal & Co., Chartered Accountant (Firm Registration No. 100130W), the Auditors of the Company made vide Shareholders Resolution passed in 3<sup>rd</sup> Annual General Meeting held on 22<sup>nd</sup> July, 2017, from the conclusion of this meeting till the conclusion of next Annual General Meeting of the Company be and is hereby ratified on such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee”.

### SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to the undernoted subsisting contracts/arrangements already entered into or to be entered into and further authorized to deal in related party transaction(s) as under:

**PUDUMJEE PAPER PRODUCTS LIMITED**

Sr. No.	Name of the Related Party	Nature of Transactions	Aggregate Amount (₹)	Duration of Agreement/ Contract
1	AMJ Land Holdings Limited (formerly known as Pudumjee Pulp & Paper Mills Limited)	Purchase of Wind Power Electricity at Maharashtra State Electricity Distribution Company Limited tariff as reduced by 10%.	Aggregate Consideration not exceeding ₹ 800 Lakhs per Financial Year for purchase of Wind Power	3 years commencing from 01 <sup>st</sup> February, 2019.
		Purchase of Renewable Energy Certificate (REC).	Aggregate Consideration not exceeding ₹ 80 Lakhs per Financial Year for purchase of REC.	Continuous Arrangement
		Arrangement/Contract /Agreement for Accepting /Providing Inter Corporate Deposits	Amount remaining outstanding during any financial year shall not exceeding ₹ 6,000 Lakhs  Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a.	Repayable On Demand  Continuous Arrangement
		Arrangement/Contract/ Agreement for Sale of tissue papers, Napkins, Towels, etc. at Market based rates	About ₹ 10 lakhs for each financial year.	Continuous arrangement
		Arrangement for providing the Common Services (such as telephone, electricity, Computer etc.)	About ₹ 15 lakhs for each financial year on cost basis.	Continuous arrangement
2	3P Land Holdings Limited (formerly known as Pudumjee Industries Limited)	Arrangement/Contract/ Agreement for Accepting /Providing Inter Corporate Deposits	An Amount remaining outstanding during any financial year not exceeding ₹ 2,500 Lakhs.  Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a.	Repayable On Demand  Continuous Arrangement
		Arrangements for providing the Common Services (such as telephone, electricity, Computer, etc.)	About ₹ 5 lakhs for each financial year on cost basis.	Continuous Arrangement
3	Thacker and Company Limited	Arrangement/Contract/ Agreement for Accepting /Providing Inter Corporate Deposits	An Amount remaining outstanding during any financial year shall not exceeding ₹ 2,500 Lakhs  Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a.	Repayable On Demand  Continuous Arrangement
4	Chem Mach Private Limited	Arrangement/Contract/ Agreement for Accepting /Providing Inter Corporate Deposits	Amount remaining outstanding during any financial year shall not exceeding ₹ 2,500 Lakhs Rate of Interest: Upto 11.25% p.a. but not less than 10.00% p.a.	Repayable On Demand  Continuous Arrangement

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, deem necessary, and to execute all necessary documents”.

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

“RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors of the Company, pursuant to Sections 73(2) and 76 of the Companies Act, 2013 (‘the Act’ which term includes any amendment or modification or re-enactment thereof) and other applicable provisions of the said Act or other laws, and subject to the conditions laid down in those provisions and the Companies (Acceptance of Deposits) Rules, 2014, to invite and accept deposits from the members of the Company and from the public in general, on such terms and conditions as the Board may decide, so however that the borrowing by way of fixed deposits, as above, shall not exceed the limits laid down under the Companies (Acceptance of Deposits) Rules, 2014 in force and as amended from time to time”.

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and in terms of applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications re-enactment thereof for the time being in force, the consent of the Shareholders of the Company be and is hereby accorded to the appointment of Ms. Vrinda Jatia holding office or place of profit, as Vice President (Market Research & Development) of the Company for a period of 2 years w.e.f. 01<sup>st</sup> April, 2018 on the following terms and conditions:-

(a) Consolidated Salary : ₹ 1,50,000/- per month.

(b) House Rent Allowance : ₹ 1,00,000/- per month.

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₹ 2,50,000/- per Month  
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(c) Exclusive use of chauffeur driven car for business/official as well as for her personal use”.

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

“RESOLVED THAT pursuant to Section 185 and other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder, the Board of Directors of the Company be and is hereby authorised:

To advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested (i.e. including any private Company of which any such Director is a Director or member, any body corporate at a general meeting of which not less than twenty-five percent of the total voting power may be exercised or controlled by any such Director, Managing Director or Manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any Director or Directors, of the lending Company), provide that such loans are utilised by the borrowing Company for its principal business activities and in particular to the following Companies in which one or more Director(s) may be deemed to be interested on the terms and conditions stated against their respective names:

**PUDUMJEE PAPER PRODUCTS LIMITED**

Sr. No.	Name of the Company	Amount not exceeding of ₹	Rate of Interest p.a.	Term
1	Pudumjee Plant Laboratories Limited	₹ 20 Crores	Upto 11.25% p.a. but not less than 10.00% p.a.	Repayable on Demand
2	3P Land Holdings Limited (formerly known as Pudumjee Industries Limited)	₹ 20 Crores	Upto 11.25% p.a. but not less than 10.00% p.a.	Repayable on Demand
3	Thacker and Company Limited	₹ 20 Crores	Upto 11.25% p.a. but not less than 10.00% p.a.	Repayable on Demand
4	AMJ Land Holdings Limited (formerly known as Pudumjee Pulp & Paper Mills Limited)	₹ 20 Crores	Upto 11.25% p.a. but not less than 10.00% p.a.	Repayable on Demand
5	Chem Mach Private Limited	₹ 20 Crores	Upto 11.25% p.a. but not less than 10.00% p.a.	Repayable on Demand

RESOLVED FURTHER THAT, the Board be and is hereby authorised to finalise, sanction and disburse the said loans, guarantees and security and also to delegate all or any of the above powers to Committee of Directors or any Director(s) of the Company and generally to do all acts, deeds and things that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution”.

**Notes:**

- 1) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the above Item Nos. 5 to 8 is annexed hereto.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
- 3) The Register of Members and Transfer Books of the Company will be closed from Tuesday, the 10<sup>th</sup> day of July, 2018 to Saturday, the 21<sup>st</sup> day of July, 2018 (both days inclusive).
- 4) The Dividend, when sanctioned, will be paid on and from 01<sup>st</sup> August, 2018 to those shareholders whose names stand on the Company's Register of Members as holders of the shares on 21<sup>st</sup> July, 2018. The dividend in respect of shares held in the electronic form will be paid to the beneficial owners of the shares whose names are appearing in the Register of Members as Beneficial Owner; at the close of business hours on 09<sup>th</sup> July, 2018 as per the details furnished by the Depositories for this purpose. The payment of Dividend will be subject to the provisions of Section 126 of the Companies Act, 2013.
- 5) Members are requested to write/intimate to Company's Registrar and Transfer Agents changes, in their registered addresses, profile details, if any, for sending future communication(s), any query in connection with claiming the unclaimed and unpaid dividends, etc.
- 6) Documents referred to in the Notice and the explanatory statement shall be available for inspection by the members at the registered office of the Company on all working days (Monday to Saturday) from 2.00 p.m. to 4.00 p.m. except holidays, upto the date of the Meeting of the Company. The Register of Directors and Key Managerial Personnel and their Shareholdings and Register of Shareholders, are



available for inspection at the Registered office of the Company.

- 7) As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
- 8) Further pursuant to Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the Company needs to send the Notice, Annual Report electronically on the e-mail addresses as obtained from the Company/ Depositories/ Registrar and Transfer Agent to the members.

If you are holding the shares of the Company in dematerialized form and already registered your e-mail address, you would be receiving the Notices of General Meeting/Postal Ballot, Annual Report and other Shareholders communication by electronic mode.

The Members who hold shares in physical mode and have not registered their e-mail address can request the Company to receive Notices of General Meeting/Postal Ballot, Annual Report and other shareholders communication by electronic mode by registering their valid e-mail address with the Company / Registrar and Transfer Agents.

Members are requested to support this Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with Karvy Computershare Pvt. Ltd., (in case of Shares held in physical form).

- 9) Members/proxies are requested to bring the copies of annual reports at the meeting.
- 10) Voting through electronic means:

Pursuant to provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and the Companies (Management and Administration) Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on all resolutions set forth in this Notice 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 Annual General Meeting ("Remote e-voting") will be provided by Karvy Computershare Pvt. Ltd., Hyderabad appointed for the purpose by the Company as authorised agency. Remote e-voting is optional.

**The detailed instructions for remote E-Voting are as under:**

**A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/Depositories):**

- i. Open the e-mail and also open PDF file namely "PPPL E-VOTING PDF"/ "<https://www.evoting@karvy.com>" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Open the internet browser and type the following URL:<https://www.evoting@karvy.com>.
- iii. Click on Shareholder - Login.
- iv. If you are already registered with Karvy for e-voting then you can use your existing user ID and password.
- v. If you are logging in for the first time, please enter the user ID and password provided in the e-mail as initial password.
- vi. The Password Change Menu will appear on your screen. Change to a new password of your choice,

making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.

- vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
- viii. Select "EVEN" (E-Voting Event Number) of Karvy Computershare Pvt. Ltd. Now you are ready for e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once the vote on the resolution is cast, the Members shall not be allowed to change it subsequently.
- xii. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail:- savitajyotiassociates05@gmail.com, with a copy marked to evoting@karvy.com.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) – Shareholders and e-voting user manual - Shareholders, available at the downloads section of [www.evoting.karvy.com](http://www.evoting.karvy.com).

**B. In case a Member receives physical copy of the Notice of AGM (for Members whose email address are not registered with the Company/ Depositories):**

- i. Initial password is provided in the enclosed form: EVEN (E-voting Event Number), User ID and password.
- ii. Please follow all steps from Sl. No.(ii) to Sl. No.(xiii) above, to cast vote.

**C. Other Instructions :**

- i. The Remote e-voting period commences on Wednesday, the 18<sup>th</sup> July, 2018 (9.00 a.m. IST) and ends on Friday, the 20<sup>th</sup> July, 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 14<sup>th</sup> July, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by Karvy Computershare Pvt. Ltd. for voting thereafter. The Member who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast vote again.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 14<sup>th</sup> July, 2018.
- iii. Mrs. Savita Jyoti, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, 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 make, not later than three days from the conclusion of the meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman of the Company, who shall countersign the same.
- v. The results declared alongwith the Scrutiniser's Report shall be placed on the Company's website [www.pudumjee.com](http://www.pudumjee.com) and on the website of Karvy - [www.evoting.karvy.com](http://www.evoting.karvy.com) and communicated to the Stock Exchanges.

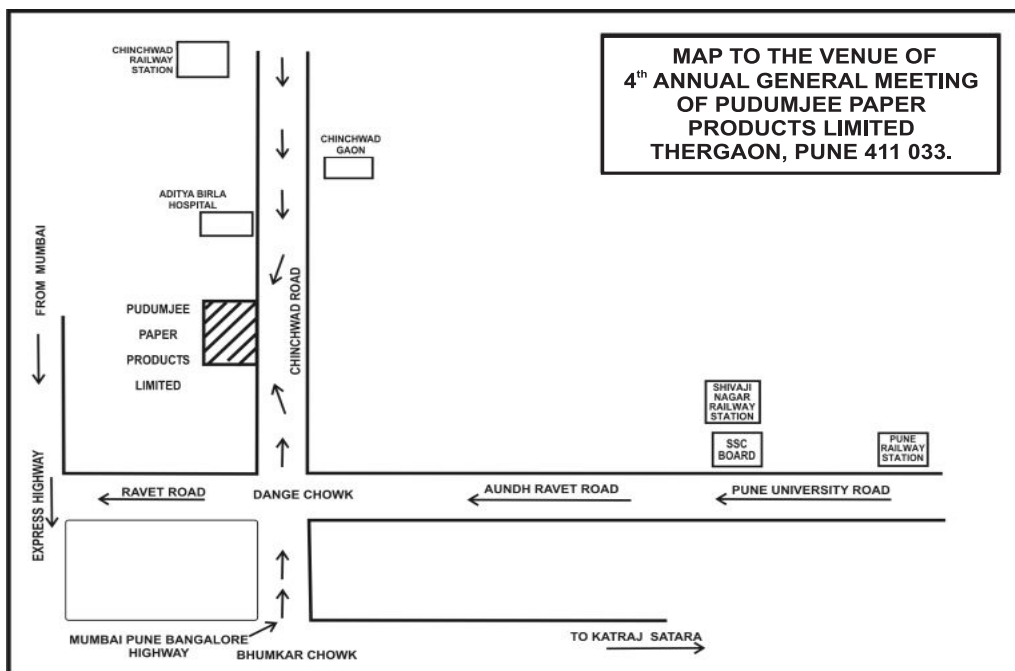
- vi. Those shareholders who do not have access to remote e-voting facility may write to Registrar and Transfer Agent, M/s. Karvy Computershare Pvt. Ltd. or to the Company for Ballot Paper which after filling up should reach to the Scrutinizer's, Mrs. Savita Jyoti c/o M/s. Karvy Computershare Pvt. Ltd. on or before 17<sup>th</sup> July, 2018.

By Order of the Board,  
Pudumjee Paper Products Limited,

**Vinay Jadhav**  
Company Secretary.

**Registered Office:**

Thergaon, Pune-411033  
Tel: +91-20-40773423  
Fax: +91-20-40773388  
CIN: L21098PN2015PLC153717  
Web Site : [www.pudumjee.com](http://www.pudumjee.com).  
26<sup>th</sup> May, 2018



## ANNEXURE TO THE NOTICE

### Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

The following Explanatory Statement sets out all the material facts relating to items of business as mentioned in Item Nos. 5 to 8 under Special Business in the accompanying Notice dated 26<sup>th</sup> May, 2018 convening the Annual General Meeting.

#### ITEM NO. 5

The provisions of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provide that, all material related party transactions shall require approval of the Shareholders.

In compliance with the above provisions the agreements already entered into, the transactions to be continued with the parties as specified in the proposed Ordinary resolution and proposed agreements/arrangements/ contract to be entered into are placed for your approval. It may be noted that, related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

AMJ Land Holdings Limited (formerly known as Pudumjee Pulp & Paper Mills Limited), 3P Land Holdings Limited (formerly known as Pudumjee Industries Limited), Thacker and Company Limited and Chem Mach Private Limited, are related parties by virtue of below mentioned criteria:

Name of the Company	Interested Director
AMJ Land Holdings Limited (formerly known as Pudumjee Pulp & Paper Mills Limited)	Mr. A. K. Jatia - Common Directorship and he alongwith his relatives holds more than 2% of paid up share capital of the Company  Mr. S. K. Bansal - Common Directorship Mr. V. P. Leekha - Common Directorship Dr. Ashok Kumar - Common Directorship
3P Land Holdings Limited (formerly known as Pudumjee Industries Limited)	Mr. A. K. Jatia - He alongwith his relatives holds more than 2% of paid up share capital of the Company  Mr. S. K. Bansal - Common Directorship
Thacker and Company Limited	Mr. A. K. Jatia – Common Directorship and he alongwith his relatives holds more than 2% of paid share capital of the Company. Mr. S. K. Bansal – Common Directorship
Chem Mach Private Limited	Mr. A. K. Jatia - Common Directorship

None of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in proposed Ordinary Resolution.

The Resolution at Item No. 5 of the Notice is recommended by the Board to be passed as an Ordinary Resolution.

#### ITEM NO. 6

The Board of Directors at their meeting held on 26<sup>th</sup> May, 2018 approved and recommended the invitation and acceptance of fixed deposits from the members of the Company and from the public in general pursuant to the Section 73 to 76 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 to meet the working capital needs.

In compliance with the above provisions of the Companies Act, 2013 and the Rules framed thereunder the Company

is required to obtain approval of its Shareholders for acceptance of Fixed Deposits from the members of the Company and from the public in general, as such, approval of the members by way of Special Resolution is being sought. It may be noted that the deposits to be accepted will be unsecured.

Pursuant to the Companies (Acceptance of Deposits) Rules, 2014 proposed “Circular or circular in the form advertisement” for Deposit Scheme will be valid until expiry of the six months from the date of closure of Financial Year in which it is issued or until the date on which the financial statements are laid before the company in Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Special Resolution.

The Resolution at Item No. 6 of the Notice is recommended by the Directors to be passed as a Special Resolution.

#### **ITEM NO. 7**

The provisions of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provide that, all material related party transactions or transaction exceeding such sums as may be prescribed shall require approval of the shareholders.

The Board of Directors based on the approval of the Audit Committee, at its meeting held on 26<sup>th</sup> May, 2018 had approved the appointment of Ms. Vrinda Jatia as Vice-President (Market Research and Development) of the Company for a period of 2 years w.e.f. 01<sup>st</sup> April, 2018, subject to the approval of the Shareholders by way of an Ordinary Resolution.

The details of the remuneration payable to Ms. Vrinda Jatia is given in the Resolution No. 7 of the Notice.

Ms. Vrinda Jatia is a daughter of Mr. Arunkumar Mahabir Prasad Jatia, the Chairman & Promoter of the Company.

Apart from Mr. Arunkumar Mahabir Prasad Jatia who would be interested in the appointment and remuneration of Ms. Vrinda Jatia, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolution.

The Resolution at Item No. 7 of the Notice is recommended by the Directors to be passed as an Ordinary Resolution.

#### **ITEM NO. 8**

The Company proposes to advance Inter-Corporate Deposits/Loans to Pudumjee Plant Laboratories Limited, 3P Land Holdings Limited (formerly known as Pudumjee Industries Limited), Thacker and Company Limited, AMJ Land Holdings Limited (formerly known as Pudumjee Pulp & Paper Mills Limited), Chem Mach Private Limited for the purpose of meeting their day to day working capital requirements as and when necessary and deemed if fit by the Board of the Company and they are the related parties with respect to the Company by virtue of below mentioned criteria:

**PUDUMJEE PAPER PRODUCTS LIMITED**

Name of the Company	Interested Director
Pudumjee Plant Laboratories Limited	Mr. A. K. Jatia – Common Directorship and he alongwith his relatives holds more than 2% of paid share capital of the Company. Mr. S. K. Bansal – Common Directorship
3P Land Holdings Limited (formerly known as Pudumjee Industries Limited)	Mr. A. K. Jatia - He alongwith his relatives holds more than 2% of paid up share capital of the Company
Thacker and Company Limited	Mr. A. K. Jatia – Common Directorship and he alongwith his relatives holds more than 2% of paid share capital of the Company. Mr. S. K. Bansal – Common Directorship
AMJ Land Holdings Limited (formerly known as Pudumjee Pulp & Paper Mills Limited)	Mr. A. K. Jatia - Common Directorship and he alongwith his relatives holds more than 2% of paid up share capital of the Company Mr. S. K. Bansal - Common Directorship Mr. V. P. Leekha - Common Directorship Dr. Ashok Kumar - Common Directorship
Chem Mach Private Limited	Mr. A. K. Jatia - Common Directorship

The provisions of Section 185 of the Companies Act, 2013, mandates that such Inter-Corporate Deposits/Loans can be granted if a Special Resolution at the General Meeting of the of the Shareholders is passed.

The required particulars as per proviso to (a) of Section 185(2) are given hereunder.

Name of the Company	Amount propose to be given by the Company not exceeding of ₹	Purpose for which the Inter-Corporate Deposits/ Loans is proposed to be utilised
Pudumjee Plant Laboratories Limited	₹ 20 Crores	To meet day to day working capital requirements of the Company.
3P Land Holdings Limited (formerly known as Pudumjee Industries Limited)	₹ 20 Crores	To meet day to day working capital requirements of the Company.
Thacker and Company Limited	₹ 20 Crores	To meet day to day working capital requirements of the Company.
AMJ Land Holdings Limited (formerly known as Pudumjee Pulp & Paper Mills Limited)	₹ 20 Crores	To meet day to day working capital requirements of the Company.
Chem Mach Private Limited	₹ 20 Crores	To meet day to day working capital requirements of the Company.

Except Mr. A. K. Jatia and his relative(s), Mr. V. P. Leekha, Mr. S. K. Bansal and Dr. Ashok Kumar none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in proposed Special Resolution.

The Resolution at Item No. 8 of the Notice is recommended by the Board to be passed as a Special Resolution.

**Registered Office:**

Thergaon, Pune-411033  
Tel : +91-20-40773423  
Fax : +91-20-40773388  
CIN : L21098PN2015PLC153717  
Web Site : www.pudumjee.com  
26<sup>th</sup> May, 2018

By Order of the Board,  
Pudumjee Paper Products Limited,

**Vinay Jadhav**  
Company Secretary.

## DIRECTORS' REPORT

To the Members,

The Directors have pleasure in presenting before you the 4<sup>th</sup> Annual Report of the Company together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2018. The accounts are prepared in accordance with the Companies (Indian Accounting Standards) Rule, 2015 (IND AS) prescribed under Section 133 of the Companies Act, 2013.

### FINANCIAL RESULTS:

	<b>2017-2018</b> (₹ in Lakhs)	2016-17 (₹ in Lakhs)
The Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA)	<b>4,568.43</b>	5,107.13
<b>Less:</b>		
i) Finance cost	<b>903.87</b>	1,010.73
ii) Depreciation/Impairment	<b>660.70</b>	948.29
The net profit before Tax	<b>3,003.86</b>	3,148.11
<b>Less:</b>		
Provision for Current Tax	<b>573.54</b>	700.00
Provision/(Saving) for Deferred Taxation	<b>515.62</b>	390.31
<b>Net Profit After Tax</b>	<b>1,914.70</b>	2,057.80
<b>Add:</b>		
Other Comprehensive Income/(Expense) (Net of Tax)	<b>36.63</b>	(81.48)
The balance of Profit brought forward from last year	<b>3,098.89</b>	1,436.85
<b>Total</b>	<b>5,050.22</b>	3,413.17
<b>Less:</b>		
Dividend Paid on Equity Shares	<b>142.43</b>	94.95
Tax Paid on Dividend	<b>28.99</b>	19.33
Transfer to General Reserve	<b>200.00</b>	200.00
<b>Total</b>	<b>371.42</b>	314.28
<b>Balance proposed to be carried forward to next year's accounts</b>	<b>4,678.80</b>	3,098.89

### DIVIDEND:

The Board of Directors recommends the payment of Dividend for the year ended 31<sup>st</sup> March, 2018 at the rate of ₹ 0.15 per share. If approved, the Equity Dividend shall be paid, subject to the provisions of Section 126 of the Companies Act, 2013 to those Shareholders whose names stand on the Register of Members on 21<sup>st</sup> July, 2018.

The Dividend in respect of shares held in electronic form, will be paid to all those beneficial owners of the shares as per the details furnished by depositories for the purpose at the close of business hours on 9<sup>th</sup> July, 2018.

### OPERATIONS:

The Directors report that the year under review has witnessed consolidation of Company's operations from merger of the earlier three operating undertakings into the Company streamlining various activities resulting in better controls.

The successful completion of project involving (i) installation of 100 KV Substation to replace 22 KV power supply from MSEDCL and the (ii) project for installation of a 'Full width Supercalender' and 'Full width Sheeter' during the year at an aggregate outlay of ₹ 30 crores have started contributing towards cost reduction and such enhanced full year benefits will continue to recur.

On the whole, however, the year under review has seen marginal decline in EBIDTA and net profit primarily arising from rising cost of raw materials despite Management's efforts to optimize the product mix, efforts on cost reduction and spillover effect from earlier purchase of favourably priced pulp.

The Hygiene Products Division has shown substantial improvement in its working commensurate with the benefits accruing under the GST regime which makes its products more competitive than before. The Division has also shifted its strategy of procurement of paper products by having its products converted as job work from Converters instead of their outright purchase.

The Company's turnover on the overall shows a decline of about 7% part of which is due to the (i) aforesaid shift in the procurement strategy by Hygiene Division as also (ii) judicious change in the product mix necessitated by high fiber cost so as to produce and market papers with better sales realization and margins than low priced ones which can be produced at higher output rate per machine hour albeit with lower margins.

**FIXED DEPOSITS:**

As informed to you earlier, pursuant to the Scheme of Arrangement and Reconstruction (Demerger) as sanctioned by the Hon'ble Bombay High Court, the "Fixed Deposits Liability" was transferred from Pudumjee Pulp & Paper Mills Limited to the Company. Your Company holds fixed deposits accepted from Public with effect from the effective date of the scheme i.e. 1<sup>st</sup> February, 2016.

With effect from 05<sup>th</sup> July, 2017 the Company has started to accept fresh/renewal of fixed deposits from the public, shareholders and employees and as on 31<sup>st</sup> March, 2018 stood at ₹ 3,463.24 Lakhs as against ₹ 2,531.09 Lakhs at the end of the previous year (i.e. Fixed Deposit Liability).

During the year, the Company has accepted/renewed such deposits aggregating to ₹ 1,003.85 Lakhs, and all the deposits falling due for repayment during the year were fully repaid on maturity except unclaimed deposits numbering 41 with amount of ₹ 20.26 Lakhs as at the end of the year.

There were no over dues on account of principal or interest on public deposits other than the unclaimed deposits as at the year end and there have been no default in repayment of deposits or payment of interest thereon. There are no deposits which are not in compliance with the requirements of Chapter V of the Act read with Companies (Acceptance of Deposits) Rules 2014.

**AUDITORS:**

**i. STATUTORY AUDITORS:**

M/s. J. M. Agrawal & Co., Chartered Accountants, have been appointed as Statutory Auditors of the Company at the 3<sup>rd</sup> Annual General Meeting to hold office up to the conclusion of 8<sup>th</sup> Annual General Meeting. M/s. J. M. Agrawal & Co., have given their consent to act as the Auditors of the Company till conclusion of 8<sup>th</sup> Annual General Meeting. The Company has received a Certificate from M/s. J. M. Agrawal & Co., to the effect that their appointment, would be within the prescribed limits under section 141 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and that they are not disqualified for appointment. The Shareholders will be required to ratify the appointment of the auditors as required by Company Law and fix their remuneration at the ensuing Annual General Meeting.

There is no adverse remark or qualification in the Statutory Auditor's Report annexed elsewhere in this Annual Report.

The Auditors have reported that there is no fraud on or by the Company noticed or reported during the year.



**ii. SECRETARIAL AUDITOR:**

Pursuant to provisions of Section 204 read with Section 134(3) of the Companies Act, 2013, the Board has appointed Mr. I. U. Thakur, Company Secretary, Pune to conduct Secretarial Audit of the Company for the financial year 2017-18. The Secretarial Audit Report for the financial year 2017-18 is annexed hereto as Annexure-1.

There is no adverse remark or qualification in the Secretarial Audit Report.

The Company has complied with the applicable Secretarial Standards during the year issued by the Institute of Company Secretaries of India.

**DETAILS OF APPOINTMENT OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):**

In terms of provisions of the Companies Act, 2013 and the Article of Association of the Company, Mr. Arunkumar Mahabir Prasad Jatia, Director and Non-Executive Chairman of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

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

**MEETINGS:**

During the year 5 Board Meetings and 5 Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report, and forms part of this Annual Report. The intervening gap between the Meetings was within permissible period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**CORPORATE SOCIAL RESPONSIBILITY (CSR):**

As required under the provisions of the Companies Act, 2013, the Board of Directors has constituted the Corporate Social Responsibility Committee. The major role of this Committee is to formulate, recommend, implement and monitor the CSR policy and activities to be undertaken by the Company to meet/contribute towards its corporate social responsibility objectives. The Board of Directors at its meeting held on 20<sup>th</sup> May, 2017 has constituted its CSR Committee. Some of the activities which will be undertaken by the Company itself or through an eligible trust are as under;

- a) Setting up and/or maintaining old age homes/orphanage and supplementing nutrition and other essentials for underprivileged people,
- b) Environmental Protection,
- c) Education and
- d) Development of Rural Infrastructure.

The CSR committee comprises of the following members:

Sr. No.	Name of the Director	Category	Designation
1	Mr. Nandan Damani	Non-Executive Independent Director	Chairman
2	Mr. V. K. Beswal	Non-Executive Independent Director	Member
3	Mr. B. K. Khaitan	Non-Executive Independent Director	Member
4	Mr. S. K. Bansal	Non-Executive Non Independent Director	Member

The CSR Policy is also uploaded on the website of the Company viz: [www.pudumjee.com](http://www.pudumjee.com).

During the year, the Company has disbursed total ₹ 25 Lakhs to M/s. Jatia Foundation to be spent on the activities of Setting up and/or maintaining old age homes/orphanage and supplementing nutrition and other essentials for under privileged people, Environmental Protection, Education and Development of Rural Infrastructure.

The other relevant disclosures as stipulated under the Companies (Corporate Social Responsibility Policy) Rules, 2014 are given in Annexure-2.

The entire amount was deposited / transferred with M/s. Jatia Foundation.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose are provided in Annexure-3 to this Report.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

A policy on Related Party Transactions has been adopted by the Board of Directors at its meeting held on 14<sup>th</sup> November, 2015 for determining the materiality of transactions with related parties and dealings with them. The said policy is available at the Company's website at [www.pudumjee.com](http://www.pudumjee.com). The Audit Committee reviews all related party transactions quarterly and also as and when felt necessary.

Pursuant to Sections 134(3), 188(1) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 the particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 in Form AOC -2 are provided under Annexure-4.

**ANNUAL EVALUATION OF BOARD'S PERFORMANCE:**

As required under Companies Act, 2013, a meeting of the Independent Directors was held on 10<sup>th</sup> February, 2018 to evaluate the performance of the Non-Independent Directors, wherein the evaluation of performance of the Non-Independent Directors, including the Chairman and also of the Board as a whole was made, against pre-defined and identified criteria.

The criteria for evaluation of the performance of the Independent Directors, Chairman and the Board, was finalized by the Nomination and Remuneration Committee in its meeting held on 22<sup>nd</sup> January, 2016, the said committee has carried out evaluation of the performance of every Director. The said criteria is available at the Company's website at [www.pudumjee.com](http://www.pudumjee.com). The Board of Directors at their meeting held on 10<sup>th</sup> February, 2018 has evaluated the performance of Independent Directors.

While evaluating, the principles and guidelines issued vide circular no. SEBI/HO/CFD/CMD/CIR/P/2017/004 of Securities Exchange Board of India dated 5<sup>th</sup> January, 2017 on Board Evaluation have been taken into account.

**FAMILIARISATION PROGRAMME:**

The details of programmes for familiarisation of Independent Directors with the Company is available at the Company's website at [www.pudumjee.com](http://www.pudumjee.com).

**RISK MANAGEMENT POLICY:**

In accordance with the requirements of the Act, the Company has adopted and implemented a Risk Management Policy for identifying risks to the Company, procedures to inform Board members about the risk assessment & minimization procedures, monitoring the risk management plan, etc.

**VIGIL MECHANISM / WHISTLE BLOWER MECHANISM:**

The Company promotes ethical behaviour in all its business activities and has established a vigil mechanism for Directors and Employees to report their genuine concerns.

Pursuant to Section 177 of the Companies Act, 2013 read with Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a policy "Vigil Mechanism/ Whistle Blower Policy", wherein the Employees/Directors/Stakeholders of the Company are free to report any unethical or improper activity, actual or suspected fraud or violation of the Company's Code of Conduct. This mechanism provides safeguards against victimization of Employees, who report under the said mechanism. During the year under review, the Company has not received any complaint under the said mechanism. The said policy is available at the Company's website at [www.pudumjee.com](http://www.pudumjee.com).

**PARTICULARS OF EMPLOYEES:**

As required under Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the statement giving required details is given in the Annexure-5 and Annexure-5A to this report.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

There was no complaint reported under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO:**

As required under Section 134(3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, the information relating to Conservation of Energy, Technology Absorption and Foreign Exchange earnings & outgo is annexed as Annexure-6 and forms part of this Report.

**REPORT ON CORPORATE GOVERNANCE:**

Your Company's philosophy on Corporate Governance, sets the goal of achieving the highest level of transparency with integrity in all its dealings with its stakeholders including shareholders, employees, lenders and others. A report on Corporate Governance along with a Certificate from the practicing Company Secretary regarding the Compliance of Conditions of Corporate Governance as stipulated under the Listing Regulations forms part of the Annual Report as Annexure-7.

**EXTRACT OF ANNUAL RETURN:**

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return as at 31<sup>st</sup> March, 2018 is annexed herewith as Annexure-8 to this report.

**REMUNERATION POLICY:**

In accordance with the provisions of Section 178 and other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated remuneration policy which inter alia, includes the criteria for determining qualifications, positive attributes and independence of Directors. The said policy may be referred to, at the Company's website at [www.pudumjee.com](http://www.pudumjee.com) and is annexed hereto and marked as Annexure-9.

**SIGNIFICANT AND MATERIAL ORDERS:**

There is no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

The Directors confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) 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 at the end of the financial year and of the profits of the company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis; and
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**ACKNOWLEDGEMENTS:**

Your Directors would like to express their sincere appreciation of the positive co-operation received from the Bankers, Customers, Vendors and Investors of the Company for their continued support during the year.

The Directors also wish to place on record their deep sense of appreciation for the dedication and contribution made by employees at all levels and look forward to their support in future as well.

On Behalf of the Board of Directors,

Place: Lonavala

**A. K. Jatia,**

Date: 26<sup>th</sup> May, 2018

Chairman.

**ANNEXURE - 1**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2018**

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

To,  
The Members,  
**PUDUMJEE PAPER PRODUCTS LIMITED**  
Pune

I have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by PUDUMJEE PAPER PRODUCTS LIMITED (CIN: L21098PN2015PLC153717) (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 PUDUMJEE PAPER PRODUCTS LIMITED's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The 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;
  - (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;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – Not applicable to the Company during the Audit Period.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. On the basis of the information provided by the Company, following laws are also complied with:

**A) ENVIRONMENTAL LAWS:**

1. The Air (Prevention and Control of Pollution) Act, 1981 & The Air (Prevention and Control of Pollution) Rules 1982.
2. The Water (Prevention and Control of Pollution) Act, 1974 & The Water (Prevention and Control of Pollution) Rules 1975.
3. The Hazardous Wastes (Management, Handling and Tranboundary Movement) Rules, 2008.

**B) LABOUR LAWS:**

1. The Factories Act, 1948
2. The Minimum Wages Act, 1948
3. The Payment of Wages Act, 1936
4. The Employees Provident Fund and Miscellaneous Provisions Act, 1956 and the schemes made thereunder
5. The Payment of Bonus Act, 1965
6. The Payment of Gratuity Act, 1972

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

**I further report that:**

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

Adequate notices are given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and

clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at Board Meeting were taken unanimously.

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.

Signature:

**I. U. THAKUR**

PRACTICING COMPANY SECRETARY

Place : Pune

Date : 26<sup>th</sup> May, 2018

FCS:2298

C.P. No:1402

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.

**ANNEXURE 'A'**

To,

The Members,  
Pudumjee Paper Products Limited  
Pune

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Signature:

**I. U. THAKUR**

PRACTICING COMPANY SECRETARY

Place : Pune

Date : 26<sup>th</sup> May, 2018

FCS:2298

C.P. No:1402



## ANNEXURE - 2

## THE ANNUAL REPORT ON CSR ACTIVITIES

1) A Brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	<p>The Company believes in the CSR activities through collaboration. The Company would always like to help the entities that are in the area of social service. The entities could be Trusts which have established track record in the activities like Jatia Foundation, Mumbai which has an established track record of social service.</p> <p>The CSR activities to be carried out by the Company through an eligible trust are as under;</p> <ol style="list-style-type: none"> <li>Setting up and/or maintaining old age homes/orphanage and supplementing nutrition and other essentials for under privileged people;</li> <li>Environmental Protection;</li> <li>Education and</li> <li>Development of Rural Infrastructure.</li> </ol> <p>Website: <a href="http://www.pudumjee.com">www.pudumjee.com</a></p>			
2) The Composition of the CSR Committee	<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category</b>	<b>Designation</b>
	1	Mr. Nandan Damani	Non-Executive Independent Director	Chairman
	2	Mr. V. K. Beswal	Non-Executive Independent Director	Member
	3	Mr. B. K. Khaitan	Non-Executive Independent Director	Member
	4	Mr. S. K. Bansal	Non-Executive Non Independent Director	Member
3) Average net profit of the Company for last three financial years	₹ 1,439.41 Lakhs			
4) Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above)	₹ 28.79 Lakhs (as per Section 135 (5) of Companies Act, 2013) ₹ 30 Lakhs (Budgeted)			
5) Details of CSR spent during the financial year	The Company has spent on CSR activities through Jatia Foundation especially in area of Setting up and/or maintaining old age homes/orphanage and supplementing nutrition and other essentials for under privileged people, Environmental Protection, Education and Development of Rural Infrastructure in village Bissau, District Jhunjhunu, Rajasthan.			
• Total amount to be spent for the financial year	₹ 30 Lakhs			
• Amount unspent, if any	₹ 5 lakhs			
• Manner in which the amount spent during the financial year	CSR Activities as stated below			

**PUDUMJEE PAPER PRODUCTS LIMITED**

Sr.	CSR Project or activity identified	Sector in which the Project is covered	Projects or programs 1) Local area or other 2) Specify the State and projects or programs was undertaken	Amount Outlay (budget) Project or program wise (in INR)	Amount spent on the programs Sub-heads: (1) Direct Expenditure on projects or programs (2) Overheads: (in INR)	Cumulative Expenditure upto to the Reporting period (in INR)	Amount spent Direct or through implementing agency
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
				F.Y. 2017-18	F.Y. 2017-18		
1	Setting up and/or maintaining old age homes/orphanage and supplementing nutrition and other essentials for under-privileged people	_____	1)Bissau, Jhunjhunu district, Rajasthan	30,00,000	25,00,000	25,00,000	Through Jatia Foundation having established track record
2	Environmental Protection	_____	1)Bissau, Jhunjhunu district, Rajasthan				
3	Education	Promoting Education	1)Bissau, Jhunjhunu district, Rajasthan				
4	Development of Rural Infrastructure	_____	1)Bissau, Jhunjhunu district, Rajasthan				
	<b>TOTAL</b>			30,00,000	25,00,000	25,00,000	-----

Details of implementing agency – M/s. Jatia Foundation (Registration No. E30757(M)).  
The CSR committee has adopted CSR policy in the month of September, 2017.

**Notes:**

- For F.Y. 2017-18 - The amount of ₹ 25 Lakhs was paid to M/s. Jatia Foundation, however the aforementioned trust was not able to spend the full amount on specified CSR activities during the year due to paucity of sufficient time and would spend subsequently.
- The CSR Committee confirms that, the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

**V. P. Leekha**  
Managing Director

**Nandan Damani**  
Chairman of CSR Committee

Place: Lonavala  
Date: 26<sup>th</sup> May, 2018

**ANNEXURE - 3****Particulars of loans given, guarantees/ investments made during the Financial Year 2017-18**

Nature of transaction (whether loan/ guarantee/ security/ acquisition)	Name of the person or body corporate to whom it is made or given or whose securities have been acquired	Amount of loan /security/ acquisition /guarantee (in ₹)	Rate of interest For loans	For acquisitions			
				Number and kind of securities	Nature of Securities	Cost of acquisition If any (In ₹ Per Share/ Units)	Selling price, Per Unit If any (In ₹ Per Share/ Units)
ICD's Given (Loan)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Investments Made	Reliance Liquid Fund Treasury Plan	1,66,29,89,295	-	-	Mutual Fund Units	-	-
		(7,50,47,753)	-	-		-	-
	ICICI Prudential Liquid Fund	14,62,32,091	-	-	Mutual Fund Units	-	-
		(0)	-	-		-	-
	L&T Mutual Fund - Pool Collection	21,47,67,864	-	-	Mutual Fund Units	-	-
		(5,11,30,121)	-	-		-	-
	SBI Magnum Insta Cash Fund	12,10,77,507	-	-	Mutual Fund Units	-	-
		(6,09,68,105)	-	-		-	-
	Mirae Asset Cash Management	50,07,643	-	-	Mutual Fund Units	-	-
		(0)	-	-		-	-
	J. M. Equity Fund - Collection Account	14,29,51,636	-	-	Mutual Fund Units	-	-
		(0)	-	-		-	-

Figures in bracket indicates balance as on 31<sup>st</sup> March, 2018

On Behalf of the Board of Directors,

Place : Lonavala  
Date : 26<sup>th</sup> May, 2018

**A. K. Jatia,**  
Chairman.

# ANNEXURE - 4

## Particulars of Contracts or Arrangements with Related Parties (FORM AOC-2)

(Pursuant to clause (h) of Section 134(3) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014.)

### 1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS:

<b>I.</b>		
a)	Name(s) of the related parties and nature of relationships	<b>AMJ Land Holdings Limited (formerly known as Pudumjee Pulp &amp; Paper Mills Limited)</b> , a related party under Section 2(76)(v).
b)	Nature of contracts/arrangements/transaction	Arrangements for providing the Common Services (such as telephone, electricity, Computer etc.) at cost basis.
c)	Duration of the Contracts/arrangements/transactions	Continuous arrangement.
d)	Salient terms of contracts or arrangements or transactions including the value if any	1) Monetary value: About ₹ 15 lakhs for each financial year.
		2) Nature, material terms and particulars of arrangement: To provide Common Services (such as telephone, electricity, computer, etc.) on cost basis.
e)	Justification for entering into such contracts or arrangements or transactions	To provide common services to AMJ Land Holdings Limited in mutual interest, for continuance of the day to day commercial operations of the AMJ Land Holdings Limited.
f)	Date(s) of approval by the Board	26 <sup>th</sup> May, 2018
g)	Amount paid as advances if any	NIL
h)	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	The approval of Shareholders will be obtained in the 4 <sup>th</sup> Annual General Meeting of the Company to be held on 21 <sup>st</sup> July, 2018.

### II.

a)	Name(s) of the related parties and nature of relationships	<b>3P Land Holdings Limited (formerly known as Pudumjee Industries Limited) [3P Land]</b> , a related party under Section 2(76)(v)
b)	Nature of contracts/arrangements/transaction	Arrangements for providing the Common Services (such as telephone, electricity, Computer etc.) at cost basis.
c)	Duration of the Contracts/arrangements/transactions	Continuous arrangement.
d)	Salient terms of contracts or arrangements or transactions including the value if any	1) Monetary value : About ₹ 5 Lakhs for each financial year.
		2) Nature, material terms and particulars of arrangement: To provide Common Services (such as telephone, electricity, computer, etc.) on cost basis.
e)	Justification for entering into such contracts or arrangements or transactions	To provide common services to the 3P Land in mutual interest, for continuance of the day to day commercial operations of the 3P Land.
f)	Date(s) of approval by the Board	26 <sup>th</sup> May, 2018
g)	Amount paid as advances if any	NIL
h)	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	The approval of Shareholders will be obtained in the 4 <sup>th</sup> Annual General Meeting of the Company to be held on 21 <sup>st</sup> July, 2018.

**2.DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS AT ARM'S LENGTH****BASIS:****I.**

a)	Name(s) of the related parties and nature of relationships	<b>AMJ Land Holdings Limited (formerly known as Pudumjee Pulp &amp; Paper Mills Limited)</b> , a related party under Section 2(76)(v).
b)	Nature of contracts/arrangements/transaction	Sale of tissue papers, Napkins, Towels, etc. at Market based rates
c)	Duration of the Contracts/arrangements/transactions	Continuous arrangement.
d)	Salient terms of contracts or arrangements or transactions including the value if any	<u>Monetary value :</u> About ₹ 10 Lakhs in financial year 2017-18.
e)	Date(s) of approval by the Board	26 <sup>th</sup> May, 2018
f)	Amount paid as advances if any	NIL

**II.**

a)	Name(s) of the related parties and nature of relationships	<b>AMJ Land Holdings Limited (formerly known as Pudumjee Pulp &amp; Paper Mills Limited)</b> , a related party under Section 2(76)(v).
b)	Nature of contracts/arrangements/transaction	Purchase of Renewable Energy Certificate at the prevailing market price govern by the exchange.
c)	Duration of the Contracts/arrangements/transactions	Continuous arrangement.
d)	Salient terms of contracts or arrangements or transactions including the value if any	1) Monetary value : About ₹ 80 Lakhs in financial year 2018-19.
e)	Date(s) of approval by the Board	26 <sup>th</sup> May, 2018
f)	Amount paid as advances if any	NIL

On Behalf of the Board of Directors,

Place: Lonavala

Date: 26<sup>th</sup> May, 2018**A. K. Jatia,**

Chairman.

## ANNEXURE - 5

Information as per Section 197 of the Companies Act, 2013 read with the Companies (Appointment & Remuneration) Rules, 2014 and forming part of the Directors' Report for the year ended 31<sup>st</sup> March, 2018.

Name & Age (Years)	Designation/ Nature of duties	Remuneration		Qualification & Experience (Years)	Date of commencement of employment.	Last employed	
		Gross ₹	Net ₹			Name of the organisation	Position held
Mr. Ved Prakash Leekha (78)	Managing Director	88,59,028	62,28,300	B.E. (Mechanical) (55)	07.03.2000*	AMJ Land Holdings Limited (formerly known as Pudumjee Pulp & Paper Mills Limited)	Manag- ing Director
Dr. Ahok Kumar (62)	Executive Director	97,68,537	70,33,291	M.E. (Chemical) P.hD (38)	06.02.2015*	AMJ Land Holdings Limited (formerly known as Pudumjee Pulp & Paper Mills Limited)	Director

### Notes-

- (1) Gross remuneration as shown above includes salary, bonus, Company's contribution to Provident fund and Value of medical and other facilities but excludes provision for gratuity. Net remuneration is arrived at after deduction of Income Tax.
- (2) The nature and conditions of employment are non contractual. The employee is whole-time Director of the Company during the year.
- (3) There is no employee drawing remuneration in excess of the remuneration drawn by the Managing Director/ Whole time Director and who holds himself or along with his/her spouse and dependent children not less than two per cent of the equity shares of the Company.
- (4) \*With AMJ Land Holdings Limited (before Demerger).
- (5) None of the above employees is related to each other.

On Behalf of the Board of Directors,

Place: Lonavala

Date: 26<sup>th</sup> May, 2018

**A. K. Jatia,**  
Chairman.

# ANNEXURE - 5A- STATEMENT SHOWING THE RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION AND SUCH OTHER DETAILS.

NUMBER OF PERMANENT EMPLOYEES OF THE COMPANY : 630

Sr. No.	Name of the Director Chief Financial Officer, Chief Executive Officer, Company Secretary	Designation	Remuneration of each Director Chief Financial Officer, Chief Executive Officer, Company Secretary (in INR)	Median remuneration of the employees* in INR)	Ratio for the financial year between D and E	Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year	Percentage increase in the median remuneration of employees in the financial year	Average percentile increase already made in the salaries of employees other than the Managerial Personnel	Percentile increase in the Managerial Remuneration
A	B	C	D	E	F	G	H	I	J
1	Mr. Ved Prakash Leekha	Managing Director	88,59,028	4,01,345	22.07	Nil	15.61	Nil	Nil
2	Dr. Ashok Kumar	Executive Director	97,68,537		24.34	Nil			
3	Mr. H. P. Birla	Chief Financial Officer	27,52,470		6.86	Nil			
4	Mr. Vinay Jadhav	Company Secretary	10,15,533		2.53	-			

Above Remuneration is as per the Remuneration policy adopted by the Company.

On Behalf of the Board of Directors,

Place: Lonavala

Date: 26<sup>th</sup> May, 2018

**A. K. Jatia,**  
Chairman.

## ANNEXURE - 6

**THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Information as per Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended 31<sup>st</sup> March, 2018.

**A CONSERVATION OF ENERGY:****i) Steps taken for utilizing alternate sources of energy:**

- Procured 26 MWh wind Power equivalent to 4% of total power requirement.
- Procured 34,339 MWh Bilateral Power.
- Proposing to install 5.00 MWh solar power plant.

**ii) Impact of measures taken:**

Increasing uptime of machine and speed by 3 to 4%, Increasing felt life, reduction in power consumption by using LED Lights. Impact of measures taken above may result in significant savings in power cost.

**iii) Capital Investment on energy conservation equipments:**

Energy conservation is being implemented through the installation of energy saving devices such as super calendar, rubber covered drum roll, Ceramic Alox Tops etc.

**B. TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION:**

i)	Efforts made in brief towards Technology Absorption, Adaptation and Innovation	(a) Replacement of Mentor-II by Mentor-MP DC drive for smooth plant operation at paper making machine. (b) Arrangement of avoiding high vibration during rewinding, uneven reel hardness, buckling and poor rewinding. (c) Installation of K-flex doctor holders with accessories for drying cylinders. (d) Installation of low consistency Pulper replacing existing pulper.
ii)	Benefits derived as a result of the above results	(a) Reduction in the plant electrical problems and electronic failure. (b) Avoided unplanned shutdown and enabling smooth plant operation (c) Winding quality of paper improved, Achieved winding & hardness at desired level. (d) Slushing capacity of pulp 85 quality increased
iii)	Details of Imported Technology	No new technology was imported.
iv)	Expenditure incurred on Research and Development	₹ 179.41 Lakhs

**C FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Foreign Exchange earned and used were ₹ 1,107.52 Lakhs and ₹ 20,257.18 Lakhs, respectively.

On Behalf of the Board of Directors,

Place: Lonavala

**A. K. Jatia,**

Date: 26<sup>th</sup> May, 2018

Chairman.



## ANNEXURE NO. 7

### REPORT ON CORPORATE GOVERNANCE

The Directors present their Report on Corporate Governance as required by SEBI guidelines and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

#### **Company's Philosophy on Code of Governance:**

The Company's philosophy on Corporate Governance envisages transparency with integrity in all its dealings with its stakeholders including shareholders, employees, lenders and others, ensuring a high degree of regulatory compliance.

#### **Code of Conduct:**

The Company has adopted a Code of Conduct (the Code) for Directors and Senior Management of the Company in its meeting held on 14<sup>th</sup> November, 2015 in terms of the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'). The Code of Conduct is available at the Company's website at [www.pudumjee.com](http://www.pudumjee.com).

The Board members and Senior Management Personnel have affirmed their Compliance with the code. A declaration to this effect signed by the Managing Director of the Company is attached with the Annual Report.

#### **BOARD PROCEDURE:**

Board Meetings are held about four-five times a year. Detailed Agenda is sent to each Director well in advance of the meetings. The Directors are briefed at each Board Meeting regarding performance and working by the functional heads. In addition to matters statutorily requiring Board's approval, all major decisions of policy, strategic formulations, capital expenditure, new investments, major accounting policies are considered by the committees and/ Board.

#### **MANAGEMENT DISCUSSION AND ANALYSIS:**

##### **Overview**

The Company has two business divisions, namely, 'Paper Division' and 'Hygiene Division'. The Paper Division manufactures Specialty Papers and markets these throughout the country and exports small quantity. These products comply with special requirements of the customers for application in Packaging of Food products, require oil and grease resistance, papers for industrial application, household and personal hygiene application meeting requirements in daily life. Examples of such products are:

1. Laminating Base used with functional lamination for packaging of food grade products, pharma products, mouth fresheners, etc.
2. Glassine Paper, Oil & Grease resistance paper, Vegetable Parchmentine, etc. used for Packaging of food products, oily products, packaging of butter, cheese, etc.
3. Papers for Cake Baking application.
4. Décor Papers for use in Decorative laminates for furniture, Base Paper for Melamine Tableware, etc.
5. Kraft Paper used as Release Liner for labels, etc. Kraft Interleaving for Steel and Glass Industry, Kraft Paper for electrical insulation, etc.
6. Fine Printing Papers for Bible Printing, Dictionary, Books, Pharma leaflets as insert & outserts.

7. Creped Tissue products for hygiene application viz. Napkins, Kitchen Towel, Toilet Rolls Paper for baby diapers, sanitary napkins etc.

The Hygiene Division of the Company undertakes conversion of tissue products to value add a part of the production and its marketing together with dispensers and other Hygiene products.

The Company is entirely dependent on imports of its fiber requirement viz. Market Pulp and Waste Paper, the prices of which have been witnessing continual increase, during the year, in the International market. The Market Pulp prices combined with the effect of weakening of Rupee against Dollar have risen from ₹ 39,300 per MT to ₹ 53,900 per MT for receipt during April-2017 compared with April-2018 respectively. Since the fiber raw material constitutes about 55% of the sales value, this has made substantial impact. Company's efforts, however, continue to be made through:

- (i) Choice of product mix with better realization, price correction etc., and
- (ii) cost reduction initiatives in the energy supply through investment on a 100 KV Substation and investment on a Supercalender project which became operational during the year which have successfully supplemented the income.

The Company's manufacturing facilities currently located in Pune are saturated and progressive urbanization around the factory site restricts future growth prospects. The Company have already invested in large industrial site admeasuring about 75 acres at MIDC, Mahad in Maharashtra State which would offer future growth opportunities. The Company is examining options in regard to new products besides proposed relocation of existing machines from Pune to Mahad, evaluating market growth potential and required investment. Mahad location already offers State Government incentives corresponding to the capital expenditure incurred.

The Hygiene Products Division of the Company markets its 'Away-from-Home' converted tissue products such as Bathroom roll, Kitchen towel, Napkins, dispensers and other hygiene products under brand name 'Greenlime', to Institutional buyers such as Luxury Hotels, Airports, Corporate Offices, Facility Managers as the main customers.

Prior to introduction of GST regime the products of the Division were at disadvantage in as much as the Company, following transparent policies, was not able to fully face competition from unorganized sector resorting to unfair trade practices. The GST regime has given a level playing field against this disadvantage and consequently not only its turnover began to go up but also the division reported net profit for the first time.

### **Company Performance**

During the year under review, the Company has achieved turnover of ₹ 504.40 Crores (Previous year ₹ 542.01 Crores) resulting in EBIDTA at ₹ 45.68 Crores (Previous year ₹ 51.07 crores) and a Net Profit after tax & other Comprehensive Income at ₹ 19.51 Crores (Previous year ₹ 19.76 Crores).

### **Human Resources**

The Company follows fair 'Human Resource' practices providing equal opportunity to all its employees. The policy includes on the job training, progressive and performance driven remuneration and talent retention. The Company believes in offering full opportunity for growth to employees demonstrating positive attitude and initiative to accept challenge and responsibility.

The Company employs about 630 employees and the Industrial relations with the employees remained cordial during the year. A wage agreement which will remain in force till 31<sup>st</sup> March, 2020 has recently been signed with the Worker's Union.

### Opportunities of the Company

Having established itself as pioneers in Specialty Paper products and preferred supplier of quality products in India, the Company is poised for growth with its wide range of Products. Rising urbanisation in India currently estimated over 35% and expected to grow 2.5% (above the 1.3% growth in total population) with expanding middle class is likely to be almost 1 billion people (almost 70% of the population) by 2025.

Spending on education has also been rising both in rural and urban areas with, on an average, all-India spending on education about 5% of the overall household spending.

Rising proportion of working age population and India's median age of 27 makes it a young Country with large productive workforce. This increase in disposable incomes and changing consumer behaviour, greater penetration of education, print and media, demographic transformation towards a younger population and a shift towards more aspirational life style are other factors.

Besides, there are already signs of growing popularity of ready-to-eat products, liquid packaging and other perishable products all result in higher demand for packaging. The growing intolerance and statutory compulsions against the use of plastics would give way to paper based packaging offering growth opportunities to Pudumjees planned range of 'functionally coated' packaging paper to enter into flexible packaging applications. Growing hygiene awareness in general and personal hygiene shall support Pudumjee's business objectives for Crepe Tissue products.

### Competitive strengths of the Company

- Research & Development.
- Extensive distribution network.
- Strong brand recall.
- Relevant expertise, experienced work force and agile management team.
- Cost efficient sourcing and locational advantage and effective cost management.
- Wide range of Product Portfolio.
- Ability to change product mix.

### Business Strategy of the Company

- Continuous strengthening of in-house R & D set up and products innovation.
- Build stronger ties with the users & prospective customers.
- Standardizing products specification.
- Identify market opportunities for growth.
- Continuous emphasis on cost reduction and develop ability to design product mix, optimizing input costs, maintain quality and improve margins.
- Relocation of manufacturing facilities with technology upgradation and expanded capacity.

### Concerns and threats

In the absence of its own source of fiber, the Company is heavily dependent on bought out fiber for its raw material and majorly imports them from overseas markets. Due to cyclical nature adverse fluctuations in market pulp prices and foreign exchange volatility substantially impacts its working. Further due to lack of potential Co-generation facilities the Company necessarily depends on costlier purchased energy. Installation of '100 KV Substation' and

‘open access’ power purchase arrangements made have helped reduce energy cost. However, this conflicts with the earnings of the State Electricity Boards and often impose levies / change tariff to discourage such arrangements. The paper industry also faces shortage of talented and experienced workforce due to shortage of good institutes offering technical courses for the Pulp and Paper industry and general aversion to seeking career in the industry and working on the shop floor.

Though the Company meets stringent norms of pollution laid down by the Government but the deteriorating quality of the water in the adjacent ‘Pawna river’ from which it draws its water requirement by agreement having contributed towards proportional cost of ‘Pawna Dam’ to the State Irrigation Department, could become a cause of concern towards enhanced treatment cost.

**Internal Control System and their Adequacy**

The Company has adopted internal control procedures commensurate with its size and operations. The Company’s internal control system is designed to ensure management efficiency, measurability and verifiability, reliability of accounting and management information, compliance with all applicable laws and regulations, and the safeguard of the Company’s assets so that the main company risks (operational, compliance-related, economic and financial) are properly identified and managed over time. The Board of Directors takes stock of internal control measures taken from time to time.

**Environment**

Company’s Mill site in Chinchwad, Town Pune, over the years has seen rapid growing urbanization which imposes enhanced responsibility on the Company towards Compliance. Through proper operations and control, the Company has been fully complying with the regulations governing discharge of treated waste water, emission of dust particulate in flue gas etc which are being constantly monitored on-line by the Mill and the State and Central Pollution Control Boards.

The Mills draw their water requirement from adjoining Pawana River wherein water is released from the ‘Upstream Pawana Dam’ by the Irrigation Department as per sanctioned quota through an arrangement based on the proportional contribution made by the Company towards the cost of the dam. The quality of water upstream of Pudumjee’s drawal point has considerably deteriorated due to discharge of untreated waste water from upstream consumers which is a matter of concern for the Company in terms of increasing cost of treatment.

**Cautionary Statement**

Statements in this Report, particularly those which relate to Management Discussion and Analysis, describing the Company’s objectives, projections, estimates and expectations may constitute “forward looking statements” within the meaning of applicable laws and regulations. The Company’s actual results, achievement might differ materially from those projected in any such forward looking statements.

**Board of Directors:**

The Board of Directors is comprised of 1 Promoter Director, 1 Whole-time Director (Managing Director), 1 Executive Director, 1 Non-Executive Non-Independent Director and 4 Non-Executive Independent Directors. The Non-Executive Chairman and Managing Director conduct the day to day management of the Company subject to the supervision and control of the Board of Directors.

The composition of the Board as on 31<sup>st</sup> March, 2018 is as under:

Directors	Category	Total number of Directorships in Public Companies as on 31 <sup>st</sup> March, 2018.*	Total number of Membership of Committees as on 31 <sup>st</sup> March, 2018. +	Total number of Chairmanships of Committees as on 31 <sup>st</sup> March, 2018. +
<b>Executive Directors</b>				
Mr. Ved Prakash Leekha	Managing Director	3	Nil	Nil
Dr. Ashok Kumar	Executive Director	2	Nil	Nil
<b>Non-Executive Directors</b>				
Mr. Arunkumar Mahabir Prasad Jatia	Non Executive Chairman	5	5	1
Mr. Surendra Kumar Bansal	Non Independent Director	8	2	Nil
Mr. Nandan Damani	Independent Director	7	4	1
Mr. Vinod Kumar Beswal	Independent Director	4	4	3
Mrs. Madhu Dubhashi	Independent Director	6	5	3
Mr. B. K. Khaitan	Independent Director	6	Nil	Nil

\* includes Directorship in other Public companies and Pudumjee Paper Products Limited.

+ Committees considered are Audit Committee and Stakeholders Relationship Committee, including in Pudumjee Paper Products Limited.

+ Total number of committee membership includes the Chairmanship also.

During the year 2017-2018, Five Board Meetings were held on the following dates :

20-05-2017	22-07-2017	02-09-2017
18-11-2017	10-02-2018	

The 3<sup>rd</sup> Annual General Meeting (AGM) of the Company was held on 22<sup>nd</sup> July, 2017. The attendance of the Directors at these Meetings was as under:

Name of the Director	Number of Board Meetings Attended	Attendance at the last AGM
Mr. Arunkumar Mahabir Prasad Jatia	5	Yes
Mr. Ved Prakash Leekha	4	Yes
Mr. Surendra Kumar Bansal	5	Yes
Mr. Nandan Damani	3	No
Mr. Vinod Kumar Beswal	5	No
Mrs. Madhu Dubhashi	3	Yes
Mr. B. K. Khaitan	2	Yes
Dr. Ashok Kumar	5	Yes

Details of Remuneration and sitting fees paid to Directors during the year

(In ₹)

Name of Directors	Sitting fees	Salaries	Perquisites & Benefits	Commission	Total
Mr. Arunkumar Mahabir Prasad Jatia	Nil	Nil	Nil	Nil	Nil
Mr. Ved Prakash Leekha	Nil	72,36,000	16,23,028	Nil	88,59,028
Mr. Surendra Kumar Bansal	Nil	Nil	Nil	Nil	Nil
Mr. Nandan Damani	88,000	Nil	Nil	Nil	88,000
Mr. Vinod Kumar Beswal	1,20,000	Nil	Nil	Nil	1,20,000
Mrs. Madhu Dubhashi	70,000	Nil	Nil	Nil	70,000
Mr. B. K. Khaitan	20,000	Nil	Nil	Nil	20,000
Dr. Ashok Kumar	Nil	62,40,000	35,28,537	Nil	97,68,537

- Perquisites include housing/house rent allowance with electricity, gas, medical expenses, leave travel assistance, club fees, accident insurance, contribution to provident and Superannuation fund etc., but exclude provision for gratuity and pension.
- Severance fees, stock options and notice period are not applicable in case of Executive Directors.
- Non-Executive Directors' are entitled to regular sitting fees and re-imbursement of expenses incurred for attending each meeting of Board or Committee thereof.
- The details for shares held by Directors as on 31-03-2018 are as under:

Except Mr. Arunkumar Mahabir Prasad Jatia who holds 42,06,850 equity shares of ₹ 1/- each of the Company, none of the other Directors namely Mr. Ved Prakash Leekha, Mr. Surendra Kumar Bansal, Mr. Nandan Damani, Mr. Vinod Kumar Beswal, Mrs. Madhu Dubhashi, Mr. B. K. Khaitan and Dr. Ashok Kumar hold any equity shares of the Company.

**Appointment of Directors:**

Pursuant to provision of Section 152(6) of the Companies Act, 2013 Independent Directors are not liable to retire by rotation and pursuant to Section 149 their appointment has been approved by Shareholders for five years, Mr. Arunkumar Mahabir Prasad Jatia, Non-Executive Chairman and Director, retires by rotation at the ensuing Annual General Meeting, and being eligible, offer himself for re-appointment.

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting:

Name of the Director	Mr. Arunkumar Mahabir Prasad Jatia
DIN	01104256
Age	55 years
Education	B.S.(Finance and Business Economics from University of Southern California - USA and an Alumni of Harvard Business School.
Nature of expertise in specific functional areas;	He has a wide experience in Business Administration and Finance and Foreign Trade for over 35 years. Mr. Jatia possesses natural managerial talent with progressive outlook.
Names of other Listed Companies in which the non-executive / executive director holds the directorship	1.AMJ Land Holdings Limited (formerly known as Pudumjee Pulp & Paper Mills Limited) 2. Thacker and Company Limited
Names of the other Listed Companies membership of Committees of the non-executive / executive Director*	1.AMJ Land Holdings Limited (formerly known as Pudumjee Pulp & Paper Mills Limited): Stakeholders Relationship Committee and Audit Committee 2.Thacker and Company Limited: Stakeholders Relationship Committee
Shareholding of non-executive / executive Director	42,06,850 Equity Shares

\* Includes membership of Audit Committee and Stakeholders Relationship Committee only.

There is no inter-se-relationship with other Directors, Manager and other Key Managerial Personnel of the Company.

#### COMMITTEES OF DIRECTORS:

##### a) Audit Committee:

The Audit Committee was constituted by the Board of Directors at their meeting held on 14<sup>th</sup> November, 2015. As on 31<sup>st</sup> March, 2018, the Audit Committee consists of Four Directors of the Company i.e. Three Non-Executive Independent Directors and One Non-Executive Chairman – Promoter Director, they have vast experience and knowledge of corporate affairs and financial management and possess strong accounting and financial management expertise.

##### The Composition of Committee is as under:

Mr. Vinod Kumar Beswal– Non-Executive Independent Director – Chairman

Mr. Arunkumar Mahabir Prasad Jatia – Non-Executive Chairman – Member

Mr. Nandan Damani– Non-Executive Independent Director – Member

Mrs. Madhu Dubhashi– Non-Executive Independent Director – Member

The Company Secretary acts as a Secretary to the Audit Committee.

Pursuant to provisions of Section 177 of the Companies Act, 2013 and the Listing Regulations, terms of reference of this Committee are as under:

##### Role of the Audit Committee:

- To recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- review and monitor the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and the auditors' report thereon;
- approval or any subsequent modification of transactions of the Company with related parties, grant omnibus approvals subject to fulfillment of certain conditions;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the Company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- monitoring the end use of funds raised through public offers and related matters;
- To obtain outside legal and other professional advice;
- call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company;
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Reviewing, with the management, the annual financial statements and auditor's report there on before submission to the board for approval, with particular reference to:
  - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b) Changes, if any, in accounting policies and practices and reasons for the same;
  - c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements relating to financial statements;
  - f) Disclosure of any related party transactions;
  - g) Qualifications in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Approval or any subsequent modification of transactions of the company with related parties;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;



- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;

**Review of information by the Audit Committee:**

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations:
  - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

The Meetings of the Audit Committee are also attended by the Managing Director, Chief Financial Officer, the Statutory Auditors and the Internal Auditors.

Five (5) Meetings of Committee were held during the year 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018 on the following dates:

20.05.2017	22.07.2017	31.08.2017
18.11.2017	10.02.2018	

The attendance at the Meetings were as under:

Sr. No.	Name of the Committee Members	Meetings Attended
1	Mr. Vinod Kumar Beswal	5
2	Mr. Arunkumar Mahabir Prasad Jatia	5
3	Mr. Nandan Damani	4
4	Mrs. Madhu Dubhashi	3

**b) Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee was constituted by the Board of Directors at their meeting held on 14<sup>th</sup> November, 2015. As on 31<sup>st</sup> March, 2018, the Nomination and Remuneration Committee consisted of Three Directors of the Company i.e. Three Non-Executive Independent Directors.

**Composition:**

Mr. Vinod Kumar Beswal, Non-Executive Independent Director	–	Chairman
Mr. Nandan Damani, Non-Executive Independent Director	–	Member
Mrs. Madhu Dubhashi, Non-Executive Independent Director	–	Member

The Company Secretary acts as a Secretary to the Nomination and Remuneration Committee.s

The constitution and the terms of reference of the Nomination and Remuneration Committee are in compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Regulations.

One Committee Meeting were held on 10<sup>th</sup> February, 2018 during the year 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018.

The attendance at the Meeting was as under:

The attendance at the Meetings were as under:

Sr. No.	Members	Meetings Attended
1.	Mr. Vinod Kumar Beswal	1
2.	Mr. Nandan Damani	1
3.	Mrs. Madhu Dubhashi	1

The detailed policy of the Company on Directors' appointment and remuneration including criteria for determining qualifications, of a Director and other matters and policy, relating to the remuneration for the directors, key managerial personnel and other employees is annexed as respective annexure-9 to the directors' report in this annual report.

**c) Stakeholders Relationship Committee:**

The Stakeholders Relationship Committee was constituted by the Board of Directors at their meeting held on 14<sup>th</sup> November, 2015. As on 31<sup>st</sup> March, 2018, the Stakeholders Relationship Committee consisted of Three Directors of the Company.

**Composition:**

Mr. Nandan Damani, Non-Executive Independent Director – Chairman

Mr. Arunkumar Mahabir Prasad Jatia, Non-Executive Chairman – Member

Mr. Surendra Kumar Bansal, Non-Executive Director – Member

The Company Secretary act as a Secretary to the Committee.

Its terms of reference include review of complaints of shareholders/investors,Fixed deposit holders the Company's performance on redressal of complaints and to look into the correspondence with Securities & Exchange Board of India (SEBI) and the Stock Exchanges concerning Investor's Complaints.

During the year 2017-2018, the Company received 20 complaints from investors and No complaints were received through SEBI and No Complaint was received through Stock Exchange.The complaints received have been replied to and resolved. No complaints are pending for resolution.

Four (4) Meetings of Committee were held during the year 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018 on the following dates:

20.05.2017	02.09.2017	18.11.2017	10.02.2018
------------	------------	------------	------------

The attendance at the Meetings were as under:

Sr. No.	Name of the Committee Members	Meetings Attended
1.	Mr. Nandan Damani	3
2.	Mr. Arunkumar Mahabir Prasad Jatia	4
3.	Mr. S. K. Bansal	4

**d) Corporate Social Responsibility Committee:**

The Corporate Social Responsibility Committee comprises of Four members of which Three including the Chairman of the committee are Independent Directors. Details of the committee are given in the Director's Report.

**e) General Body Meetings:****i) Annual General Meetings held during the past three years and the following Special Resolutions were passed:**

Financial Year End	Date of Meeting and Venue	Time	Special Resolutions passed
31 <sup>st</sup> March, 2015	18 <sup>th</sup> September, 2015 Thergaon, Pune - 411033	10.00 a.m. (ST)	Approval to the appointment of Mr. V. P. Leekha, as Managing Director of the Company for a period of Five years with effect from 17 <sup>th</sup> January, 2015.
31 <sup>st</sup> March, 2016	17 <sup>th</sup> September, 2016 Thergaon, Pune - 411033	2.30 p.m. (ST)	(i) Approval for the remuneration of Managing Director, Mr. V. P. Leekha (ii) Consent of shareholders for acceptance of fixed deposits from Members and from the Public in general. (iii) Alteration of certain clauses in Articles of Association of the Company. (iv) Approval to the Appointment of and remuneration payable to Dr. Ashok Kumar (DIN: 07111155) as an Executive Director of the Company.
31 <sup>st</sup> March, 2017	22 <sup>nd</sup> July, 2017 Thergaon, Pune - 411033	3.00 p.m. (ST)	Consent of shareholders for acceptance of fixed deposits from Members and from the Public in general.

**ii) Postal Ballot:**

During the year under review, no resolutions were passed through Postal Ballot.

**COMPANY'S POLICIES:**

The Board has adopted the following policies/ programme:

The Board has adopted the following policies/programme:

- (a) Policy on Related Party Transactions
- (b) Whistle Blower Policy/Vigil Mechanism
- (c) Criteria for Selection of Candidates for Senior Management and Members on the Board of Directors
- (d) Code of Practices & Procedures for Fair Disclosure Cum Code of Conduct
- (e) Familiarisation programme for Independent Directors
- (f) Policy on Board's Diversity
- (g) Risk Management Policy
- (h) CSR Policy
- (i) Archival policy
- (j) Policy For Preservation of Documents
- (k) Policy on Determination of Materiality for Disclosure(s)

The disclosure in respect of above policies/programme is available at the website of the Company viz. [www.pudumjee.com](http://www.pudumjee.com).

**MEETING OF INDEPENDENT DIRECTORS:**

As required under Companies Act, 2013 and Listing Regulations, a meeting of the Independent Directors was held on 10<sup>th</sup> February, 2018, without the attendance of Non-Independent Directors and Members of the Management.

The Independent Directors evaluate the performance of the Non-Independent Directors, wherein the evaluation of performance of the Non-Independent Directors, including the Chairman and also of the Board as a Whole was made, against pre-defined and identified criteria..

**ANNUAL EVALUATION OF BOARD, ITS COMMITTEES AND DIRECTORS:**

As required under Companies Act, 2013 and Listing Regulations the Board has carried out an annual evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees..

**CEO/CFO CERTIFICATION:**

As required under the Regulation 17(8) of the Listing Regulations, the Managing Director and the CFO of the Company have certified to the Board that Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2018 do not contain any untrue statement and that these statements represent a true and fair view of the Company's affairs and other matters as specified there under.

**DISCLOSURES:**

**1. Related Party Transactions:**

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a policy on dealing with Related Party Transaction and the same is available at the website of the Company viz, [www.pudumjee.com](http://www.pudumjee.com). The Audit Committee has granted from time to time, omnibus approval to related party transactions. A Statement of all the Related Party Transaction entered into by the Company, pursuant to the omnibus approval granted was placed before the meeting of Audit Committee for its review.

**2. Details of Non Compliance:**

Your Company has complied with all the requirements of the regulatory authorities. There were no instances of non compliance by the Company, nor were any penalties or strictures imposed on the Company by Stock Exchanges, SEBI or any statutory authority on any matter relating to capital markets during the last year.

**3. Whistle Blower Policy / Vigil Mechanism:**

The Company has formulated a policy "Whistle Blower Policy / Vigil Mechanism", wherein the Employees/ Directors/Stakeholders of the Company are free to report any unethical or improper activity, actual or suspected fraud or violation of the Company's Code of Conduct. This mechanism provides safeguards against victimization of Employees, who report under the said mechanism. The Company affirm that no director or employee has been denied access to the Audit Committee during financial year 31<sup>st</sup> March, 2018.

**4. Prevention of Insider Trading:**

The Company has adopted a detailed Code of Conduct for Prevention of Insider Trading for its designated employees, in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code lays down Guidelines, which advise them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautions them of the consequences of violations.

**5. Compliance with Mandatory requirements and Adoption of Non-mandatory requirements:**

All the Mandatory requirements of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, have been complied with as detailed in this annexure. The Company has also complied Non-mandatory requirements of the Listing Regulations such as: a) Separate posts of Chairman and Managing Director b) unmodified audit opinion.

The Company has complied with corporate governance requirements specified in regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**6. Risk Management Disclosure:**

In terms of Listing Regulations, the Company has its "Risk Management Policy and Mitigation measures"

and is adopted by the Board. The Board/Audit Committee periodically reviews the risks and the measures to mitigate the same.

### Means of Communication

The Company has published its quarterly and half yearly results giving the required particulars in the “Financial Express”/“Economic Times” and “Loksatta”/Maharashtra Times (Regional Language). These results are also posted on Company’s website at [www.pudumjee.com](http://www.pudumjee.com).

### Management Discussion and Analysis

The Management Discussion and Analysis forms part of the Directors Report and is appearing else where in the Annual Report.

### Disclosure of shares lying in the Unclaimed Suspense Account:

Pursuant to Regulation 39 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the details in respect of the shares lying in the unclaimed suspense account till 31<sup>st</sup> March, 2018 is as under:

Particulars	No. of Shareholders	No. of Shares
Aggregate number of Shareholders and outstanding shares held in the Unclaimed Suspense Account as on 1 <sup>st</sup> April, 2017	679	6,74,505
Number of Shareholders / legal heirs who approached the Company for transfer of shares from the Unclaimed Suspense Account	2	3,847
Number of Shareholders / legal heirs to whom the shares were transferred from the Unclaimed Suspense Account upon receipt and verification of necessary documents.	2	3,847
Aggregate number of Shareholders and outstanding shares held in the Unclaimed Suspense Account as on 31 <sup>st</sup> March, 2018	677	6,70,658

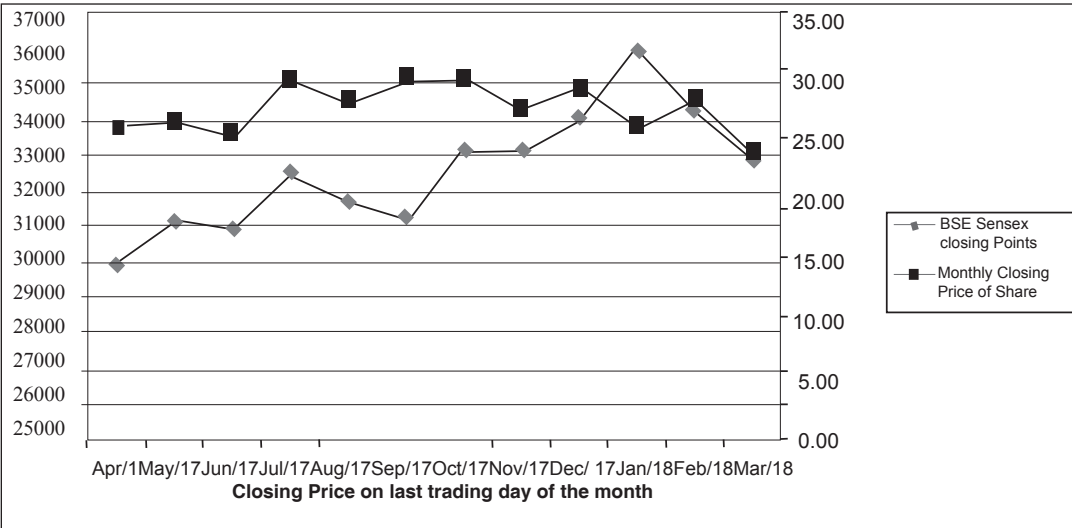
There were no request pending for want of necessary documents from the Shareholders / legal heirs.

Voting rights in respect of the aforesaid 6,70,658 shares held in the Unclaimed Suspense Account will remain frozen till the time such shares are claimed by the concerned Shareholders. Shareholders may get in touch with the Company/ RTA for any further information in this matter.

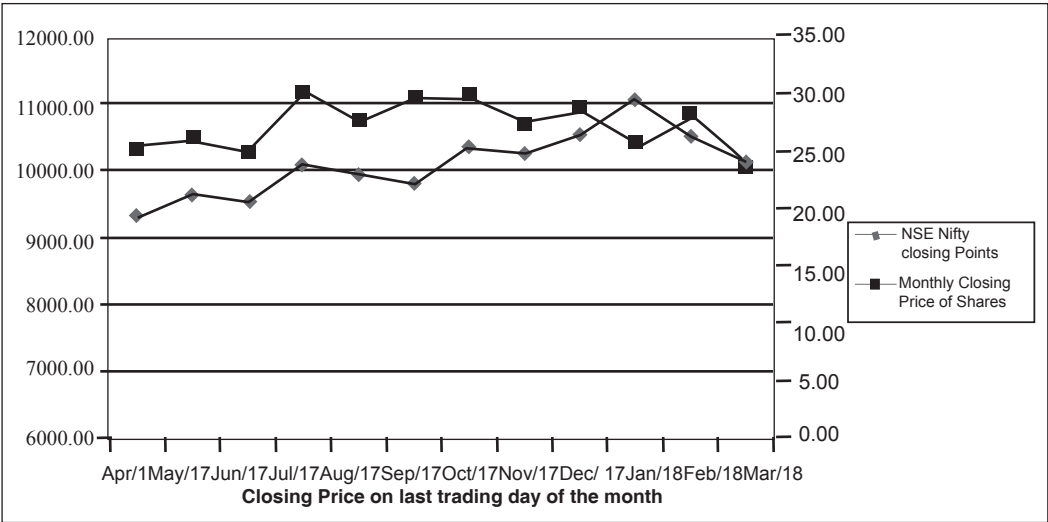
### Market share Price Data: (In ₹)

Month/Index	BSE Limited (BSE)			National Stock Exchange of India Limited (NSE)		
Month	High Price	Low Price	Close Price	High Price	Low Price	Close Price
April – 2017	31.10	25.15	25.65	31.20	25.00	25.20
May- 2017	28.55	24.00	26.20	28.65	24.60	26.10
June- 2017	31.00	23.50	25.20	28.20	23.20	25.00
July- 2017	30.25	25.70	29.55	30.40	24.55	29.90
August- 2017	30.05	22.55	27.90	30.20	20.05	27.75
September- 2017	32.90	26.50	29.55	32.80	25.80	29.70
October- 2017	34.20	27.80	29.55	34.10	27.60	29.75
November- 2017	30.75	26.05	27.30	30.75	26.35	27.40
December- 2017	31.55	24.90	28.80	31.45	24.80	28.70
January-2018	32.40	25.60	25.90	32.75	25.45	25.80
February-2018	32.00	25.55	28.05	31.40	25.60	28.20
March-2018	30.50	23.40	23.60	28.85	23.25	23.55

Stock Performance in comparison: to BSE Sensex



Stock Performance in comparison: to NSE NIFTY



**Shareholding pattern and distribution pattern of shares as at 31<sup>st</sup> March, 2018:**

SHAREHOLDING PATTERN			DISTRIBUTION OF SHAREHOLDING		
Category of shareholder	No. of shares	% of shares held	No. of shares	No. of shareholders	No. of Shares held
<b>PROMOTER AND PROMOTER GROUP</b>			1-5000	15,085	1,17,03,194
Individual /Hindu Undivided Family	42,07,350	4.43	5001- 10000	463	34,77,913
Bodies Corporate	4,78,52,562	50.40	10001- 20000	210	30,49,105
Trust	96,75,101	10.19	20001- 30000	85	21,20,445
Individuals (Non-Resident Individuals / Foreign Individuals)	19,85,000	2.09	30001- 40000	41	14,34,346
<b>PUBLIC SHAREHOLDING</b>			40001- 50000	12	5,40,679
Mutual Funds /	462	0	50001- 100000	24	17,20,110
Financial Institutions/Banks	25,269	0.03	100001 & Above	31	7,09,04,208
NBFC Registered with RBI	1	0.00			
Insurance Companies	462	0.00			
Bodies Corporate	58,27,218	6.14			
Individuals	2,40,92,398	25.37			
Non resident Indians	12,02,548	1.27			
Clearing Members	81,629	0.08			
<b>GRAND TOTAL</b>	<b>9,49,50,000</b>	<b>100.00</b>	<b>GRAND TOTAL</b>	<b>15,951</b>	<b>9,49,50,000</b>

**Dematerialization of Shares and Liquidity as on 31<sup>st</sup> March, 2018**

Physical Form : 2.22%

Dematerialized Form : 97.78%

Trading in equity shares of the Company is permitted in dematerialized form only as per the notification issued by Securities and Exchange Board of India (SEBI). Non-promoters' share holding is 32.89%.

## PUDUMJEE PAPER PRODUCTS LIMITED

### General Shareholders' Information:

<b>i) Date, time and venue of Annual General Meeting</b>	Saturday, 21 <sup>st</sup> July, 2018 at 3.00 p.m. Registered Office of the Company at Thergaon, Pune 411 033.
<b>ii) Financial Year</b>	1 <sup>st</sup> April to 31 <sup>st</sup> March
<b>iii) Date of Book Closure</b>	From Tuesday, 11 <sup>th</sup> July, 2018 to Saturday, the 21 <sup>st</sup> July, 2018
<b>iv) Dividend Payment Date</b>	01 <sup>st</sup> August, 2018
<b>v) Board Meeting for Consideration of unaudited results for first three quarters</b>	Within 45 days from the end of the each quarter
<b>vi) Listing on Stock Exchanges and Scrip code/ Symbol:</b> a) BSE Ltd. Phiroze Jeejibhoy Towers 25 <sup>th</sup> Floor, Dalal Street, Mumbai 400 001.  b) The National Stock Exchange of India Ltd. Exchange Plaza, 5 <sup>th</sup> Floor, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra (E), MUMBAI 400 051.	539785  PDMJEPAPER
<b>vii) NSDL and CDSL Demat stock code</b>	INE865T01018
<b>viii) E-mail ID for Investor Complaints</b>	investors.relations@pudumjee.com
<b>ix) Any other inquiry:</b>	The Company Secretary, Pudumjee Paper Products Limited Thergaon, Pune 411 033. Tel. : 91-20-40773423 Fax. : 91-20-40773388 E-mail : vinay.jadhav@pudumjee.com
<b>x) Plant Location</b>	Thergaon, Pune 411 033.
<b>xi) Corporate Identification Number</b>	L21098PN2015PLC153717
<b>xii) Registrars &amp; Share Transfer Agents:</b>	Karvy Computer share Pvt. Ltd., Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032. Tel. : 91-40-44655000 Fax : 91-40-23420814 E-mail: einward.ris@karvy.com



This is a Common Agency looking after all the work related to share registry in terms of both physical and electronic connectivity (as per directions of SEBI) the details are as under:

The Shareholders/investors can approach M/s.Karvy Computershare Pvt. Ltd. at any of its service centres throughout the country for any of their queries relating to share transfer, dividend etc.

(Note: Shareholders holding shares in Electronic Mode should address all correspondence to their respective Depository Participants).

**Listing fees:**

Listing fees for the year 2017-2018 have been paid in full to BSE Limited and National Stock Exchange of India Limited.

**Share Transfer System:**

The Share transfers in physical form are presently processed and the Share Certificates returned within a period of 15 days from the date of receipt subject to the documents being in order in all respects.

**Certificate of Compliance:**

The Certificate of Compliance with requirements of Corporate Governance by the Company, issued by Mr. I. U. Thakur, Company Secretary is annexed.

On Behalf of the Board of Directors,

Place: Lonavala

Date: 26<sup>th</sup> May, 2018

**A. K. Jatia,**

Chairman.

**DECLARATION BY THE MANAGING DIRECTOR REGARDING AFFIRMATION OF CODE OF CONDUCT**

To

The Members of Pudumjee Paper Products Limited

I, Ved Prakash Leekha, Managing Director of Pudumjee Paper Products Limited, declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Codes of Conduct for the year ended 31<sup>st</sup> March, 2018.

V. P. LEEKHA,  
Managing Director

Place: Lonavala

Date : 26<sup>th</sup> May, 2018

**CERTIFICATE ON CORPORATE GOVERNENCE**

To,  
The Members of  
PUDUMJEE PAPER PRODUCTS LIMITED

We have examined the compliance with conditions of Corporate Governance by PUDUMJEE PAPER PRODUCTS LIMITED, for the year ended on 31<sup>st</sup> March, 2018, as stipulated in Regulation 34(3) read with Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Regulations.

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

I U THAKUR  
COMPANY SECRETARY  
CP-1402: Membership Number-2298

PUNE  
DATE: 26<sup>th</sup> May, 2018

**ANNEXURE - 8****FORM NO. MGT - 9****EXTRACT OF ANNUAL RETURN**As on the financial year ended on 31<sup>st</sup> March, 2018

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

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN:	L21098PN2015PLC153717
ii)	Registration Date	14/01/2015
iii)	Name of the Company	Pudumjee Paper Products Limited
iv)	Category / Sub-Category of the Company	Public Company Limited by Shares
v)	Address of the Registered office and contact details	Thergaon, Pune- 411033. Tel.: +91-20-40773423 Fax.: 91-20-40773388
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Karvy Computershare Pvt. Ltd. Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad - 500 032. Tel. : 91-40-44655000 Fax : 91-40-23420814

**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:

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to Total turnover of the Company
1	Paper	280	100

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

Sr. No.	Name and Address of the Company	CIN/GLN	Holding Subsidiary/ Associate	% of Shares Held	Applicable Section
		Not Applicable			

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**(i) Category-wise Share Holding**

Category of Shareholders		No. of Shares held at the beginning of the year 01-04-2017				No. of Shares held at the end of the year 31-03-2018				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A</b>	<b>Promoters</b>									
(1)	<b>Indian</b>									
a)	Individual/HUF	42,07,350	0	42,07,350	4.43	42,07,350	0	42,07,350	4.43	0.00
b)	Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c)	State Govt. (s)	0	0	0	0.00	0	0	0	0.00	0.00
d)	Bodies Corp.	4,78,52,562	0	4,78,52,562	50.40	4,78,52,562	0	4,78,52,562	50.40	0.00
e)	Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f)	Any Other	94,65,101	0	94,65,101	9.97	96,75,101	0	96,75,101	10.19	0.22
	<b>Sub-total (A) (1):-</b>	<b>6,15,25,013</b>	<b>0</b>	<b>6,15,25,013</b>	<b>64.80</b>	<b>6,17,35,013</b>	<b>0</b>	<b>6,17,35,013</b>	<b>65.02</b>	<b>0.22</b>
(2)	<b>Foreign</b>									
a)	NRIs - Individuals	19,85,000	0	19,85,000	2.09	19,85,000	0	19,85,000	2.09	0.00 b)
b)	Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c)	Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d)	Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e)	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-total (A) (2):-</b>	<b>19,85,000</b>	<b>0</b>	<b>19,85,000</b>	<b>2.09</b>	<b>19,85,000</b>	<b>0</b>	<b>19,85,000</b>	<b>2.09</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>		<b>6,35,10,013</b>	<b>0</b>	<b>6,35,10,013</b>	<b>66.89</b>	<b>6,37,20,013</b>	<b>0</b>	<b>6,37,20,013</b>	<b>67.11</b>	<b>0.22</b>
<b>B</b>	<b>Public Shareholding</b>									
(1)	<b>Institutions</b>									
a)	Mutual Funds	0	462	462	0.00	0	462	462	0.00	0.00
b)	Banks / FI	2,358	973	3,331	0.00	24,296	973	25,269	0.03	0.03
c)	Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d)	State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
e)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f)	Insurance Companies	0	462	462	0.00	0	462	462	0.00	0.00
g)	FIs	0	0	0	0.00	0	0	0	0.00	0.00
h)	Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i)	Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
j)	Foreign Portfolio Investors	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-total (B)(1):-</b>	<b>2,358</b>	<b>1,897</b>	<b>4,255</b>	<b>0.00</b>	<b>24,296</b>	<b>1,897</b>	<b>26,193</b>	<b>0.03</b>	<b>0.03</b>
(2)	<b>Non-Institutions</b>									
a)	Bodies Corp.									
i)	Indian	61,04,588	18,939	61,23,527	6.45	58,08,279	18,939	58,27,218	6.14	(0.31)
ii)	Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b)	Individuals									
i)	Individual shareholders holding nominal share capital upto ₹1 lakhs.	1,73,97,113	20,78,668	1,94,75,781	20.51	1,87,70,622	19,97,042	2,07,67,664	21.87	1.36
ii)	Individual shareholders holding nominal share capital in excess of ₹1 lakhs.	48,85,104	0	48,85,104	5.15	33,24,734	0	33,24,734	3.50	(1.65)
c)	Others (specify)									
	Non resident Indians	7,76,951	92,036	8,68,987	0.91	11,10,512	92,036	12,02,548	1.27	0.36
	Clearing Members	80,791	1,341	82,132	0.09	80,684	945	81,629	0.09	0.00
	NBFC	201	0	201	0.00	1	0	1	0.00	0.00
	Trust	0	0	0	0.00	0	0	0	0	0.00
	<b>Sub-total (B)(2):-</b>	<b>2,92,42,390</b>	<b>21,89,087</b>	<b>3,14,31,477</b>	<b>33.11</b>	<b>2,90,94,832</b>	<b>21,08,962</b>	<b>3,12,03,794</b>	<b>32.86</b>	<b>(0.25)</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>		<b>2,92,44,748</b>	<b>21,90,984</b>	<b>3,14,35,732</b>	<b>33.11</b>	<b>2,91,19,128</b>	<b>21,10,859</b>	<b>3,12,29,987</b>	<b>32.89</b>	<b>(0.22)</b>
<b>C</b>	<b>Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>		<b>9,27,57,119</b>	<b>21,92,881</b>	<b>9,49,50,000</b>	<b>100.00</b>	<b>9,28,39,141</b>	<b>21,10,859</b>	<b>9,49,50,000</b>	<b>0</b>	<b>0.00</b>

## (ii) Shareholding of Promoters

Sr. No.	Shareholder's 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	Arunkumar Mahabirprasad Jatia	42,06,850	4.43	0	42,06,850	4.43	0	0.00
2	Vrinda Jatia	9,92,500	1.05	0	9,92,500	1.05	0	0.00
3	Vasudha Jatia	9,92,500	1.05	0	9,92,500	1.05	0	0.00
4	Yashvardhan Jatia	100	0	0	100	0	0	0.00
5	Pudumjee Investment & Finance Company Limited	17,75,605	1.87	0	17,75,605	1.87	0	0.00
6	Thacker and Company Limited	1,29,15,362	13.60	0	1,29,15,362	13.60	0	0.00
7	Suma Commercial Private Limited	1,03,09,452	10.86	0	1,03,09,452	10.86	0	0.00
8	Fujisan Technologies Limited	3,94,056	0.42	0	3,94,056	0.42	0	0.00
9	Chem Mach Private Limited	47,14,192	4.96	0	47,14,192	4.96	0	0.00
10	Pudumjee Industries Limited	1,68,13,769	17.71	0	1,68,13,769	17.71	0	0.00
11	Pudumjee Hygiene Products Limited	20,000	0.02	0	20,000	0.02	0	0.00
12	Pudumjee Holding Limited	2,25,000	0.24	0	2,25,000	0.24	0	0.00
13	AMJ Land Holdings Limited (formerly known as Pudumjee Pulp & Paper Mills Limited)	6,85,526	0.72	0	6,85,526	0.72	0	0.00
14	Yashvardhan Jatia Trust (Arun Kumar Mahabir Prasad Jatia, Gautam N Jajodia, Trustees of The Trust)	94,65,101	9.97	0	96,75,101	10.19	0	0.22

## (iii) Change in Promoters' Shareholding

Name of the Promoter	Shareholding at beginning of the year (01-04-2017)		Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease				Cumulative Shareholding during the year		At the End of the year (31-03-2018)	
	No. of Shares	% of total shares of the Company	Increase / Decrease	Reasons for change	No. of shares increase / decrease	Date of change in shareholding D/M/Y	No. of shares	% of total shares of the Company	No. of Shares	% of Shares held
Yashvardhan Jatia Trust Arun Kumar Mahabir Prasad Jatia, Gautam N Jajodia, Trustees of The Trust)	94,65,101	9.97	Increase	Acquisition of Shares	2,10,000	23/01/2018	96,75,101	10.19	96,75,101	10.19

During the year, except above mentioned change, there were no change(s) in the Shareholding of other promoters.

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

For Each of the Top 10 Shareholders		Shareholding at beginning of the year (01-04-2017)		Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease			Cumulative Shareholding during the year	
Sr. No.	Name of the Shareholders Shares	No. of shares	% of total shares of the Company	Reasons for change	Date of Change in shareholding D/M/Y	No of shares increasing/ decreased @	No. of Shares	% of total shares of the Company
1	HALAN PROPERTIES PRIVATE LIMITED	30,97,500	3.26	Decrease	21-07-2017	35,000	30,62,500	3.23
				Decrease	28-07-2017	33,286	30,29,214	3.19
				Decrease	04-08-2017	26,930	30,02,284	3.16
				Decrease	15-09-2017	28,539	29,73,745	3.13
				Decrease	13-10-2017	1,06,130	28,67,615	3.02
				At the End of the Year	31-03-2018	---	28,67,615	3.02
2	MANJU GAGGAR	6,82,650	0.72	Decrease	05-05-2017	2,00,000	4,82,650	0.51
				Decrease	23-06-2017	3,55,079	1,27,571	0.13
				Decrease	07-07-2017	1,20,000	7,571	0.01
				At the End of the Year	31-03-2018	---	7,571	0.01
3	HANUMAN PRASAD BIRLA	5,55,045	0.58	At the End of the Year	31-03-2018	---	5,55,045	0.58
4	SANJAY M JATIA	4,49,997	0.47	At the End of the Year	31-03-2018	---	4,49,997	0.47
5	NANDKISHORE AGARWAL	3,35,327	0.35	Decrease	26-01-2018	2,10,000	1,25,327	0.13
				At the End of the Year	31-03-2018	---	1,25,327	0.13
6	GAYATRI GAGGAR	3,31,616	0.35	Decrease	07-07-2017	3,30,000	1,616	0.00
				At the End of the Year	31-03-2018	---	1,616	0.00
7	MUKTILAL GANULAL PALDIWAL	3,65,292	0.34	Increase	02-06-2017	329	3,65,621	0.39
				Increase	09-06-2017	2,671	3,68,292	0.39
				Increase	02-03-2018	36,599	4,04,891	0.43
				Decrease	02-03-2018	36,599	3,68,292	0.39
				At the End of the Year	31-03-2018	---	368292	0.39
8	SARWANKUMAR DEVIDUTT SARAF HUF	2,88,115	0.30	Decrease	15-12-2017	500	2,87,615	0.30
				Increase	22-12-2017	2,87,615	5,75,230	0.61
				Decrease	22-12-2017	2,87,615	2,87,615	0.30
				Decrease	02-02-2018	20,000	2,67,615	0.28
				Decrease	09-02-2018	52,190	2,15,425	0.23
				At the End of the Year	31-03-2018	---	2,15,425	0.23
9	SUPERWAYS INVESTMENT AND FINANCE PRIVATE LIMITED	2,67,463	0.28					
				Decrease	06-10-2017	91,000	1,76,463	0.19
				Decrease	13-10-2017	1,76,463	0	0.00
10	KRISHNA VISHVANATH	2,57,749	0.27	At the End of the Year	31-03-2018	---	0	0.00
				Increase	27-10-2017	1,000	2,58,749	0.27
				Increase	01-12-2017	17,911	2,76,660	0.29
				At the End of the Year	31-03-2018	---	2,76,660	0.29

@ Based on the beneficiary positions as at end of the each week (Purchase/ Sale).

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

Sr. No	Name of the Each Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding		Shareholding At the End of the year during the year	
		No. of shares	% of Total shares of the Company	No. of shares	% of Total shares of the Company	No. of shares	% of Total shares of the Company
1	Mr. Arunkumar Mahabir Prasad Jatia	42,06,850	4.43	-----	-----	42,06,850	4.43
2	Mr. Ved Prakash Leekha	-----	-----	-----	-----	-----	-----
3	Mr. Surendra Kumar Bansal	-----	-----	-----	-----	-----	-----
4	Mr. Nandan Damani	-----	-----	-----	-----	-----	-----
5	Mr. Vinod Kumar Beswal	-----	-----	-----	-----	-----	-----
6	Mrs. Madhu Dubhashi	-----	-----	-----	-----	-----	-----
7	Mr. B. K. Khaitan	-----	-----	-----	-----	-----	-----
8	Dr. Ashok Kumar	-----	-----	-----	-----	-----	-----
9	Mr. H. P. Birla	5,55,045	0.58	-----	-----	5,55,045	0.58
10	Mr. Vinay Jadhav	-----	-----	-----	-----	-----	-----

## V. INDEBTEDNESS

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

(In ₹)

	Secured Loans excluding deposits		Unsecured Loans	Fixed Deposit Accepted	Total Indebtedness
	Cash credit	Term Loan			
Indebtedness at the beginning of the financial year					
i) Principal Amount	6,17,86,932	30,50,16,782	1	25,31,09,000	61,99,12,715
ii) Interest due but not paid	0	0	0	5,42,107	5,42,107
iii) Interest accrued but not due	0	0	6,72,411	1,46,96,394	1,53,68,805
<b>Total (i+ii+iii)</b>	<b>6,17,86,932</b>	<b>30,50,16,782</b>	<b>6,72,412</b>	<b>26,83,47,501</b>	<b>63,58,23,627</b>
Changes in indebtedness during the financial year					
Addition	0	0	0	10,57,67,786	10,57,67,786
Reduction	5,18,23,634	10,36,69,247	6,72,412	5,42,107	15,37,07,400
<b>Net Change</b>	<b>(5,18,23,634)</b>	<b>(10,36,69,247)</b>	<b>(6,72,412)</b>	<b>10,52,25,679</b>	<b>(5,09,39,614)</b>
Indebtedness at the end of the year					
i) Principal amount	99,63,298	20,13,47,535	0	34,63,24,000	55,76,34,833
ii) Interest due but not paid	0	0	0	0	0
iii) Interest accrued but not due	0	0	0	2,72,49,180	2,72,49,180
<b>Total (i+ii+iii)</b>	<b>9963298</b>	<b>20,13,47,535</b>	<b>0</b>	<b>37,35,73,180</b>	<b>58,48,84,013</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(In ₹)

Sr. No.	Name of the Directors and Particulars of Remuneration	Name of MD/WTD/ Manager	
		Mr. Ved Prakash Leekha (Managing Director)	Dr. Ashok Kumar (Executive Director)
1.	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	72,36,000	62,40,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	7,54,708	21,55,737
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission as % of profit others, specify	NIL	NIL
5.	Others, please specify (Insurance Premium, PF and Superannuation contribution, Sitting fees paid, if any)	8,68,320	13,72,800
	<b>Total (A)</b>	<b>88,59,028</b>	<b>97,68,537</b>
	<b>Ceiling as per the Act (I)</b>	<b>₹ 1,68,00,000/-</b>	<b>₹ 1,68,00,000/-</b>



## B. Remuneration to other Directors:

(In ₹)

Particulars of Remuneration and Name of the Directors	Name of other Directors				Total Amount
	Mr. Nandan Damani	Mr. V. K. Beswal	Mrs. Madhu Dubhashi	Mr. B. K. Khaitan	
1 Independent Directors					
Fee for attending board / committee meetings	88,000	1,20,000	70,000	20,000	2,98,000
Commission	—	—	—	—	—
Others, please specify	—	—	—	—	—
Total (1)	88,000	1,20,000	70,000	20,000	2,98,000
2 Name of the Non - Executive Directors					
Other Non-Executive Directors	Mr. Arunkumar Mahabirprasad Jatia	Mr. Surendra Kumar Bansal			
Fee for attending board /committee meetings	—	—	—	—	—
Commission	—	—	—	—	—
Others, please specify	—	—	—	—	—
Total (2)	—	—	—	—	—
Total (B)=(1+2)	88,000	1,20,000	70,000	20,000	2,98,000
Ceiling limit as per Act being Maximum sitting fees at ₹ 1 Lakhs per Meeting (II)	18,00,000	14,00,000	12,00,000	8,00,000	-

C. Remuneration To Key Managerial Personnel other than MD/MANAGER/WTG

(In ₹)

Particulars of Remuneration and Name of the KMP	Key Managerial Personnel			Total
	CEO	Chief Financial Officer	Company Secretary	
	NA	Mr. Hanuman Prasad Birla	Mr. Vinay Jadhav	
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	23,76,000	8,93,700	32,59,700
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	3,76,470	1,21,833	4,98,303
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
Stock Option	NIL	NIL	NIL	NIL
Sweat Equity	NIL	NIL	NIL	NIL
Commission as % of profit others, specify...	NIL	NIL	NIL	NIL
Others, please specify	NIL	NIL	NIL	67,595
<b>Total</b>	NIL	27,52,470	10,15,533	37,68,003

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	-	-	-	-	-

On Behalf of the Board of Directors,

Place: Lonavala  
Date: 26<sup>th</sup> May, 2018

**A. K. Jatia,**  
Chairman.

## ANNEXURE - 9

### CRITERIA FOR SELECTION OF CANDIDATES FOR SENIOR MANAGEMENT AND MEMBERS ON THE BOARD OF DIRECTORS

#### Introduction:

In accordance with the provisions of Section 178 of the Companies Act, 2013, the Board of Directors of the Company at its meeting held on 14<sup>th</sup> November, 2015 constituted the Nomination and Remuneration Committee of the Board of Directors (Committee) and also stipulated additional terms of reference in line with the Companies Act, 2013.

The Board has delegated the responsibility to the Committee to formulate the criteria for identification, selection of the candidates fit for the various positions in senior management and who are qualified to be appointed as Director on the Board of Directors of the Company.

The Committee has adopted the following criteria for the selection of candidates eligible to be appointed in the senior management of the Company and also member on the Board of Directors of the Company.

#### Criteria for Selection of Directors:

The Committee shall, before making any recommendation to the Board for appointment of any Director, consider the following;

- The candidate should possess the positive attributes such as Leadership, Industrial or Business Advisory or such other attributes which in the opinion of the Committee the candidate possess and are in the interest of the Company;
- The candidate should be free from any disqualifications as provided under Sections 164 and 167 of the Companies Act, 2013.
- The candidate should meet the conditions of being independent as stipulated under the Companies Act, 2013 and Listing Agreement entered into with Stock Exchanges in case of appointment of an Independent Director;
- The candidate should possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, infrastructure, or such other areas or disciplines which are relevant for the Company's business.

#### Criteria for Selection of Senior Management Personnel:

The term Senior Management shall have the same meaning as provided under the explanation to Section 178 of the Companies Act, 2013.

The Committee shall, before making any recommendation to the Board for appointment, consider the attributes of the candidate set forth below:

- The candidate should have appropriate experience both in terms of quality and time in any of the areas viz. banking, infrastructure, financial management, legal, sales, marketing, administration, research, corporate governance, technical operations, or such other areas or disciplines which in the opinion of the management and Committee are relevant for the Company's business;
- The candidate should possess the positive attributes such as leadership skills, decision making skills, integrity, effective communication, hard work, commitment and such other attributes which in the opinion of the Committee the candidate possess and are in the interest of the Company.

If the Committee thought fit and in its opinion finds that the candidate meets the above criteria for appointment in Senior Management or Director on the Board, as the case may be, the Committee shall make its recommendation to the Board.

Any amendment to the above criteria for Directors and Senior Management shall be subject to the prior approval of the Committee and any such amendment shall be informed to the Board of Directors.

**Remuneration Policy**

The Company's remuneration policy is based on the success and performance of the individual employee and the Company. Through, its compensation policy, the Company endeavours to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed pay, variable and fixed allowances, benefits and bonuses etc. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process.

The Company pays remuneration by way of salary (fixed component), benefits, perquisites and allowances (variable component) to its Managing Directors and the Executive Directors. Periodical increases, if any, are decided by the Remuneration Committee and Board subject to the approval by the members and are effective from April 1 each year. The Remuneration Committee decides on the commission if any payable to Chairman out of profits for the financial year and within the ceiling prescribed by the Companies Act based on the performance of the Company as well as that of the incumbent.

The Company pays sitting fees of ₹10,000 per meeting or as may be fixed from time to time to its Directors for attending the meetings of the Board and ₹10,000/ ₹ 5000 for meetings of the Committee of the Board. The Company also reimburses the out of pocket expenses incurred by the Directors for attending the meetings.

## INDEPENDENT AUDITOR'S REPORT

To

The Members of

**Pudumjee Paper Products Limited**

### **Report on the Indian Accounting Standards (Ind AS) Financial Statements**

1. We have audited the accompanying financial statements of Pudumjee Paper Products Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018 the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information wherein are incompported the accounts of hygiene products division for the year ended on that date audited by the branch auditors.

### **Management's Responsibility for the Ind AS Financial Statements**

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its total comprehensive income (comprising of profit/ loss and other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

### Other Matter

9. The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 included in these financial statements, are based on the previously issued statutory financial statements for the years ended March 31, 2017 and March 31, 2016 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by the predecessor or auditor who expressed an unmodified opinion vide reports dated May 20, 2017 and May 28, 2016 respectively. The adjustments to those financial statements for the differences in accounting principles adopted by the Company on transition to the Ind AS have been audited by us.
10. We did not audit the financial statements of a Division included in the financial statements of the Company, which constitute total asset of ₹ 1,388.11 lakhs as at March 31, 2018, total revenue of ₹ 5188.63 lakhs, total comprehensive income (comprising of profit and other comprehensive income) of ₹ 517.18 lakhs and net cash flows/(outflow) amounting to ₹ (10.54) lakhs for the year then ended. These financial statements and other financial information have been audited by other auditors whose report has been furnished to us, and our opinion on the financial statements to the extent they have been derived from such financial statements is based solely on the report of such auditors.

Our opinion is not qualified in respect of these matters.

### Report on Other Legal and Regulatory Requirements

11. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order.
12. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B.
  - (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and

according to the information and explanations given to us:

- i. The Company does not have any pending litigations as at March 31, 2018 which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2018.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2018.
- iv. The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended March 31, 2018.

Place : Lonavala  
Date : 26<sup>th</sup> May, 2018.

**For J M Agrawal & Co.**  
Firm Registration Number : 100130W  
Chartered Accountants

**Punit Agrawal**  
Partner  
Membership No. 148757

#### ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

**Referred to in Paragraph 11 under the heading of "report on other legal and regulatory requirements" of our report of even date of the financial statements for the year ended 31<sup>st</sup> March, 2018.**

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.  
(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.  
(c) The title deeds of immovable properties, as disclosed in Note 3 on property, plant and equipment to the financial statements, are held in the name of the Company.
- ii. The physical verification of inventory excluding stocks with third parties have been conducted at reasonable intervals by the Management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. No material discrepancies were noticed on such physical verification.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and security provided by it.
- v. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 73, 74, 75 and 76 or any other relevant provisions of the Act to the extent notified. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost

records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, professional tax, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax with effect from July 1, 2017, and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income tax, sales-tax, service-tax, value added tax, goods and service tax with effect from July 1, 2017 which have not been deposited on account of any dispute. The particulars of dues of duty of excise, as at March 31, 2018, which have not been deposited on account of a dispute, are as follows:

Sr. No.	Nature of the Dues	Amount (₹ in lakhs)	Forum where the dispute is Pending
1.	Excise	20.96	CESTAT Mumbai
2.	Excise	0.77	Asst. Commissioner, central excise Dept.

- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government as at the balance sheet date.
- ix. During the year ended March 31, 2018, the Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. 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 Act.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. The Company has not made any preferential allotment or private placement of shares or convertible debentures during the year under audit. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.



- xv. According to the information and explanations given to us and the records of the Company examined by us, the Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company

Place : Lonavala  
Date : 26<sup>th</sup> May, 2018.

**For J M Agrawal & Co.**  
Firm Registration Number : 100130W  
Chartered Accountants

**Punit Agrawal**  
Partner  
Membership No. 148757

**ANNEXURE B TO INDEPENDENT AUDITORS' REPORT**

**Referred to in Paragraph 12(f) of the Independent Auditor's Report of even date to the members of Pudumjee Paper Products Limited on the financial statements for the year ended March 31, 2018**

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

1. We have audited the internal financial controls over financial reporting of Pudumjee Paper Products Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

2. 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 Act.

**Auditors' Responsibility**

3. 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 deemed to be prescribed under section 143(10) of the Act 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 ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the 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.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial

statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

7. 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**

- 8 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, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : Lonavala  
Date : 26<sup>th</sup> May, 2018.

**For J M Agrawal & Co.**  
Firm Registration Number : 100130W  
Chartered Accountants

**Punit Agrawal**  
Partner  
Membership No. 148757

# **BALANCE SHEET AS AT 31ST MARCH, 2018**

(All amounts in INR Lakhs unless otherwise stated)

	Notes	31-Mar-18	31-Mar-17	1-Apr-16
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	3	13,534.25	11,156.38	9,302.10
Capital work-in-progress	3	3,166.44	4,789.37	5,775.25
Goodwill	3	7,793.05	7,793.05	7,793.05
Intangible assets under development	3	1.38	1.38	2.87
Other intangible assets	3	33.00	26.59	100.85
<b>Financial assets</b>				
(i) Other financial assets	4(f)	17.64	21.21	19.72
Other non-current assets	5	1,899.02	152.88	89.87
<b>Total non-current assets</b>		<b>26,444.78</b>	<b>23,940.86</b>	<b>23,083.71</b>
<b>Current assets</b>				
Inventories	6	6,821.70	5,330.53	10,083.00
<b>Financial assets</b>				
(i) Investments	4(a)	2,031.64	2,500.01	-
(ii) Trade receivables	4(b)	6,258.66	5,933.90	5,917.87
(iii) Cash and cash equivalents	4(d)	362.20	626.06	414.00
(iv) Bank balances other than (iii) above	4(e)	1,103.95	227.01	9.00
(v) Loans	4(c)	303.32	0.96	276.23
(vi) Other financial assets	4(f)	104.42	90.50	96.68
Other current assets	7	451.63	1,599.79	1,772.56
Advance Income tax (net)	13	531.92	209.52	325.81
<b>Sub-total</b>		<b>17,969.44</b>	<b>16,518.28</b>	<b>18,895.15</b>
Assets classified as held for sale	8	-	139.94	893.23
<b>Total current assets</b>		<b>17,969.44</b>	<b>16,658.22</b>	<b>19,788.38</b>
<b>Total assets</b>		<b>44,414.22</b>	<b>40,599.08</b>	<b>42,872.09</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity share capital	9(a)	949.50	949.50	949.50
<b>Other equity</b>				
Reserves and surplus	9(b)	23,319.30	21,539.39	19,677.35
<b>Total equity</b>		<b>24,268.80</b>	<b>22,488.89</b>	<b>20,626.85</b>
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
<b>Financial Liabilities</b>				
(i) Borrowings	10(a)	2,589.97	5,308.22	6,508.55
Provisions	10(e)	289.80	289.80	289.80
Employee benefit obligations	11	1,147.64	1,212.39	1,005.65
Deferred tax liabilities	12	2,100.32	1,565.32	1,218.14
<b>Total non-current liabilities</b>		<b>6,127.73</b>	<b>8,375.73</b>	<b>9,022.14</b>
<b>Current liabilities</b>				
<b>Financial liabilities</b>				
(i) Borrowings	10(b)	135.04	644.48	2,402.14
(ii) Trade payables	10(d)	7,855.22	5,388.36	6,159.49
(iii) Other financial liabilities	10(c)	4,991.08	2,958.67	3,733.20
Employee benefit obligations	11	378.23	247.02	221.34
Other current liabilities	14	658.12	495.93	706.93
<b>Total current liabilities</b>		<b>14,017.69</b>	<b>9,734.46</b>	<b>13,223.10</b>
<b>Total liabilities</b>		<b>20,145.42</b>	<b>18,110.19</b>	<b>22,245.24</b>
<b>Total equity and liabilities</b>		<b>44,414.22</b>	<b>40,599.08</b>	<b>42,872.09</b>

As per our report of date attached

For and on behalf of the board of directors of  
Pudumjee Paper Products Limited

**For J M AGRAWAL & CO.**  
Firm Registration No - 100130W  
Chartered Accountants

**V. K. BESWAL**  
Director

**A. K. JATIA**  
Chairman

**Punit Agrawal**  
Partner  
Membership No. 148757

**VINAY JADHAV**  
Company Secretary  
**H. P. BIRLA**  
Chief Financial Officer

**V. P. Leekha**  
Managing Director

Place : Lonavala  
Date : 26<sup>th</sup> May, 2018

Place : Lonavala  
Date : 26<sup>th</sup> May, 2018

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018**

(All amounts in INR Lakhs unless otherwise stated)

	Note No.	31 March 2018	31 March 2017
<b>Revenue</b>			
Revenue from operations	15	50,622.87	54,389.27
Other income (net)	16	324.15	256.29
<b>Total income</b>		<b>50,947.02</b>	<b>54,645.56</b>
<b>Expenses</b>			
Cost of materials consumed	17(a)	27,382.97	25,320.65
Purchases of stock-in-trade		2,646.34	4,762.62
Changes in inventories of work-in-progress, stock-in-traded finished goods	17(b)	(815.52)	1,888.70
Excise duty on sale of Goods		690.52	3,005.35
Employee benefit expense	18	4,096.49	3,757.19
Power, Fuel & Water expenses		8,175.38	7,234.97
Net foreign exchange (gain)		(178.53)	(139.28)
Depreciation and amortisation expense	19	660.70	664.78
Other expenses	20	4,380.94	3,708.23
Finance costs	21	903.87	1,010.73
<b>Total expenses</b>		<b>47,943.16</b>	<b>51,213.94</b>
<b>Profit before Exceptional items and tax</b>		<b>3,003.86</b>	<b>3,431.62</b>
Exceptional items		-	283.51
<b>Profit before tax</b>		<b>3,003.86</b>	<b>3,148.11</b>
Income tax expense			
- Current tax	13	573.54	700.00
- Deferred tax		515.62	390.31
<b>Total tax expense</b>		<b>1,089.16</b>	<b>1,090.31</b>
<b>Profit for the year</b>		<b>1,914.70</b>	<b>2,057.80</b>
<b>Other comprehensive income</b>			
<b>Items that may be reclassified to profit or loss</b>		-	-
<b>Items that will not be reclassified to profit or loss</b>			
- Remeasurements of post-employment benefit obligations	11	56.01	(124.61)
- Income tax relating to these items	12(b)	(19.38)	43.13
<b>Other comprehensive income for the year, net of tax</b>		<b>36.63</b>	<b>(81.48)</b>
<b>Total comprehensive income for the Period</b>		<b>1,951.33</b>	<b>1,976.32</b>
<b>Earning per equity share: (Face value ₹ 1 per share)</b>			
(1) Basic	30	2.02	2.17
(2) Diluted	30	2.02	2.17

The accompanying notes are an integral part of the financial statements

As per our report of date attached

For and on behalf of the board of directors of  
Pudumjee Paper Products LimitedFor J M AGRAWAL & CO.  
Firm Registration No - 100130W  
Chartered AccountantsV. K. BESWAL  
DirectorA. K. JATIA  
ChairmanPunit Agrawal  
Partner  
Membership No. 148757  
Place : Lonavala  
Date : 26<sup>th</sup> May, 2018VINAY JADHAV  
Company Secretary  
H. P. BIRLA  
Chief Financial OfficerV. P. Leekha  
Managing DirectorPlace : Lonavala  
Date : 26<sup>th</sup> May, 2018

**STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2018(contd.)**

(All amounts in INR Lakhs unless otherwise stated)

Particulars	31 March 2018	31 March 2017
<b>Cash flow from operating activities</b>		
Profit before taxation	3,003.86	3,148.11
<b>Adjustments for:</b>		
Depreciation and amortisation	660.70	948.29
(Profit) / loss on sale of Assets /investments (net)	(58.23)	(0.15)
Dividend income	(491.24)	(67.53)
Remeasurements of post-employment benefit obligations	56.01	(124.61)
Interest income	(211.75)	(152.11)
Finance costs	903.87	1,010.73
Loss on sale of investment	437.95	29.40
Provision for doubtful debts	126.62	16.71
Unwinding of Financial Liability	12.21	16.82
	1,436.14	1,677.55
<b>Operating profit before working capital changes</b>	<b>4,440.00</b>	<b>4,825.66</b>
<b>Change in operating assets and liabilities</b>		
(Increase)/ decrease in other non current financial assets	3.57	(1.49)
(Increase)/ decrease in other non current assets	(1,746.14)	(63.01)
(Increase)/ decrease in inventories	(1,491.17)	4,752.47
(Increase)/decrease in trade receivables	(273.97)	(36.34)
(Increase)/decrease in other current financial assets	(1,117.39)	47.64
(Increase)/ decrease in other current assets	1,148.16	172.77
Increase/(decrease) in non current employee benefit obligations	(64.75)	206.74
Increase/(decrease) in trade payables	2,466.86	(676.18)
Increase/ (decrease) in other current financial liabilities	(699.77)	(256.77)
Increase/ (decrease) in current employee benefit obligations	323.55	54.34
Increase/ (decrease) in other current liabilities	333.61	(211.00)
	(1,117.44)	3,989.17
<b>Cash generated from operations</b>	<b>3,322.56</b>	<b>8,814.83</b>
Income taxes paid (net of refunds)	(890.98)	(599.11)
<b>Net cash inflow from operating activities</b>	<b>2,431.58</b>	<b>8,215.72</b>

**STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2018**

(All amounts in INR Lakhs unless otherwise stated)

Particulars	31 March 2018	31 March 2017
<b>Cash flow from investing activities</b>		
Purchase of tangible/intangible assets including capital work in progress	(1,437.18)	(1,749.68)
Sale of tangible/intangible assets	213.30	732.78
Sale of investments	1,039.93	-
Purchase of investments	(1,017.94)	(2,500.01)
Interest income	207.87	163.12
Dividend income	61.72	67.53
<b>Net cash used in investing activities</b>	<b>(932.30)</b>	<b>(3,286.26)</b>
<b>Cash flow from financing activities</b>		
Interest paid	(779.46)	(986.18)
Proceeds of short-term borrowings	8.80	3.59
Proceeds of long-term borrowings	1,003.85	-
Proceeds of finance lease liability	-	166.00
Repayment of short-term borrowings	(518.24)	(1,761.25)
Repayment of long-term borrowings	(1,306.67)	(2,044.61)
Dividend on equity shares and tax thereon	(171.42)	(94.95)
<b>Net cash used in financing activities</b>	<b>(1,763.14)</b>	<b>(4,717.40)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(263.86)</b>	<b>212.06</b>
Cash and cash equivalents at the beginning of the financial year	626.06	414.00
Cash and cash equivalents at the end of the financial year	362.20	626.06

**Notes:**

- The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind AS) 7 on Statement of Cash Flows.
- Effective April 1, 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of amendment did not have any material impact on the financial statements. For the reconciliation, refer note 32
- Prior year comparatives have been reclassified to conform with current year's presentation, where applicable.
- For details of Cash and cash equivalents refer note 4(d).

The accompanying notes are an integral part of the financial statements  
As per our report of date attached

For and on behalf of the board of directors of  
Pudumjee Paper Products Limited

**For J M AGRAWAL & CO.**  
Firm Registration No - 100130W  
Chartered Accountants

**V. K. BESWAL**  
Director

**A. K. JATIA**  
Chairman

**Punit Agrawal**  
Partner  
Membership No. 148757  
Place : Lonavala  
Date : 26<sup>th</sup> May, 2018

**VINAY JADHAV**  
Company Secretary  
**H. P. BIRLA**  
Chief Financial Officer

**V. P. Leekha**  
Managing Director  
Place : Lonavala  
Date : 26<sup>th</sup> May, 2018

# Statement of changes in equity

(All amounts in INR Lakhs unless otherwise stated)

Particulars	Notes	Attributable to owners of the Company					Total other equity
		Equity share capital	Reserves & Surplus				
			Capital reserve	Securities premium reserve	Retained earnings	General reserve	
Balance as at April 1, 2016		949.50	17,945.50	95.00	1,436.85	200.00	19,677.35
Profit for the year	9(b)				2,057.80		2,057.80
Remeasurement of net defined benefit liability / asset, net of tax effect	9(b)				(81.48)		(81.48)
Total comprehensive income for the year					1,976.32		1,976.32
Transaction with owners in their capacity as owners:							
Dividends paid (incl. tax on Dividend)	9(b)				(114.28)		(114.28)
Transfer to general reserve	9(b)				(200.00)	200.00	-
Balance as at March 31, 2017		949.50	17,945.50	95.00	3,098.89	400.00	21,539.39
Profit for the year	9(b)				1,914.70		1,914.70
Remeasurement of net defined benefit liability / asset, net of tax effect	9(b)				36.63		36.63
Total comprehensive income for the year					1,951.33	-	1,951.33
Transaction with owners in their capacity as owners:							
Dividends paid (incl. tax on Dividend)	9(b)				(171.42)		(171.42)
Transfer to general reserve	9(b)				(200.00)	200.00	-
Balance as at March 31, 2018		949.50	17,945.50	95.00	4,678.80	600.00	23,319.30

The above statement of changes in equity should be read in conjunction with the accompanying notes.

This is the statement of changes in equity referred to in our report of even date.

For and on behalf of the board of directors of  
Pudumjee Paper Products Limited

**For J M AGRAWAL & CO.**  
Firm Registration No - 100130W  
Chartered Accountants

**Punit Agrawal**  
Partner  
Membership No. 148757  
Place : Lonavala  
Date : 26<sup>th</sup> May, 2018

**V. K. BESWAL**  
Director

**VINAY JADHAV**  
Company Secretary  
**H. P. BIRLA**  
Chief Financial Officer

**A. K. JATIA**  
Chairman

**V. P. Leekha**  
Managing Director  
Place : Lonavala  
Date : 26<sup>th</sup> May, 2018



## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018

### Note 1 : General Information

Pudumjee Paper Products Limited (the “Company”) The Company, mainly belongs to Paper Industry and operates in Specialty Paper segment for Wrapping and Food Grade Packaging Paper, household and Sanitary Paper etc. The Company's manufacturing facilities located at Thergaon, Pune produces wide range of Specialty Papers of varying basis weight and is ably supported by a dedicated team and country wide network of distribution channels. Manufacturing tailor made products of varying properties to suit various applications in a short and committed period of delivery is Company's hallmark. Such applications (with more possibilities for inclusion), can be broadly categorized as 1) Opaque Laminating Base used for Laminating, printing, packaging, Chocolate and Toffee wrapping 2) Glassine for packing of food products soaps etc. 3) Base paper for melamine tableware, Paper for decorative laminates for furniture 4) Bible Printing Paper used in Printing of Bible, Dictionary, Books, pharma leaflets (insert & outserts) 5) Vegetable parchment paper for packing of butter, cheese etc. 6) Kraft paper used as release liner for labels, Interleaving for steel and Glass industry etc. 7) Tissue paper used as napkins, kitchen towel, Toilet rolls products and several others.

The Hygiene Products Division of the Company markets its Away-from-Home converted tissue products such as Bathroom roll, Kitchen towel, Napkins, dispensers etc. under well received brand name ‘Greenlime’ and mainly focuses on institutional buyers, comprising Luxury Hotels, Airports, Corporate Offices etc.

The Company is public limited company and is listed on the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE).

The financial Statements were authorised for issue in accordance with resolution passed by the Board of Directors of the Company on May 26, 2018.

### Note 2 : Summary of significant accounting policies

#### a. Basis of preparation

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

For all periods up to and including the year ended 31st March 2017, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP or Previous GAAP). These financial statements for the year ended 31st March 2018 are the first the Company has prepared in accordance with Ind AS. Refer note 32 for information on how the Company adopted Ind AS.

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

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 assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised 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:

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

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.

### **b. Current versus 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 realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within the operating cycle or 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 the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within the operating cycle or twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

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

Operating cycle of the Company is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company's normal operating is assumed to be twelve months.

### **c. Revenue Recognition**

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. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Based on the Educational Material on Ind AS 18 issued by the ICAI, the Company has assumed that recovery of excise duty flows to the Company on its own account. This is for the reason that it is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty.

However, GST/ VAT/ sales tax is not received by the Company on its own account. Rather, it is tax collected by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

### Sale of goods:

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns

### Export incentive:

Export incentive related to export of goods, is recognised as income when the right to receive such incentive is established in principle, i.e. at the time of export sale is complete.

### Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable. Interest income is included in other income in the statement of profit and loss

### 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.

### d. Property, plant and equipment

Property, plant and equipment, Capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit or loss as incurred. No decommissioning liabilities are expected or be incurred on the assets of plant and equipment.

Depreciation is calculated on a straight-line basis over the estimated useful lives of the assets as follows:

Asset Category	Useful Life considered	Useful life as per Schedule II
Factory Building	30	30
Factory Building (on lease hold land)	8.5	30
plant & Machinery	25	25
plant & Machinery (used in generation, transimmission & distribution of power)	40	40
Data Processing Units	3	3
Computer software	6	6
Laboratory Equipment	10	10
Vehicles (Two Wheeler)	10	10
Vehicles	8	8
Furniture & fixtures (office Equipment)	5	5
Furniture & fixtures	10	10

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

The Company, based on technical assessment made by technical expert and management estimate, depreciates all the assets over estimated useful life which is also the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

### **Intangible Assets**

#### **Goodwill**

The goodwill represent arising on demerger prior to Ind AS transition. The Company has availed exemption available in Ind AS 101 from retrospective application of Ind AS 103 Business Combination.

Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units for the purpose of impairment testing. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

#### **Patents, copyrights and other rights**

Separately acquired patents and copyrights as well as internally developed ones are shown at historical cost. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

#### **Computer software**

Costs associated with maintaining software programmes are recognised as an expense as incurred. Separately acquired software are recorded as intangible assets and amortised from the point at which the asset is available for use.

#### **Research and development**

Research expenditure and development expenditure that do not meet the recognition criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

#### **Amortisation methods and periods**

The group amortises intangible assets with a finite useful life using the straight-line method over the following periods:

Patents, copyrights and other rights : 10 years

Computer software : 6 years

#### **e. Inventory**

Inventory comprises of stock of raw material, completed products for sale and work-in-progress . Inventory is valued at cost or net realizable value whichever is lower.

#### **f. Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds.

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

### g. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly stated in the arrangement.

For arrangements entered into prior to 1st April 2016, the Company has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

#### Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

#### Company as a 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. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease.

### h. Taxes

#### Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss of the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rate enacted or substantially enacted at the reporting date.

#### Deferred tax

Deferred tax is recognised in respect of 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 recognised for deductible temporary differences, the carry forward of unused tax credits and any unused tax losses to the extent that it is probable that taxable profit will be available against which those can be utilised. 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 utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax 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 and the same taxation authority.

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

### i. **Cash and cash equivalents**

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

### j. **Provisions and Contingent liability**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed in the Notes. Contingent liabilities are disclosed for

- i. possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- ii. present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

### k. **Employee benefits**

#### Short-term obligations

Short-term employee benefit are expensed as the related service is provided. Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within one year after the end of the period in which the employees render the related service are the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

#### Other long-term employee benefit

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

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

#### Post-employment obligations

The Company operates the following post-employment schemes:

- i. defined benefit plans such as gratuity, pension, and
- ii. defined contribution plans such as provident fund, superannuation fund,

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

### Defined benefit plans

The liability or asset recognised in the balance sheet in respect of defined benefit pension and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. 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. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

### Defined contribution plans

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

### **Financial instruments**

#### Financial assets

#### **Initial recognition and measurement**

##### **All financial assets are recognised initially at fair value.**

The classification depends on the Company's business model for managing the financial asset and the contractual terms of the cash flows. The Company classifies its financial assets in the following measurement categories:

- i. those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss),
- ii. those measured at amortised cost, and

#### Subsequent measurement

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. All other financial assets are measured at amortised cost, using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss.

#### Impairment of financial assets

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss financial assets that are not fair valued.

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

The Company follows 'simplified approach' for recognition of impairment loss for trade receivables and lease receivables resulting from transactions within the scope of Ind AS 17 that have no significant financing component. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized, is recognized under the head 'other expenses' in the statement of profit and loss.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

### De-recognition of financial assets

The Company derecognizes a financial asset when -

- i. the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under IND AS 109.
- ii. it retains contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

When the entity has neither transferred a financial asset nor retained substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to extent of continuing involvement in the financial asset.

### Financial liabilities

#### Initial recognition

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

#### **Subsequent measurement**

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

#### Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within one year after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

#### Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable



## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least one year after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

### m. **Earnings per share**

The basic earnings per share is computed by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The Company does not have any potential equity share or warrant outstanding for the periods reported, hence diluted earnings per share is same as basic earnings per share of the Company.

### n. **Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of Directors of the Company, assesses the financial performance and position of the Company, and makes strategic decisions. The Board of Directors is therefore considered to be the chief operating decision maker.

### o. **Standards issued but not yet effective**

#### **Appendix B to Ind AS 21, Foreign currency transactions and advance consideration:**

On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from April 1, 2018. The Company is in process of evaluating the impact on the financial statements.

#### **Ind AS 115- Revenue from Contract with Customers:**

On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The standard permits two possible methods of transition:

- 1) Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors .
- 2) Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach).

The effective date for adoption of Ind AS 115 is financial periods beginning on or after April 1, 2018.

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

The Company will adopt the standard on April 1, 2018 by using the cumulative catch-up transition method and accordingly comparatives for the year ending or ended March 31, 2018 will not be retrospectively adjusted. The Company is in process of evaluating the impact on the financial statements.

### **p Critical estimated and judgements**

#### **i Goodwill**

Goodwill is tested for impairment at least annually or when events occur or changes in circumstances indicate that the recoverable amount of the cash generating unit is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less cost to sell. The calculation involves use of significant estimates and assumptions which includes turnover and earnings multiples, growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

#### **ii Defined benefit obligation**

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, employee turnover rate and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Also refer note 12.

#### **iii Impairment of Trade receivables**

The Company estimates the uncollectability of accounts receivable by analyzing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

#### **iv Income Taxes**

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions. Also refer note 26.

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

### NOTE 3 (a) : Property, Plant & Equipment, Capital Work in Progress, Goodwill, Other Intangible Assets, Intangible Assets under Development

(All amounts in INR Lakhs unless otherwise stated)

TYPE OF ASSETS	Gross Block			Accumulated depreciation, impairment, amortisation				Net Block		
	As at 31-03-2017	Additions during the year	Deductions during the Year	As at 31-03-2017	Charge for the Year	Disposal/ Adjustment during the Year	Impairment Charge during the Year	As at 31.03.2018	Value As at 31.03.2018	Value As at 31-03-2017
<b>Property, Plant &amp; Equipment</b>										
Land - Leasehold	1,272.14	-	-	16.62	17.69	-	-	34.31	1,237.83	1,255.52
Buildings (On leasehold land)	2,481.01	483.82	-	74.70	96.34	-	-	171.04	2,793.79	2,406.31
Plant & Machinery	7,745.86	2,495.23	122.39	708.21	453.99	109.16	-	1,053.04	9,065.66	7,037.65
Data Processing Units	46.53	16.55	0.23	12.83	15.10	0.16		27.77	35.08	33.70
Laboratory Equipments	47.14	13.53	-	5.38	6.23	-	-	11.61	49.06	41.76
Furniture & Fixtures	88.25	4.81	2.76	16.70	16.18	2.73	-	30.15	60.15	71.55
Vehicles	335.55	34.09	1.84	25.66	49.50	0.04	-	75.12	292.68	309.89
<b>Total Property, Plant &amp; Equipment</b>	<b>12,016.48</b>	<b>3,048.03</b>	<b>127.22</b>	<b>860.10</b>	<b>655.03</b>	<b>112.09</b>	<b>-</b>	<b>1,403.04</b>	<b>13,534.25</b>	<b>11,156.38</b>
Capital Work in Progress	4,789.37	-	1,622.93	-	-	-	-	-	3,166.44	4,789.37
Goodwill **	7,793.05	-	-	-	-	-	-	-	7,793.05	7,793.05
<b>Other Intangible Assets</b>										
Patents, copyrights and other rights	80.29	-	-	73.20	1.54	-	-	74.74	5.55	7.09
Computer Software	25.04	12.08	-	5.54	4.13	-	-	9.67	27.45	19.50
<b>Total Other Intangible Assets</b>	<b>105.33</b>	<b>12.08</b>	<b>-</b>	<b>78.74</b>	<b>5.67</b>	<b>-</b>	<b>-</b>	<b>84.41</b>	<b>33.00</b>	<b>26.59</b>
Intangible Assets under Development	1.38	-	-	-	-	-	-	-	1.38	1.38
<b>Grand Total</b>	<b>24,705.61</b>	<b>3,060.11</b>	<b>1,750.15</b>	<b>938.84</b>	<b>660.70</b>	<b>112.09</b>	<b>-</b>	<b>1,487.45</b>	<b>24,528.12</b>	<b>23,766.77</b>

NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

TYPE OF ASSETS	Gross Block			Accumulated depreciation, impairment, amortisation					Net Block	
	Deemed Cost As at 31-03-2016	Additions during the year	Deductions during the Year	As at 31.03.2017	Charge for the Year	Disposal/ Adjustment during the Year	Impairment Charge during the Year	As at 31.03.2017	Value As at 31.03.2017	Value As at 31-03-2016
Property, Plant & Equipment										
Land - Leasehold	1,136.99	135.15	-	1,272.14	16.62	-	-	16.62	1,255.52	1,136.99
Buildings (On leasehold land)	253.83	2,227.18	-	2,481.01	74.70	-	-	74.70	2,406.31	253.83
Plant & Machinery	7,644.04	113.06	11.24	7,745.86	427.88	3.18	283.51	708.21	7,037.65	7,644.04
Data Processing Units	33.48	13.05	-	46.53	12.83	-	-	12.83	33.70	33.48
Laboratory Equipments	42.96	4.18	-	47.14	5.38	-	-	5.38	41.76	42.96
Furniture & Fixtures	65.83	23.07	0.65	88.25	16.99	0.29	-	16.70	71.55	65.83
Vehicles	124.97	216.88	6.30	335.55	31.64	5.98	-	25.66	309.89	124.97
Total Property, Plant & Equipment	9,302.10	2,732.57	18.19	12,016.48	586.04	9.45	283.51	860.10	11,156.38	9,302.10
Capital Work in Progress	5,775.25	2,171.99	3,157.87	4,789.37	-	-	-	-	4,789.37	5,775.25
Goodwill	7,793.05	-	-	7,793.05	-	-	-	-	7,793.05	7,793.05
Other Intangible Assets										
Patents, copyrights and other rights	78.80	1.49	-	80.29	1.31	-	71.89	73.20	7.09	78.80
Computer Software	22.05	2.99	-	25.04	5.54	-	-	5.54	19.50	22.05
Total Other Intangible Assets	100.85	4.48	-	105.33	6.85	-	71.89	78.74	26.59	100.85
Intangible Assets under Development	2.87	-	1.49	1.38	-	-	-	-	1.38	2.87
Grand Total	22,974.12	4,909.04	3,177.55	24,705.61	592.89	9.45	355.40	938.84	23,766.77	22,974.12

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

### NOTE 3 (b) : Additional disclosure

(All amounts in INR Lakhs unless otherwise stated)

TYPE OF ASSETS	Gross Block As at 31-03-2016	Accumulated Depreciation 01-04-2016	Net Block As at 01-04-2016	Gross Block As at 31-03-2017	Accumulated Depreciation 31-03-2017	Net Block As at 31-03-2017	Gross Block As at 31-03-2018	Accumulated Depreciation 31-03-2018	Net Block As at 31-03-2018
<b>Property, Plant &amp; Equipment</b>									
Land - Leasehold	1,201.44	64.45	1,136.99	1,336.59	81.07	1,255.52	1,336.59	98.76	1,237.83
Buildings (On leasehold land)	277.13	23.30	253.83	2,504.31	98.00	2,406.31	2,988.13	194.34	2,793.79
Plant & Machinery	25,960.02	18,315.98	7,644.04	26,061.84	19,024.19	7,037.65	28,434.68	19,369.02	9,065.66
Data Processing Units	306.49	273.01	33.48	319.54	285.84	33.70	335.86	300.78	35.08
Laboratory Equipments	74.65	31.69	42.96	78.83	37.07	41.76	92.36	43.30	49.06
Furniture & Fixtures	617.11	551.28	65.83	639.53	567.98	71.55	641.58	581.43	60.15
Vehicles	234.76	109.79	124.97	445.34	135.45	309.89	477.59	184.91	292.68
<b>Total Property, Plant &amp; Equipment</b>	<b>28,671.60</b>	<b>19,369.50</b>	<b>9,302.10</b>	<b>31,385.98</b>	<b>20,229.60</b>	<b>11,156.38</b>	<b>34,306.79</b>	<b>20,772.54</b>	<b>13,534.25</b>
Capital Work in Progress	5,775.25	-	5,775.25	4,789.37	-	4,789.37	3,166.44	-	3,166.44
Goodwill	7,793.05	-	7,793.05	7,793.05	-	7,793.05	7,793.05	-	7,793.05
<b>Other Intangible Assets</b>									
Patents, copyrights and other rights	193.67	114.87	78.80	195.16	188.07	7.09	195.16	189.61	5.55
Computer Software	163.85	141.80	22.05	166.84	147.34	19.50	178.92	151.47	27.45
<b>Total Other Intangible Assets</b>	<b>357.52</b>	<b>256.67</b>	<b>100.85</b>	<b>362.00</b>	<b>335.41</b>	<b>26.59</b>	<b>374.08</b>	<b>341.08</b>	<b>33.00</b>
Intangible Assets under Development	2.87	-	2.87	1.38	-	1.38	1.38	-	1.38
<b>Grand Total</b>	<b>42,800.29</b>	<b>19,626.17</b>	<b>22,974.12</b>	<b>44,331.78</b>	<b>20,565.01</b>	<b>23,766.77</b>	<b>45,641.74</b>	<b>21,113.62</b>	<b>24,528.12</b>

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

**NOTE 3( c ) : Capital Work in Progress**

Capital Work in progress mainly includes Building & Machinery at Mahad & new Projects at Pune Plant. NOTE 3 (d) : Property, plant and equipment pledged as security  
Refer to note 11(a) for information on property, plant and equipment pledged as security by the group

**NOTE 3 (e) : Contractual obligations**

Refer to note for disclosure of contractual commitments for the acquisition of property, plant and equipment.

**NOTE 3 (f) : Impairment loss**

The impairment loss relates to D.G.Set .Running the D,G.Set was not Economical , hence carrying value is brought down to ₹ 50 Lakhs being net relisable value and consequently impairment loss of ₹ 283.51 lakhs was recognised in year ended March 31,2017. This assets belongs to Paper Segment.

(All amounts in INR Lakhs unless otherwise stated)

	31.03.2018	31.03.2017	01.04.2016
<b>NOTE 4 : FINANCIAL ASSETS</b>			
<b>4 (a) Current investments</b>			
<b>Investment in equity instruments (unquoted) (at fair value)</b>			
15,92,073 (31 March 2017 : 14,15,176 ) equity shares of Sai Wardha Power Generation Limited of ₹ 10/each fully paid *	159.21	141.52	-
2,500 (31 March 2017 : Nil ) equity shares of Saraswat Co-Operative Bank of ₹ 10 each fully paid *	0.25	-	-
<b>Total</b>	<u>159.46</u>	<u>141.52</u>	<u>-</u>
<b>Investment in mutual funds</b>			
<b>Unquoted (at fair value)</b>			
49,091 (31 March 2017: 72,403, 1 April 2016: Nil units in Reliance Liquid Fund	750.90	1,106.86	-
Nil (31 March 2017: 5,00,013, 1 April 2016 : Nil units in Birla Sun life cash plus fund	-	500.99	-
Nil (31 March 2017: 7,50,129 , 1 April 2016: Nil units in ICICI Prudential Liquid fund	-	750.64	-
50,480 (31 March 2017: Nil, 1 April 2016: Nil units in L & T Mutual Fund	511.60	-	-
36,398 (31 March 2017: Nil , 1 April 2016: Nil units in SBI Magnum Instcash Fund	609.68	-	-
<b>Total</b>	<u>1,872.18</u>	<u>2,358.49</u>	<u>-</u>
<b>Total current investments</b>	<b>2,031.64</b>	2,500.01	-
Aggregate amount of unquoted investments	<b>2,031.64</b>	2,500.01	-

\* This investment represent investment in class A equity shares of Sai Wardha Power Generation Limited (SWPGL), that gives the Company entitlement to purchase power from SWPGL. As per the share purchase agreement, the Company cannot sell these shares to any person without prior written approval from KSK Energy Ventures Limited (holding company of SWPGL). Further at the time of completion/termination of the power supply agreement, SWPGL either will arrange the buy-back of these shares or will arrange to transfer them to its nominee for a total

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

consideration that is equal to its cost of acquisition to the Company (i.e. ₹ 10/- per share). Hence, for the Company the fair value of this investment is same as its cost/carrying amount.

(All amounts in INR Lakhs unless otherwise stated)

	31.03.2018	31.03.2017	01.04.2016
<b>NOTE 4 : FINANCIAL ASSETS (Contd.)</b>			
<b>4(b) Trade receivables</b>	<b>6,944.19</b>	6,568.76	6,573.04
Receivables from related parties (refer note 27)	<b>0.12</b>	-	-
Less: Allowance for doubtful debts	<b>(685.65)</b>	(634.86)	(655.17)
<b>Total receivables</b>	<b><u>6,258.66</u></b>	<u>5,933.90</u>	<u>5,917.87</u>
Current portion	<b>6,258.66</b>	5,933.90	5,917.87
Non-current portion	-	-	-
 <b>Break-up of security details</b>			
Secured, considered good	<b>45.50</b>	35.50	-
Unsecured, considered good	<b>6,213.16</b>	5,898.40	5,917.87
Doubtful	<b>685.65</b>	634.86	655.17
<b>Total</b>	<b><u>6,944.31</u></b>	<u>6,568.76</u>	<u>6,573.04</u>
Allowance for doubtful debts	<b><u>(685.65)</u></b>	<u>(634.86)</u>	<u>(655.17)</u>
	<b>6,258.66</b>	5,933.90	5,917.87
1	No amounts are receivable from directors or other officers of the company either severally or jointly with any other person.		
2	Amounts receivable from firms or private companies in which any director is a partner, a director or a member - ₹ Nil (March 31, 2017 - ₹ Nil)		
 <b>4(c) Loans</b>			
<b>Current</b>			
<b>Unsecured, considered good</b>			
Loan to Related Parties	<b>2.36</b>	-	275.86
Loan to Others	<b>300.96</b>	0.96	-
 <b>Unsecured and considered doubtful</b>			
Loan to Others	<b>34.99</b>	35.42	37.16
Less: Allowance for doubtful Loans	<b>(34.99)</b>	(35.42)	(36.79)
<b>Total</b>	<b><u>303.32</u></b>	<u>0.96</u>	<u>276.23</u>
 <b>4(d) Cash and cash equivalents</b>			
<b>Balances with banks</b>			
- in current accounts	<b>162.11</b>	259.82	155.33
- in EEFC accounts	<b>98.16</b>	207.15	-
- in Other accounts	<b>29.63</b>	14.91	11.85
- in Unpaid Dividend Account	<b>5.04</b>	2.06	-
Deposits with original maturity of less than three months	<b>6.17</b>	100.78	224.01
Cash on hand	<b>6.64</b>	12.49	9.24
Cheque on hand	<b>54.45</b>	28.85	13.57
<b>Total</b>	<b><u>362.20</u></b>	<u>626.06</u>	<u>414.00</u>

**NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET  
AS AT 31ST MARCH, 2018 (Contd.)**

(All amounts in INR Lakhs unless otherwise stated)

	31.03.2018	31.03.2017	01.04.2016
<b>NOTE 4 : FINANCIAL ASSETS (Contd.)</b>			
<b>4(e) Other Bank Balances</b>			
Deposits with original maturity of more than twelve months	370.61	20.57	9.00
Margin Money Deposits **	733.34	206.44	-
<b>Total</b>	<u>1,103.95</u>	<u>227.01</u>	<u>9.00</u>
** Margin money deposits are subject to first charge to secure the Company's working capital Loans			
<b>4(f) Other financial assets</b>			
<b>Non Current</b>			
Security deposits	17.64	21.21	19.72
<b>Total</b>	<u>17.64</u>	<u>21.21</u>	<u>19.72</u>
<b>Current</b>			
Accrued Interest receivables	27.72	5.23	14.47
Other advances	7.82	4.15	19.91
Security deposits	68.88	81.12	62.30
<b>Total</b>	<u>104.42</u>	<u>90.50</u>	<u>96.68</u>
<b>NOTE 5: OTHER NON-CURRENT ASSETS</b>			
Capital advances	1,899.02	152.88	89.87
<b>Total</b>	<u>1,899.02</u>	<u>152.88</u>	<u>89.87</u>
<b>NOTE 6: INVENTORIES</b>			
Raw materials (including goods in transit ₹ 350.40 lakhs (31 March 2017 : ₹ 436.95 lakhs, 1 April 2016 ₹ Nil )	3,027.81	2,165.47	4,618.98
Work-in-progress	609.80	468.47	371.52
Finished goods	2,237.90	1,461.42	3,378.08
Traded goods	153.22	255.51	324.50
Stores and spares (including goods in transit ₹ 2.81 lakhs (31 March 2017 : ₹ 10.13 lakhs, 1 April 2016 ₹ Nil )	792.97	979.66	1,389.92
<b>Total</b>	<u>6,821.70</u>	<u>5,330.53</u>	<u>10,083.00</u>



## NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2018 (Contd.)

“Amounts recognised in profit or loss: Write-downs of inventories to net realisable value amounted to ₹ 96.69 (31 March 2017 ₹ 178.72). These were recognised as an expense during the year and included in ‘(increase)/decrease in inventories’ in statement of profit and loss.”

(All amounts in INR Lakhs unless otherwise stated)

	31.03.2018	31.03.2017	01.04.2016
<b>NOTE 7: OTHER CURRENT ASSETS</b>			
Input GST Recoverable	232.10	908.77	1,484.25
Advances to employees	2.33	9.60	24.90
Advances to suppliers	125.68	527.32	117.15
Prepaid expenses	91.52	154.10	146.26
<b>Total</b>	<u><u>451.63</u></u>	<u><u>1,599.79</u></u>	<u><u>1,772.56</u></u>

### NOTE 8: ASSETS CLASSIFIED AS HELD FOR SALE

Building	-	-	-
Disposal group	-	139.94	893.23
<b>Total</b>	<u><u>-</u></u>	<u><u>139.94</u></u>	<u><u>893.23</u></u>

In February, 2016 the Board of Pudumjee Paper Products Limited decided to sell old machineries at Mahad location. The sale has been completed by June, 2017. The loss on such sale is presented in Other expenses in Loss on sale of property, plant & equipment. The asset is presented within total asset of Paper segment.

### NOTE 9 (A) : EQUITY SHARE CAPITAL

<b>(i) Authorised equity share capital</b>			
10,00,00,000 equity shares of ₹ 1 each	1,000.00	1,000.00	1,000.00
(10,00,00,000 and 10,00,00,000 shares of ₹ 1 each at 31 March 2017 and 1 April 2016 respectively)	<u><u>1,000.00</u></u>	<u><u>1,000.00</u></u>	<u><u>1,000.00</u></u>
<b>(ii) Issued, subscribed and Paid up :</b>			
9,49,50,000 equity shares of ₹ 1 each	949.50	949.50	949.50
(9,49,50,000 and 9,49,50,000 shares of ₹ 1 each at 31 March 2017 and 1 April 2016 respectively)	<u><u>949.50</u></u>	<u><u>949.50</u></u>	<u><u>949.50</u></u>

### (iii) Terms/Rights attached to Equity Shares :

The Company has only one class of equity shares having a par value of ₹ 1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim Dividend.

**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2018 (Contd.)**

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

(All amounts in INR Lakhs unless otherwise stated)

(iv) Details of shareholders holding more than 5% shares in the company

	<b>31.03.2018</b>		31.03.2017		01.04.2016	
	<b>Number of Shares (In Lakhs)</b>	<b>% Holding</b>	Number of Shares (In Lakhs)	% Holding	Number of Shares (In Lakhs)	% Holding
3P Land Holdings Limited	<b>168.14</b>	<b>17.71%</b>	168.14	17.71%	168.14	17.71%
Thacker and Co.Ltd	<b>129.15</b>	<b>13.60%</b>	129.15	13.60%	129.15	13.60%
Suma Commercial Pvt. Ltd.	<b>103.09</b>	<b>10.86%</b>	103.09	10.86%	103.09	10.86%
Yashvardhan Jatia Trust	<b>96.75</b>	<b>10.19%</b>	94.95	10.00%	-	-

	<b>31.03.2018</b>	31.03.2017	01.04.2016
<b>NOTE 9 (B) : RESERVES AND SURPLUS</b>			
Securities premium reserve	<b>95.00</b>	95.00	95.00
General Reserves	<b>600.00</b>	400.00	200.00
Capital Reserve	<b>17,945.50</b>	17,945.50	17,945.50
Retained earnings	<b>4,678.80</b>	3,098.89	1,436.85
<b>Total</b>	<b><u>23,319.30</u></b>	<u>21,539.39</u>	<u>19,677.35</u>
<b>(i) Securities premium reserve</b>			
Opening balance	<b>95.00</b>	95.00	95.00
Movement during the year	-	-	-
<b>Closing balance</b>	<b><u>95.00</u></b>	<u>95.00</u>	<u>95.00</u>
<b>(ii) General Reserves</b>			
Opening balance	<b>400.00</b>	200.00	-
Add: Transfer from retained earning	<b>200.00</b>	200.00	200.00
<b>Closing balance</b>	<b><u>600.00</u></b>	<u>400.00</u>	<u>200.00</u>
<b>(iii) Capital Reserve</b>			
Opening balance	<b>17,945.50</b>	17,945.50	17,945.50
Movement during the year	-	-	-
<b>Closing balance</b>	<b><u>17,945.50</u></b>	<u>17,945.50</u>	<u>17,945.50</u>

# NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

	31.03.2018	31.03.2017	01.04.2016
<b>(iv) Retained earnings</b>			
Opening balance	3,098.89	1,436.85	600.75
Net profit for the period	1,914.70	2,057.80	1,036.10
Items of other comprehensive income recognised directly in retained earnings	36.63	(81.48)	-
Transfer to General reserve	(200.00)	(200.00)	(200.00)
Dividends	(142.43)	(94.95)	-
Tax on Dividend	(28.99)	(19.33)	-
Closing balance	<u>4,678.80</u>	<u>3,098.89</u>	<u>1,436.85</u>

**Note 9 (c) : Reserves and surplus - Additional disclosures****(i) Securities premium reserve:**

Securities premium reserve is used to record premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

**(ii) General Reserve:**

General reserve comprises of amount transferred from Retained earnings . Such transfer is required when the Company declares/ pays dividend as per Companies Act.

**(iii) Capital reserve:**

Capital reserve was created on account of demerger, as per scheme approved by Highcourt.

**(iv) Retained earnings:**

Retained earnings comprises of the Company's undistributed earnings after taxes.

**NOTE 10: FINANCIAL LIABILITIES****10(a) Non-current borrowings****Secured****Term loans****From banks**

Term loan-1	-	-	81.94
Term loan-2	-	369.26	860.85
Term loan-3	825.58	1,485.25	1,977.24

**From financial institutes**

Vehicle loan - 1	-	6.22	14.75
Vehicle loan - 2	102.30	132.66	-

**Total Secured loans****Unsecured****Public Deposits**

	<u>927.88</u>	<u>1,993.39</u>	<u>2,934.78</u>
	1,003.45	2,457.93	2,506.83

**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2018 (Contd.)**

(All amounts in INR Lakhs unless otherwise stated)

	31.03.2018	31.03.2017	01.04.2016
<b>Deferred sales tax loan</b>	<b>658.64</b>	856.90	1,066.94
<b>Total unsecured loan</b>	<b>1,662.09</b>	3,314.83	3,573.77
<b>Total non-current borrowings</b>	<b>2,589.97</b>	5,308.22	6,508.55
<b>Current Maturitis</b>			
<b>Secured</b>			
Term loans			
From banks			
Term loan-1	-	-	427.78
Term loan-2	<b>373.94</b>	500.00	500.00
Term loan-3	<b>667.20</b>	500.40	-
<b>From financial institutes</b>			
Vehicle loan - 1	<b>6.22</b>	8.53	7.67
Vehicle loan - 2	<b>30.35</b>	27.76	-
<b>Unsecured</b>			
Public Deposits	<b>2,439.53</b>	41.15	798.58
<b>Deferred sales tax loan</b>	<b>198.27</b>	210.04	195.22
<b>Total current maturities</b>	<b>3,715.51</b>	1,287.88	1,929.25
Amount disclosed under the note 10(c)			
Other financial liabilities	<b>3,715.51</b>	1,287.88	1,929.25
<b>Net amount</b>	-	-	-

**Notes :**

- Term loan - 1 from banks amounting to carries interest at Base rate + 3.00 % p.a. Loan amount is repayable in 17 quarterly instalments of 106.95 lakhs from January 2013 and last instalment of 81.94 lakhs. The term loan is secured by first pari passu charge of certain immovable properties and plant and machinery of the Company.
- Term loan - 2 carries interest at (Prime lending rate) PLR - 4.75% p.a. Loan amount is repayable in quarterly instalments of 125 lakhs (excluding interest) starting from February 2014 till November 2018.
- Term loan - 3 carries interest at (Prime lending rate) PLR - 4.75% p.a. Loan amount is repayable in 19 quarterly instalments of 166.80 lakhs (excluding interest) starting from July 2017 till November 2018 and last instalment of 165.20 lakhs in April 2020.
- Term loan - 2 and Term loan – 3, are secured by first pari passu charge of all plant & machinery (both present and future) and immovable properties of the Company.
- Vehicle loan 1 carries interest @ 10.70% p.a. Loan amount is repayable in 59 monthly instalments of 0.81 lakhs (including interest) from January 2014. Vehicle loan 2 carries interest @ 8.97% p.a. Loan amount is repayable in 60 monthly instalments of 3.42 lakhs (including interest) from February 2017. The vehicle loans are secured against the respective vehicles.
- Public deposits :Public Deposits are unsecured deposits accepted from public, in compliance with provisions of Companies Act, 2013. The rate of interest is 9 % to 10 % p.a.

# NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

g) Deferred sales tax loan :Deferred sales tax loan is interest free loan from the Government

	31.03.2018	31.03.2017	01.04.2016
<b>10(b) Current borrowings</b>			
<b>Loans repayable on demand</b>			
<b>Secured</b>			
Working capital loans from banks	99.63	617.87	1,542.38
<b>Unsecured</b>			
From related parties	35.41	19.88	783.16
From Others	-	6.73	76.60
<b>Total Unsecured</b>	35.41	26.61	859.76
<b>Total</b>	<u>135.04</u>	<u>644.48</u>	<u>2,402.14</u>

**Notes:**

- a) Working capital loan from banks is secured by first pari passu charge on entire current assets of the Company (both present and future) and second pari passu charge on all fixed assets of the Company and corporate guarantee of 3P Land Holdings Limited (formerly Pudumjee Industries Limited). The loans are repayable on demand and carries interest @ 9.55% - 10.50% p.a.
- b) Unsecured loans from related parties and others are repayable on demand and carries interest @ 11.25% and 12.00% p.a. respectively.

**10(c) Other financial liabilities****Current**

Current maturities of long-term debt	1,041.14	1,000.40	927.78
Current maturities of financial Institutes	36.57	36.29	7.67
Current maturities of Deferred sales Tax loan	198.27	210.04	195.22
Current maturities of Public Deposits	2,439.53	41.15	798.58
Security Deposits taken	-	100.00	100.00
Employees Dues	515.26	322.92	294.26
Unclaimed Public deposits	20.26	32.01	38.06
Unclaimed Interest on Public deposits	6.58	7.92	9.94
Unclaimed dividend	5.04	2.06	-
Interest accrued but not due	259.46	147.25	105.88
Capital creditors	3.95	3.95	11.70
Other Financial Liabilities	465.02	1,054.68	1,244.11
<b>Total</b>	<u>4,991.08</u>	<u>2,958.67</u>	<u>3,733.20</u>

**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2018 (Contd.)**

(All amounts in INR Lakhs unless otherwise stated)

	31.03.2018	31.03.2017	01.04.2016
<b>10(d) Trade payables</b>			
<b>Current</b>			
Trade payables	7,855.22	5,362.51	6,159.49
Trade payables to related parties	-	25.85	-
<b>Total</b>	<u>7,855.22</u>	<u>5,388.36</u>	<u>6,159.49</u>
<b>10(e) Provisions</b>			
<b>Non Current</b>			
Provisions against litigations	289.80	289.80	289.80
<b>Total</b>	<u>289.80</u>	<u>289.80</u>	<u>289.80</u>

**Note :**

**Information about individual provisions**

**(i) Provision against litigation:**

Provision for disputed statutory liabilities comprises electricity duties matters under litigation with Electricity department, government of Maharashtra.

The amount of provisions made by the Company is based on the estimates made by the Management considering the facts and circumstances of each case. To the extent the Company is confident that it has a strong case, that portion is disclosed under contingent liabilities.

The timing and the amount of cash flows that will arise from these matters will be determined by the Appellate Authorities only on settlement of these cases.

**(ii) Movements in provisions**

Movements in provisions during the financial year, are set out below:

	<b>Amount</b>
As at April 1, 2016	289.80
Additional provisions recognised	-
Unused amounts reversed	-
Amounts used during the year	-
As at March 31, 2017	289.80
Additional provisions recognised	-
Unused amounts reversed	-
Amounts used during the year	-
As at March 31, 2018	289.80

**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2018 (Contd.)**

(All amounts in INR Lakhs unless otherwise stated)

	31.03.2018	31.03.2017	01.04.2016
<b>NOTE 11: EMPLOYEE BENEFIT OBLIGATIONS</b>			
<b>Non Current</b>			
Defined pension benefits	107.13	86.95	70.11
Gratuity	1,040.51	1,125.44	935.54
Total	<u>1,147.64</u>	<u>1,212.39</u>	<u>1,005.65</u>
<b>Current</b>			
Leave obligations	246.83	229.62	203.94
Defined pension benefits	17.40	17.40	17.40
Gratuity	114.00	-	-
Total	<u>378.23</u>	<u>247.02</u>	<u>221.34</u>

**(i) Leave obligations :**

The leave obligation covers the Company's liability for accumulated leaves that can be encashed or availed.

**(ii) Defined benefit plans:**

- a "Gratuity - The Company provides for gratuity for employees as per the terms of employment. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The scheme is funded with Life Insurance Corporation of India (LIC). In addition, employees who have completed 20 years of service are eligible to additional gratuity computed proportionately for 7 days of last drawn basic salary per month, multiplied for the number of years of service. The additional gratuity benefit is unfunded."

Pension - The Company operates defined benefit pension plan for the Managing director. The amount of pension per month is a fixed amount. The benefit is payable to the Director after he retires and is payable as long as he survives. After his death, the family pension is payable to his spouse, if she is alive and this family pension per month is also the same fixed amount, and is payable as long as the spouse survives. The Company has not funded the liability.

**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2018 (Contd.)**

(All amounts in INR Lakhs unless otherwise stated)

**aa The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the year are as follows:**

Particulars	Gratuity			Pension		
	Present value of obligation	Fair value of plan assets	Net liability amount	Present value of obligation	Fair value of plan assets	Net liability amount
<b>April 1, 2016</b>	1,171.50	(235.96)	935.54	87.51	-	87.51
Current service cost	88.84	-	88.84	6.41	-	6.41
Past service cost	-	-	-	-	-	-
Interest expense / (income)	93.67	(19.47)	74.20	7.00	-	7.00
<b>Total amount recognised in profit and loss</b>	<b>182.51</b>	<b>(19.47)</b>	<b>163.04</b>	<b>13.41</b>	<b>-</b>	<b>13.41</b>
<b>Remeasurements</b>						
Return on plan assets	-	-	-	-	-	-
(Gain) / loss from change in demographic assumptions	-	-	-	-	-	-
(Gain) / loss from change in financial assumptions	-	-	-	2.14	-	2.14
Experience (gains) / losses	117.81	3.36	121.17	1.30	-	1.30
Change in asset ceiling	-	-	-	-	-	-
<b>Total amount recognised in OCI</b>	<b>117.81</b>	<b>3.36</b>	<b>121.17</b>	<b>3.44</b>	<b>-</b>	<b>3.44</b>
Contributions - employer	-	(50.00)	(50.00)	-	-	-
Benefit payments	144.22	(99.91)	44.31	-	-	-
<b>March 31, 2017</b>	<b>1,327.60</b>	<b>(202.16)</b>	<b>1,125.44</b>	<b>104.36</b>	<b>-</b>	<b>104.36</b>
Current service cost	94.82	-	94.82	6.92	-	6.92
Past service cost	-	-	-	-	-	-
Interest expense / (income)	92.69	(12.34)	80.35	7.83	-	7.83
<b>Total amount recognised in profit and loss</b>	<b>187.51</b>	<b>(12.34)</b>	<b>175.17</b>	<b>14.75</b>	<b>-</b>	<b>14.75</b>
<b>Remeasurements</b>						
Return on plan assets	-	-	-	-	-	-
(Gain) / loss from change in demographic assumptions	-	-	-	-	-	-
(Gain) / loss from change in financial assumptions	(64.23)	-	(64.23)	(1.65)	-	(1.65)
Experience (gains) / losses	(0.98)	3.76	2.78	7.09	-	7.09
Change in asset ceiling	-	-	-	-	-	-
<b>Total amount recognised in OCI</b>	<b>(65.21)</b>	<b>3.76</b>	<b>(61.45)</b>	<b>5.44</b>	<b>-</b>	<b>5.44</b>
Contributions - employer	-	(52.64)	(52.64)	-	-	-
Contributions - employee /participant	-	-	-	-	-	-
Benefit payments	104.61	(72.60)	32.01	-	-	-
<b>March 31, 2018</b>	<b>1,345.29</b>	<b>(190.78)</b>	<b>1,154.51</b>	<b>124.55</b>	<b>-</b>	<b>124.55</b>

The net liability disclosed above relates to funded plans. The Group has no legal obligation to settle the deficit in the funded plans with an immediate contribution or additional contribution. The Group intends to contribute in line with the recommendations of the fund administrator and the actuary.



## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

- ab As at April 1, 2016, March 31, 2017 and March 31, 2018, plan assets were primarily invested in insurer managed funds.
- ac Through its defined benefit plans, the group is exposed to number of risks, the most significant of which are detailed below:

**Asset Volatility:** The Plan liabilities are calculated using a discount rate set with reference to government bond yields. If plan assets underperform, this yield will create a deficit. The plan asset investments are in funds managed by insurer. These are subject to interest rate risk.

**Changes in bond yield:** A decrease in government bond yields will increase plan liabilities, although this may be partially offset by an increase in the returns from plan asset.

### Defined benefit liability and employer contributions:

- ad The Company ensures that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the employee benefit plans. Within the framework, the Company's ALM objective is to match assets to the gratuity obligations by investing in funds with LIC in the form of a qualifying insurance policy.

The Company actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the employee benefit obligations. The Company has not changed the process used to manage its risks from previous periods.

- ae The Group expects to contribute ₹ 114 lakhs to the defined benefit plan during the next annual reporting period.
- af The weighted average duration of the defined benefit obligation for gratuity and pension is 14.50 and 14.62 years respectively (2017: 16.61 and 15.13 years). The expected maturity analysis of undiscounted pension and gratuity is as follows:

	Less than a year	Between 1 - 2 years	Between 2 - 5 years	Over 5 years	Total
<b>31-Mar-18</b>					
Defined benefit obligation gratuity	203.86	114.45	351.40	8,427.12	9,096.83
Defined benefit obligation pension	17.40	17.40	52.20	174.00	261.00
<b>Total</b>	<b>221.26</b>	<b>131.85</b>	<b>403.60</b>	<b>8,601.12</b>	<b>9,357.83</b>
<b>31-Mar-17</b>					
Defined benefit obligation gratuity	213.41	123.41	362.34	8,569.28	9,268.44
Defined benefit obligation pension	17.40	17.40	52.20	174.00	261.00
<b>Total</b>	<b>230.81</b>	<b>140.81</b>	<b>414.54</b>	<b>8,743.28</b>	<b>9,529.44</b>

The expected benefits are based on the same assumptions used to measure the Group's benefit obligations as of March 31, 2018.

- b Provident fund :** The Group makes contribution towards provident fund which is administered by the trustees. The contributions to the trust managed by the Company is accounted for as a defined benefit plan as the Company is liable for any shortfall in the fund assets based on the government specified minimum rates of return as provided under Para 60 of the Employees Provident Fund Scheme, 1972. The Group has obtained an actuarial valuation of the liability according to which there is no deficit as at the Balance Sheet. The liability therefore is restricted to monthly contributions. The details of fund and plan assets are given below:

**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2018 (Contd.)**

(All amounts in INR Lakhs unless otherwise stated)

	31.03.2018	31.03.2017
<b>ba Present Value of Defined Benefit Obligation</b>		
Balance as at the beginning of the year	1,431.95	1,259.01
Interest cost	100.52	100.67
Current service cost	101.74	95.25
Benefit paid	(104.61)	(144.22)
Actuarial (gains)/losses	(59.77)	121.24
<b>Balance as at the end of the year</b>	<b>1,469.83</b>	<b>1,431.95</b>
<b>bb Fair value of Plan Assets</b>		
Balance as at the beginning of the year	202.16	235.96
Expected return on plan assets	12.34	19.47
Contributions by the Company	52.64	50.00
Transfer from other Company	-	-
Transfer to other Company	-	-
Benefit paid	(72.60)	(99.91)
Actuarial gains/(losses)	(3.76)	(3.36)
<b>Balance as at the end of the year</b>	<b>190.78</b>	<b>202.16</b>
<b>bc Net Liabilities recognised in the Balance Sheet</b>	<b>1,279.05</b>	<b>1,229.79</b>
<b>bd Expenses recognised in the Statement of Profit and Loss</b>		
Current service cost	101.74	95.25
Interest cost	100.52	100.67
Expected return on plan assets	(12.34)	(19.47)
<b>Total expenses recognised in the statement of profit and loss</b>	<b>189.92</b>	<b>176.45</b>
<b>be The principal assumptions used for the purpose of actuarial valuation are as follows:</b>		
India		
Discount Rate *	7.80%	7.25%
Expected Rate of Return on Plan Assets **	7.25%	8.25%
Salary Escalation Rate ***	8.00%	8.00%
Rate of Employee Turnover	1.00%	1.00%

\* Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

\*\* The overall expected rate of return on assets is based on the expectation of the average long term rate of return expected on investments of the Fund during the estimated term of the obligations.

\*\*\* The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors, such as demand and supply in the employment market.

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

**bf Sensitivity analysis - the increase / (decrease) in present value of defined benefit obligation to changes in principal assumptions:**

Particulars	31.03.2018		31.03.2017	
	Amount	%	Amount	%
- 1% increase in discount rate	(115.11)	-8.00%	(109.27)	-7.00%
- 1% decrease in discount rate	134.86	9.00%	129.77	9.00%
- 1% increase in salary escalation rate	112.85	8.00%	109.64	8.00%
- 1% decrease in salary escalation rate	(98.11)	-7.00%	(95.41)	-7.00%
- 1% increase in rate of employee turnover	(5.10)	0.00%	(8.93)	-1.00%
- 1% decrease in rate of employee turnover	6.02	0.00%	10.41	1.00%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated.

**iii Defined contribution plans:**

The Company also has certain defined contribution plans. Contributions are made to recognised funds for employees at the prescribed rate of basic salary as per regulations. The contributions are made to registered funds administered/approved by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. In respect of these plans, contributions paid and recognised in the Statement of Profit and Loss are as follows:

	31.03.2018	31.03.2017
Contribution to Employees' Provident Fund	182.66	186.11
Contribution to Employees' Superannuation Fund	44.89	22.73
Contribution to ESIC	3.97	4.44
Contribution to Maharashtra labour welfare fund	0.38	0.40

### NOTE 12: DEFERRED TAX ASSETS / LIABILITIES

**a) Net Deferred Tax (Assets) / Liabilities:**

Deferred tax assets and liabilities have been offset.

Accordingly the components of deferred tax assets and liabilities have been disclosed as follows:

	AS AT 31.03.2018	AS AT 31.03.2017
<b>Major Components of Deferred Tax Assets -</b>		
Employee Benefits -		
- Provision for Gratuity	399.55	389.51
- Provision for Leave Encashment	79.22	73.27
- Bonus on payment basis	45.96	41.65
Allowances for doubtful trade receivables	144.91	101.10
Provision for expenses allowable on payment basis	160.77	150.80
MAT Credit carried forward	181.07	-
	<b>1,011.48</b>	<b>756.33</b>

**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2018 (Contd.)**

(All amounts in INR Lakhs unless otherwise stated)

	31.03.2018	31.03.2017
<b>Major Components of Deferred Tax Liabilities -</b>		
Property, Plant and Equipment and Investment Property	1,735.09	1,387.26
Intangible asset	(3.17)	(4.34)
Goodwill	1,377.15	931.78
Amortization of Financial Liability	2.73	6.95
	<u>3,111.80</u>	<u>2,321.65</u>
Net deferred tax (assets) / liabilities	<u>2,100.32</u>	<u>1,565.32</u>

**b) Movements in deferred tax liabilities**

	Property, plant and equipment and investment property	Intangible assets	Employee Benefit	Int.exp on unwinding financial liability	Int. income on unwinding financial assets	Unutilised tax credit (MAT)	Prov.for ex-penses allowable on payment basis	Allowances for doubtful receivables	Total
<b>At 1 April 2016</b>	1,419.95	330.25	(363.74)	12.77	-	-	(85.77)	(95.32)	1,218.14
Charged/(credited)									
- to statement of profit and loss	(32.69)	597.19	(97.56)	(5.82)	-	-	(65.03)	(5.78)	390.31
- to other comprehensive income	-	-	(43.13)	-	-	-	-	-	(43.13)
<b>At 31 March 2017</b>	1,387.26	927.44	(504.43)	6.95	-	-	(150.80)	(101.10)	1,565.32
Charged/(credited)									
- to statement of profit and loss	347.83	446.54	(39.68)	(4.22)	-	(181.07)	(9.97)	(43.81)	515.62
- to other comprehensive income	-	-	19.38	-	-	-	-	-	19.38
<b>At 31 March 2018</b>	1,735.09	1,373.98	(524.73)	2.73	-	(181.07)	(160.77)	(144.91)	2,100.32

Unused Tax Credits for which no deferred tax asset is recognised amounts to ₹ 461.52 Lakhs, ₹ 461.52 Lakhs, ₹ 430.55 Lakhs as at 31-Mar-18, 31-Mar-17 and 01-Apr-16 respectively.

The Unused tax credit will expire as follows:

Year Ended as on	Nature of Unrecognised DTA	Within 1 year	1 to 5 years	More than 5 years	Total
31-Mar-18		-	-	461.52	461.52
31-Mar-17		-	-	461.52	461.52
1-Apr-16	MAT Credit	-	-	430.55	430.55

**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2018 (Contd.)**

(All amounts in INR Lakhs unless otherwise stated)

	31.03.2018	31.03.2017	01.04.2016
<b>NOTE 13: ADVANCE INCOME TAX (NET)</b>			
Advance income tax (net)-Opening Balance	342.92	339.52	359.74
Less :Income tax payable for the year	(573.00)	(700.00)	(250.00)
Add :Advance tax for current year	762.00	570.00	216.07
Closing balance	<u>531.92</u>	<u>209.52</u>	<u>325.81</u>

**NOTE 14: OTHER CURRENT LIABILITIES**

Advance from customers	611.64	460.67	621.66
Employee contribution toward provident and other funds	11.11	10.88	10.65
Statutory tax payables	35.37	24.38	74.62
<b>Total</b>	<u>658.12</u>	<u>495.93</u>	<u>706.93</u>

**NOTE 15: REVENUE FROM OPERATIONS**

	31.03.2018	31.03.2017
<b>Sale of products</b>		
Finished goods	46,624.44	48,813.82
Traded goods	3,815.09	5,386.79
	<u>50,439.53</u>	<u>54,200.61</u>
<b>Other operating revenue</b>		
Scrap sales	93.34	112.65
Export incentive	45.94	27.10
Insurance transit Outward	36.94	46.81
Others	7.12	2.10
	<u>183.34</u>	<u>188.66</u>
<b>Total</b>	<u>50,622.87</u>	<u>54,389.27</u>

**NOTE 16: OTHER INCOME**

Dividend income in investments in Mutual Funds	491.96	67.53
Interest Income		
-from Debtors	123.40	123.43
-from Bank	42.63	19.08
-from loan to others	45.72	9.60
Profit on sale of assets (net)	58.23	0.15
Net gain /(loss) on sale of investment	(437.95)	-
Others	0.16	36.50
<b>Total</b>	<u>324.15</u>	<u>256.29</u>

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

### NOTE 17(A): COST OF MATERIALS CONSUMED

	31.03.2018	31.03.2017
Raw materials at the beginning of the year	2,165.47	4,618.98
Add: Purchases	24,111.70	18,443.13
Less: Raw material at the end of the year	(3,027.81)	(2,165.47)
<b>Sub total</b>	<b><u>23,249.36</u></b>	<b><u>20,896.64</u></b>
Other materials at the beginning of the year	462.62	671.00
Add: Purchases	4,123.37	4,215.63
Less: Other material at the end of the year	(452.38)	(462.62)
<b>Sub total</b>	<b><u>4,133.61</u></b>	<b><u>4,424.01</u></b>
<b>Total</b>	<b><u><u>27,382.97</u></u></b>	<b><u><u>25,320.65</u></u></b>

### NOTE 17(B): CHANGES IN INVENTORIES OF WORK-IN-PROGRESS, STOCK-IN-TRADE AND FINISHED GOODS

<b>Opening balance</b>		
Work-in progress	468.47	371.52
Finished goods	1,461.42	3,378.08
Traded goods	255.51	324.50
<b>Total opening balance</b>	<b><u>2,185.40</u></b>	<b><u>4,074.10</u></b>
<b>Closing balance</b>		
Work-in progress	609.80	468.47
Finished goods	2,237.90	1,461.42
Traded goods	153.22	255.51
<b>Total closing balance</b>	<b><u>3,000.92</u></b>	<b><u>2,185.40</u></b>
Changes in inventories of work-in-progress, finished goods and stock -in-trade	(815.52)	1,888.70

### NOTE 18: EMPLOYEE BENEFIT EXPENSES

Salaries, wages and bonus	3,696.46	3,313.26
Contribution to provident fund & other funds	261.03	301.63
Staff welfare expenses	139.00	142.30
<b>Total</b>	<b><u>4,096.49</u></b>	<b><u>3,757.19</u></b>

### NOTE 19: DEPRECIATION AND AMORTISATION EXPENSES

Depreciation of property, plant and equipment	655.03	661.68
Amortisation of intangible assets	5.67	3.10
Impairment expenses	-	-
<b>Total</b>	<b><u>660.70</u></b>	<b><u>664.78</u></b>

**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2018 (Contd.)**

(All amounts in INR Lakhs unless otherwise stated)

**NOTE 20: OTHER EXPENSES**

	31.03.2018	31.03.2017
Repairs and maintenance		
Plant and machinery	1,143.51	1,176.47
Buildings	70.47	114.97
Others	61.31	64.17
Processing charges	274.92	15.28
Packing material consumed	978.67	839.14
Carriage outward	228.39	180.89
Directors Fees	2.98	3.58
Legal and professional fees	268.68	250.08
Advertisement & Sales Promotion	522.41	326.10
Rates and taxes	71.19	92.37
Rental charges	141.09	127.96
Increase/(decrease) of excise duty on Inventory	(100.15)	(123.07)
Research & development expenses	165.88	127.29
Insurance	55.26	53.53
Loss on sales of property, plant & equipment (net)	-	29.40
Allowance for doubtful debts	126.62	16.71
Bad debts written off	8.03	60.20
Corporate social responsibility expenditure (refer note 20(b) below)	25.00	-
Miscellaneous expenses	336.68	353.16
<b>Total</b>	<b>4,380.94</b>	<b>3,708.23</b>

**NOTE 20(A): DETAILS OF PAYMENTS TO AUDITORS**

Payment to auditors		
As auditor:		
Audit fee	9.00	9.00
Tax audit fee	1.00	1.00
Others	9.00	4.25
Re-imbursement of expenses	0.21	-
<b>Total</b>	<b>19.21</b>	<b>14.25</b>

**NOTE 20(B): CORPORATE SOCIAL  
RESPONSIBILITY EXPENDITURE**

Contribution to charity foundation	25.00	-
<b>Total</b>	<b>25.00</b>	<b>-</b>
Amount required to be spent as per Section 135 of the Act	28.79	-
Amount spent during the year on		
(i) Construction/acquisition of an asset	-	-
(ii) On purposes other than (i) above	25.00	-

**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2018 (Contd.)**

(All amounts in INR Lakhs unless otherwise stated)

**NOTE 21: FINANCE COSTS**

	<b>31.03.2018</b>	31.03.2017
Interest on financial liabilities measured at amortised cost	<b>319.44</b>	445.04
Interest on intercorporate borrowings	<b>19.73</b>	43.12
Interest on public deposits	<b>329.70</b>	302.44
Bank charges & commission	<b>231.83</b>	191.56
Interest others	<b>3.17</b>	28.57
<b>Total</b>	<b><u>903.87</u></b>	<b><u>1,010.73</u></b>

**NOTE 22: INCOME TAX EXPENSE****a) Income tax expense****Income tax expense**

Current Tax on profits for the year	<b>573.00</b>	700.00
Current Tax adjustments for prior periods	<b>-</b>	<b>-</b>
<b>Total current tax expense</b>	<b><u>573.00</u></b>	<b><u>700.00</u></b>
<b>Deferred tax</b>		
Decrease / (increase) in deferred tax assets	<b>(255.47)</b>	(106.00)
(Decrease) / increase in deferred tax liabilities	<b>790.15</b>	452.97
<b>Total deferred tax expense / (benefit)</b>	<b><u>534.68</u></b>	<b><u>346.97</u></b>
<b>Income tax expense</b>	<b><u>1,107.68</u></b>	<b><u>1,046.97</u></b>

**b) The reconciliation between the provision of income tax and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:**

Profit before taxes	<b>3,003.86</b>	3,148.11
Enacted Income tax rate in India	<b>34.608%</b>	34.608%
Computed expected tax expenses	<b>1,039.58</b>	1,089.50
Tax effect of amounts which are not deductible (taxable) in calculating taxable income :-		
- Section 14A & Other Disallowances	<b>8.86</b>	0.60
Effect of deductions under Chapter VI A	<b>4.43</b>	<b>-</b>
Effect of Income exempt from tax	<b>(18.44)</b>	<b>-</b>
Adjustments of Current tax of prior periods	<b>53.87</b>	<b>-</b>
Effect of tax on Remeasurement of Employee Benefit Obligation from OCI	<b>19.38</b>	(43.13)
	<b><u>1,107.68</u></b>	<b><u>1,046.97</u></b>



# NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

## c) Amounts recognised in OCI

Particulars	31.03.2018		31.03.2017	
	Income tax	Deferred tax	Income tax	Deferred tax
OCI				
- on remeasurements of post employment benefit obligations	-	19.38	-	(43.13)
<b>Total</b>	<b>-</b>	<b>19.38</b>	<b>-</b>	<b>(43.13)</b>

- d) Changes in tax rate - The applicable Indian statutory tax rate for the financial year 2017-18 and financial year 2016-17 is 34.608%

## NOTE : 23 FAIR VALUE MEASUREMENTS

## Financial instruments by category:

Particulars	31-Mar-18			31-Mar-17			1-Apr-16		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
<b>Financial assets</b>									
Investments:									
- equity instruments	159.46	-	-	141.52	-	-	-	-	-
- mutual funds	1,872.18	-	-	2,358.49	-	-	-	-	-
Trade receivables	-	-	6,258.66	-	-	5,933.90	-	-	5,917.87
Cash and cash equivalents	-	-	362.20	-	-	626.06	-	-	414.00
Other bank balances	-	-	1,103.95	-	-	227.01	-	-	9.00
Derivative financial assets	-	-	-	-	-	-	-	-	-
Security deposits	-	-	17.64	-	-	21.21	-	-	19.72
Loans	-	-	603.32	-	-	0.96	-	-	276.23
Others	-	-	104.42	-	-	90.50	-	-	96.68
<b>Total financial assets</b>	<b>2,031.64</b>	<b>-</b>	<b>8,450.19</b>	<b>2,500.01</b>	<b>-</b>	<b>6,899.64</b>	<b>-</b>	<b>-</b>	<b>6,733.50</b>
<b>Financial liabilities</b>									
Borrowings	-	-	2,140.63	-	-	3,674.56	-	-	6,272.37
Public Deposits	-	-	3,469.82	-	-	2,539.01	-	-	3,353.41
Deferral Sales Tax	-	-	856.91	-	-	1,066.94	-	-	1,262.16
Trade payables	-	-	7,855.22	-	-	5,388.36	-	-	6,159.49
Capital creditors	-	-	3.95	-	-	3.95	-	-	11.70
Security deposits taken	-	-	-	-	-	100.00	-	-	100.00
Other financial liabilities	-	-	1,244.78	-	-	1,526.91	-	-	1,644.25
<b>Total financial liabilities</b>	<b>-</b>	<b>-</b>	<b>15,571.31</b>	<b>-</b>	<b>-</b>	<b>14,299.73</b>	<b>-</b>	<b>-</b>	<b>18,803.38</b>

## (i) Fair value hierarchy:

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

The following table provides the fair value measurement hierarchy of the Company's financial assets and liabilities that are measured at fair value or where the fair value disclosure is required.

**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2018 (Contd.)**

(All amounts in INR Lakhs unless otherwise stated)

Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2018	Notes	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
<b>Financial investments at FVPL</b>					
Mutual funds	4(a)	1,872.18	-	-	1,872.18
Equity instruments	4(a)	-	-	159.46	159.46
<b>Total financial assets</b>		1,872.18	-	159.46	2,031.64
<b>Financial liabilities</b>					
<b>Total financial liability</b>		-	-	-	-

Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2017	Notes	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
<b>Financial investments at FVPL</b>					
Mutual funds	4(a)	2,358.49		-	2,358.49
Equity instruments	4(a)	-	-	141.52	141.52
<b>Total financial assets</b>		2,358.49	-	141.52	2,500.01
<b>Financial liabilities</b>					
<b>Total financial liability</b>		-	-	-	-

Financial assets and liabilities measured at fair value - recurring fair value measurements At April 1, 2016	Notes	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
Total financial assets		-	-	-	-
<b>Financial liabilities</b>					
Total financial liability		-	-	-	-
<b>Total financial assets</b>					
<b>Financial liabilities</b>					
<b>Total financial liability</b>	-	-	-	-	

Level 1: hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all mutual funds are arrived at by using closing Net Asset Value published by the respective mutual fund houses.

Level 3: If one or more of the significant inputs is not based on observable data, the instrument is included in level 3. This is the case for unlisted equity securities.

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

- (ii) Valuation technique used to determine fair value  
The following methods and assumptions were used to estimate the fair value of the level 3 financial instruments included in the above tables:  
The investment in unquoted equity instrument represents investment in class A equity shares of Sai Wardha Power Generation Limited (SWPGL). The investment have some restrictions as per the Share purchase agreement including restriction on sale of these investments to any third party. The fair value arrived at is after taking into account the relevant terms and condition of the Share purchase agreement. Also refer note 4(a) for details.
- (iii) As per Ind AS 107 “Financial Instrument: Disclosure”, fair value disclosures are not required when the carrying amounts reasonably approximate the fair value. Accordingly fair value disclosures have not been made for the following financial instruments:-
1. Trade receivables
  2. Cash and cash equivalent
  3. Other bank balances
  4. Security deposits
  5. Interest accrued on deposits
  6. Borrowings
  7. Trade payables
  8. Capital creditors
  9. Unpaid dividends
  10. Employee dues
  11. Directors' commission
  12. Bank overdrafts
  13. Other payables

### NOTE 24 : FINANCIAL RISK MANAGEMENT

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework. The Company has constituted a Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company.

#### a. MANAGEMENT OF CREDIT RISK

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations and arises principally from the company's receivables from customers

##### i) Trade receivables:-

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to 6258.66 lakhs and 5933.90 lakhs as of 31 March 2018 and 31 March 2017, respectively. Trade receivables are typically unsecured and are derived from revenue

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

earned from customers primarily located in India. Credit risk has always been managed by the company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company evaluates the customer credentials carefully from trade sources before appointment of any distributor and only financially sound parties are appointed as distributors. The Company secures adequate deposits from its distributor and hence risk of bad debt is limited. The credit outstanding is sought to be limited to the sum of advances/deposits and credit limit determined by the company. The company have stop supply mechanism in place in case outstanding goes beyond agreed limits. Based on prior experience and an assessment of the current economic environment, management believes there is no further credit risk provision required.

**ia The following table gives details in respect of percentage of revenues generated from top customer and top five customers, other than related parties:**

Particulars	31.03.2018	31.03.2017	01.04.2016
Revenue from top customer	15.52%	12.73%	6.13%
Revenue from top five customers	35.49%	32.57%	23.91%

**ib Ageing Analysis of Trade Receivables**

More than 6 months	26.71	27.09	170.19
Others	6231.95	5906.81	5747.68

The company's credit period generally ranges from 15-60 days

**ii) Other financial assets:-**

Credit risk on cash and cash equivalents is limited as the company generally invests in deposits with banks and financial institutions with high credit ratings assigned by domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units. The Company's maximum exposure to credit risk is the carrying value of each class of financial assets.

**b MANAGEMENT OF LIQUIDITY RISK**

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach in managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses or risking damage to company's reputation. In doing this, management considers both normal and stressed conditions.

Management monitors the rolling forecast of the company's liquidity position on the basis of expected cash flows. This monitoring includes financial ratios and takes into account the accessibility of cash and cash equivalents.

The company has access to funds from debt markets through loan from banks. The company invests its surplus funds in bank deposits and debt based mutual funds.

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows along with its carrying value as at the Balance Sheet date.

		As at 31 March, 2018				
		Contractual cash flows				
	Carrying value	Total	Within 12 Months	1-2 years	2.5 years	more than 5 years
<b>Financial Liabilities</b>						
<b>Non Current</b>						
Borrowings	2,589.97	2,596.79	-	996.71	1,327.22	272.86
<b>Current</b>						
Borrowings	135.04	135.04	1,006.94	-	-	(871.90)
Trade payables	7,855.22	7,855.22	7,689.41	-	-	165.81
Other liabilities	4,991.08	4,991.08	4,728.93	-	-	262.15

		As at 31 March, 2017				
		Contractual cash flows				
	Carrying value	Total	Within 12 Months	1-2 years	2.5 years	more than 5 years
<b>Financial Liabilities</b>						
<b>Non Current</b>						
Borrowings	5,308.22	5,328.31	-	3,733.72	1,273.10	321.49
<b>Current</b>						
Borrowings	644.48	644.48	644.48	-	-	-
Trade payables	5,388.36	5,388.36	6,730.83	-	-	(1,342.47)
Other liabilities	2,958.67	2,958.67	1,906.00	-	-	1,052.67

		As at 1 April, 2016				
		Contractual cash flows				
	Carrying value	Total	Within 12 Months	1-2 years	2.5 years	more than 5 years
<b>Financial Liabilities</b>						
<b>Non Current</b>						
Borrowings	6,508.55	6,545.46	-	1,342.06	4,811.83	391.57
<b>Current</b>						
Borrowings	2,402.14	2,402.14	2,402.14	-	-	-
Trade payables	6,159.49	6,159.49	7,835.38	-	-	(1,675.89)
Other liabilities	3,733.20	3,733.20	2,347.11	-	-	1,386.09

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

### c MANAGEMENT OF MARKET RISK:

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of fluctuation in market prices. These comprise three types of risk i.e. currency rate, interest rate and other price related risks. Financial instruments affected by market risk include loans and borrowings, deposits, investments, and derivative financial instruments. Regular interaction with bankers, intermediaries and the market participants help us to mitigate such risk.

#### i) Foreign currency risk

The primary market risk to the Company is foreign exchange risk. After taking cognisance of the natural hedge, the company takes appropriate hedges to mitigate its risk resulting from fluctuations in foreign currency exchange rate(s). During the period under audit or in comparative period presented the company has made any derivative financial instruments related transaction to cover foreign exchange risk or otherwise.

#### aa The company's exposure to foreign currency risk as of March 31, 2018 expressed in INR lakhs, is as follows:

	31 March 2018			
	USD	CHF	EUR	Total
<b>Financial assets</b>				
Cash and cash equivalents	98.16	-	-	98.16
<b>Financial liabilities</b>				
Trade payables	4,490.66	19.65	-	4,510.31
Other liabilities	5.35	-	1.27	6.62
<b>Net assets / (liabilities)</b>	<b>(4,397.85)</b>	<b>(19.65)</b>	<b>(1.27)</b>	<b>(4,418.77)</b>

#### ab The company's exposure to foreign currency risk as of March 31, 2017 expressed in INR lakhs, is as follows:

	31 March 2017			
	USD	CHF	EUR	Total
<b>Financial assets</b>				
Cash and cash equivalents	207.15	-	-	207.15
<b>Financial liabilities</b>				
Trade payables	3,311.57	-	-	3,311.57
Other liabilities	5.12	-	-	5.12
<b>Net assets / (liabilities)</b>	<b>(3,109.54)</b>	<b>-</b>	<b>-</b>	<b>(3,109.54)</b>

#### ac The company's exposure to foreign currency risk as of April 1, 2016 expressed in INR lakhs, is as follows:

	1 Apr 2016			
	USD	CHF	EUR	Total
<b>Financial assets</b>				
Cash and cash equivalents	-	-	-	-
<b>Financial liabilities</b>				
Trade payables	4,299.20	14.53	6.20	4,319.93
<b>Other liabilities</b>	<b>2.01</b>	<b>-</b>	<b>-</b>	<b>2.01</b>
<b>Net assets / (liabilities)</b>	<b>(4,301.21)</b>	<b>(14.53)</b>	<b>(6.20)</b>	<b>(4,321.94)</b>

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

### ad Sensitivity

For the year ended March 31, 2018 and March 31, 2017, every percentage point appreciation/depreciation in the exchange rate would have affected the Company's operating margins respectively:

- INR/USD by approximately 1.46% and 1.04%
- INR/CHF by approximately 0.01% and Nil%
- INR/EUR by approximately 0.00% and Nil%

Sensitivity analysis is computed based on the changes in the income and expenses in foreign currency upon conversion into reporting currency, due to every percentage point appreciation/depreciation in the exchange rates.

### ae The following significant exchange rates have been applied during the year.

INR	Year-end spot rate		
	31-Mar-18	31-Mar-17	1-Apr-16
USD	65.10	64.83	66.37
EUR	80.12	69.23	75.55
CHF	68.16	64.77	69.19

### ii) Interest rate risk exposure

Interest rate risk is the risk that the fair value or future cash flows on a financial instrument will fluctuate because of changes in market interest rates. The management is responsible for the monitoring of the company's interest rate position. Various variables are considered by the management in structuring the company's investment to achieve a reasonable ,competitive cost of funding.

The exposure of the company's borrowing to interest rate changes at the end of the reporting period are as follows:

	31.03.2018	31.03.2017	01.04.2016
<b>Financial liabilities</b>			
Variable rate borrowings	2,001.76	2,854.91	3,847.81
Fixed rate borrowings	4,438.76	3,704.90	4,582.32
<b>Total borrowings</b>	<b>6,440.52</b>	<b>6,559.81</b>	<b>8,430.13</b>
<b>Financial assets</b>			
Fixed rate loans	303.32	0.96	276.23
<b>Total loan given</b>	<b>303.32</b>	<b>0.96</b>	<b>276.23</b>

### Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

	Impact on profit after tax	
	31-Mar-18	31-Mar-17
Interest rates - increase by 50 basis points (50 bps)	(10.01)	(14.27)
Interest rates - decrease by 50 basis points (50 bps)	10.01	14.27

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

### iii) Price Risk and Sensitivity:

The Company is mainly exposed to the price risk due to its investment in debt mutual funds. The price risk arises due to uncertainties about the future market values of these investments. At 31-Mar-18, the investments in debt mutual funds amounts to ₹ 1872.18 lakhs (31-Mar-17: 2358.49 lakhs and 1-Apr-16: Nil). These are exposed to price risk.

The Company has laid policies and guidelines which it adheres to in order to minimise price risk arising from investments in debt mutual funds.

A 1% increase in prices would have led to approximately an additional ₹ 18.72 lakhs gain in the Statement of Profit and Loss (2016-17: 23.58 lakhs gain). A 1% decrease in prices would have led to an equal but opposite effect.

### NOTE 25 : CAPITAL MANAGEMENT

#### (a) Risk management

The Company's capital comprises equity share capital, share premium, retained earnings and other equity attributable to equity holders.

The Company's objectives when managing capital are to : - safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. Net debt comprises of long term and short term borrowings less cash and bank balances. Equity includes equity share capital and reserves that are managed as capital.

Particulars	31.03.2018	31.03.2017	01.04.2016
Borrowings (Current +Non-current)	6,440.52	7,240.58	10,839.94
Less: Cash and cash equivalents	1,466.15	853.07	423.00
Less: Current Investment	1,872.18	2,358.49	-
Net Debt	<u>3,102.19</u>	<u>4,029.02</u>	<u>10,416.94</u>
Equity	<u>24,268.80</u>	<u>22,488.89</u>	<u>20,626.85</u>
Net debt to Equity ratio	13%	18%	51%

No changes were made in the objectives, policies or processes for managing capital of the Group during the current and previous year.

#### (b) Dividends

	31.03.2018	01.04.2017
<b>Equity shares</b>		
Final dividend for the year ended 31-Mar-17 of INR ₹ 0.15 (31-Mar-2016 :INR ₹ 0.10) per fully paid share	<b>142.43</b>	94.95
Dividends not recognised at the end of the reporting period		
In addition to the above dividends, since year end the directors have recommended the payment of a final dividend of INR ₹ 0.15 per fully paid equity share (31-Mar-2017 - INR ₹ 0.15). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	<b>142.43</b>	142.43



## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

### NOTE 26 : SEGMENT INFORMATION

The Board of Directors examines the Company's performance based on the products and geographic perspective and has identified below mentioned reportable segments of its business as follows:

**Paper :** The Paper segment relates to manufacturing (including processing) and marketing of various types of speciality papers, consisting Opaque Laminating Base, Glassine, Base paper, Bible Paper, etc.

**Hygiene products:** The Hygiene products segment relates to processing/trading and marketing of tissue and other hygiene papers as well as marking and distribution of other hygiene products.

Segment Revenue, Result, Assets and Liabilities include the respective amounts identifiable to each of the segments and amount allocated on a reasonable basis. Unallocated expenditure/income consist of common expenditure incurred for all the segments and expenses incurred or interest/investment income earned at corporate level. The assets and liabilities that cannot be allocated between the segments are shown as unallocated assets and unallocated liabilities respectively.

The accounting policies of the reportable segments are the same as the Company's accounting policies described in Note 2. The operating segments reported are the segments of the Company for which separate financial information is available. Profit before tax (PBT) are evaluated regularly by the CODM in deciding how to allocate resources and in assessing performance. The Company's financing (including finance costs and finance income) and income taxes are reviewed on an overall basis and are not allocated to operating segments. Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

The following table presents revenue, profit, assets and liabilities information regarding the Company's business segments:

Particulars	31.03.2018	31.03.2017
<b>Segment Revenue</b>		
a) Paper	46,615.85	49,363.65
b) Hygiene Products	5,188.62	5,025.62
<b>Total</b>	51,804.47	54,389.27
Less: Inter segment revenue	(1,181.60)	-
<b>Net sale/ Income from operation</b>	50,622.87	54,389.27
<b>Segment Results (Profit before interest,tax &amp; depreciation) :</b>		
a) Paper	4,032.78	4,967.16
b) Hygiene Products	643.88	117.45
<b>Total</b>	4,676.66	5,084.61
<b>Depreciation, amortisation and Impairment expense</b>		
a) Paper	651.98	867.56
b) Hygiene Products	8.72	80.73
<b>Total</b>	660.70	948.29
Less : Finance Cost	(903.87)	(1,010.73)
Add/(Less) Other unallocable income/(expenses),net	108.23	(22.52)
<b>Profit before tax</b>	3,003.86	3,148.11

**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2018 (Contd.)**

(All amounts in INR Lakhs unless otherwise stated)

**NOTE 26 : SEGMENT INFORMATION**

	<b>31.03.2018</b>	<b>31.03.2017</b>
<b>Segment Assets</b>		
a) Paper	<b>32,926.66</b>	31,402.07
b) Hygiene Products	<b>910.83</b>	1,010.72
c) Unallocated	<b>10,576.73</b>	8,186.29
<b>Total Assets</b>	<b><u>44,414.22</u></b>	<b><u>40,599.08</u></b>
<b>Segment Liabilities</b>		
a) Paper	<b>9,872.11</b>	7,283.51
b) Hygiene Products	<b>269.73</b>	484.52
c) Unallocated	<b>10,003.58</b>	10,342.16
<b>Total Liabilities</b>	<b><u>20,145.42</u></b>	<b><u>18,110.19</u></b>

The company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown in the table below.

**Revenue from external customers**

Within India	<b>49,557.39</b>	53,315.27
Outside India	<b>1,065.48</b>	1,074.00
<b>Total</b>	<b><u>50,622.87</u></b>	<b><u>54,389.27</u></b>

Revenue of approximately ₹ 7855.15 lakhs (31 March 2017- ₹ 6922.00 lakhs) are derived from single external customer. These revenue are attributed to the Paper segment.

**Non Current Assets \*\***

Within India	<b>1,899.02</b>	152.88
Outside India	-	-
<b>Total</b>	<b><u>1,899.02</u></b>	<b><u>152.88</u></b>

\*\* Non current assets for this purpose does not include financial assets.

**NOTE 27 : RELATED PARTY DISCLOSURE****A List of related parties (as identified and certified by the Management)**

(i)

<b>Name</b>	<b>Relationship</b>
3P Land Holdings Limited	Group Companies
Pudumjee Hygiene Products Limited	Group Companies
AMJ Land Holdings Limited	Group Companies
Pudumjee Investment & Finance Company Limited	Group Companies
Pudumjee Plant Laboratories Limited	Group Companies
Pudumjee Holdings Limited	Group Companies

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

### (ii) Key Management Personnel

Name	Designation
Shri. Arunkumar M.Jatia	Chairman
Shri.V.P.Leekha	Managing Director
Dr. Ashok Kumar	Executive Director
Shri. S. K. Bansal	Director
Shri.V.K.Beswal	Director
Shri.Nandan Damani	Director
Mrs. Madhu Dubhashi	Director
Shri.B.K.Khaitan	Director
Shri G.N.Jajodia	Chief Executive Officer
Shri.H.P.Birla	Chief Financial Officer

### (iii) Others

Pudumjee Pulp & Paper Mill Limited Office Staff Provident Fund	Entities where KMP have significant influence
M. P. Jatia Charitable Trust	
Jatia Foundation	

**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2018 (Contd.)**

**B. Transactions with Related Parties**

(All amounts in INR Lakhs unless otherwise stated)

Sr. No.	Particulars	Volume of transactions during		Amount outstanding as on					
		31-Mar-18	31-Mar-17	31-Mar-18		31-Mar-17		1-Apr-16	
				Receivable	Payable	Receivable	Payable	Receivable	Payable
i.	<b>Inter corporate deposits given</b>								
	3P Land Holdings Limited	-	-	-	-	-	-	275.86	-
ii.	<b>Inter corporate deposits taken</b>								
	3P Land Holdings Limited	-	1,751.83	-	-	-	-	-	-
	Pudumjee Hygiene Products Limited	32.46	23.10	-	32.46	-	21.31	-	8.13
	AMJ Land Holdings Limited	1,004.50	1,174.80	-	2.95	-	-	-	775.03
iii.	<b>Interest Paid</b>								
	3P Land Holdings Limited	-	17.31	-	-	-	-	-	-
	Pudumjee Hygiene Products Limited	2.60	1.59	-	-	-	-	-	-
	AMJ Land Holdings Limited	3.27	18.53	-	-	-	-	-	-
iv.	<b>Sale of goods</b>								
	3P Land Holdings Limited	0.42	0.35	-	-	-	-	-	-
	AMJ Land Holdings Limited	0.81	0.73	0.12	-	-	-	-	-
	Pudumjee Plant Laboratories Limited	-	0.03						
v.	<b>Purchases</b>								
	Pudumjee Hygiene Products Limited	-	12.36	-	-	-	-	-	-
	AMJ Land Holdings Limited	73.56	223.66	-	0.59	-	25.85	-	-
vi.	<b>Reimbursement for expenses common services and utilities, charged</b>								
	3P Land Holdings Limited	0.32	0.41	-	-	-	-	-	-
	AMJ Land Holdings Limited	1.61	2.06	-	-	-	-	-	-
vii.	<b>Rent Paid</b>								
	3P Land Holdings Limited	14.07	13.79	-	-	-	-	-	-
	AMJ Land Holdings Limited	108.73	81.77	-	-	-	-	-	-
viii.	<b>Dividend paid</b>								
	3P Land Holdings Limited	25.22	16.81	-	-	-	-	-	-
	Pudumjee Hygiene Products Limited	0.03	0.02	-	-	-	-	-	-
	AMJ Land Holdings Limited	1.03	0.69	-	-	-	-	-	-
	Pudumjee Investment & Finance Company Limited	2.66	1.78	-	-	-	-	-	-
	Pudumjee Holdings Limited	0.34	0.23	-	-	-	-	-	-
ix.	<b>Contribution to Employees' Provident Fund</b>								
	Pudumjee Pulp & Paper Mill Limited Office Staff Provident Fund	16.17	16.32	-	-	-	-	-	-
x.	<b>Donations given</b>								
	M.P.Jatia Charitable Trust	-	15.00	-	-	-	-	-	-
xi.	<b>Remuneration to Key Management Personnel (KMP):</b>								
a)	Short-term employee benefits	206.38	212.28	-	-	-	-	-	-
b)	Post employment benefit	96.39	83.60	-	-	-	-	-	-
c)	Other long term benefits	3.45	4.38	-	-	-	-	-	-
d)	Sitting fees to non-executive directors	2.98	3.58	-	-	-	-	-	-
	<b>Total remuneration</b>	<b>309.20</b>	<b>303.84</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

# NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

**NOTE 28 : CONTINGENT LIABILITIES**

Particulars	31.03.2018	31.03.2017	01.04.2016
(a) Excise/Service tax/Customs related demands /Notifications:			
Matters decided in favour of the Company by appellate authorities, where the Department is in further appeal.	21.73	307.00	328.15
(b) Octroi :			
Claims against the Company not acknowledged as debts.	197.31	197.31	197.31
(c ) Interest on electrical duty on generated power:			
Claims against the Company not acknowledged as debts.	327.23	327.23	327.23
	<u>546.27</u>	<u>831.54</u>	<u>852.69</u>

**NOTE 29 : COMMITMENTS****(a) Capital expenditure contracted for at the end of the reporting period but not recognised as liability is as follows:**

Property plant and equipment	4,735.40	623.13	1,078.04
Intangible assets	-	-	-

**(b) Non- cancellable operating leases**

The Group has taken on lease certain facilities and equipment under operating lease arrangements that expire over the next five years. Rental expense incurred by the Company under operating lease agreements totalled approximately ₹153.19 lakhs (31 March 2017 ₹ 127.98 lakhs)

**Future minimum lease payments in respect of non-cancellable operating leases**

Not later than one year	143.27	154.20	111.76
Later than one year and not later than five years	294.98	449.17	352.92
Later than five years	16.27	38.36	118.46

**NOTE 30 : EARNINGS PER SHARE**

Particulars	AS AT 31.03.2018	AS AT 31.03.2017
Profits attributable to equity shareholders (₹ in lakhs)	1,914.70	2,057.80
<b>Basic Earnings Per Share</b>		
Weighted average number of equity shares outstanding during the year	949.50	949.50
<b>Basic EPS (₹ )</b>	<u>2.02</u>	<u>2.17</u>

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

### NOTE 30 : EARNINGS PER SHARE

	31.03.2018	31.03.2017
<b>Diluted Earnings Per Share</b>		
Weighted average number of equity shares outstanding for diluted EPS	<b>949.50</b>	949.50
<b>Diluted EPS (₹)</b>	<b>2.02</b>	<b>2.17</b>

### NOTE 31 : FIRST TIME ADOPTION OF IND AS

These are the company's first financial statement prepared in accordance with Ind AS. For periods up to and including the year ended 31st March 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP or Indian GAAP). The accounting policies set out in Note 2 have been applied in preparing the financial statements for the year ended 31 March 2018, the comparative information presented in these financial statements for the year ended 31 March 2017 and in the preparation of an opening Ind AS balance sheet at 1st April 2016 (Company's transition date). In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with Previous GAAP. An explanation of how the transition from previous GAAP to Ind AS has affected the company's financial performance and cash flows is set out in the following tables and notes.

Ind AS 101 allows first-time adopters certain exemptions/exception from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions/exception:

#### (a) Exemptions from full retrospective application:

##### aa Business combinations :-

Ind AS 101 provides the option to apply Ind AS 103 prospectively from the transition date or from a specific date prior to the transition date. This provides relief from full retrospective application that would require restatement of all business combinations prior to the transition date. The Company elected to apply Ind AS 103 prospectively to business combinations occurring after its transition date. Business combinations occurring prior to the transition date have not been restated.

##### ab Deemed cost:-

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its Property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for Intangible assets covered by Ind AS 38.

Accordingly, the Company has elected to measure all of its Property, plant and equipment and Intangible assets at the Previous GAAP carrying value as on transition date.

##### ad Leases

Appendix C to Ind AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangement. Ind AS 101 provides an option to make this assessment on the basis of facts and circumstances existing at the date of transition to Ind AS, except where the effect is expected to be not material. The Company has elected to apply this exemption for such contracts/arrangements.

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

**(b) Mandatory exceptions:**

**ba (i) Estimates**

An entity's estimate on the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1<sup>st</sup> April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Investment in equity instruments carried at FVPL ;
- Investment in mutual funds carried at FVPL;- Impairment of financial assets based on expected credit loss model; and
- Fair valuation of financial assets and liabilities

**bb (ii) Derecognition of financial assets and financial liabilities**

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS -109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

**bc (iii) Classification and measurement of financial assets :-**

Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

**(c) Reconciliations between previous GAAP and Ind AS**

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101:

- equity as at April 1, 2016;
- equity as at March 31, 2017;
- total comprehensive income for the year ended March 31, 2017; and
- explanation of material adjustments to cash flow statements.

In the reconciliations mentioned above, certain reclassifications have been made to Previous GAAP financial information to align with the Ind AS presentation.

# NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

**ca Reconciliation of equity as at April 1, 2016**

	Notes to first time adjustment	Amounts as per previous GAAP	Effect of transition to Ind AS	Amount as per Ind AS
<b>Assets</b>				
<b>Non current assets</b>				
(a) Property, plant and equipment		9,302.10	-	9,302.10
(b) Capital work-in-progress		5,775.25	-	5,775.25
(c) Goodwill		7,793.05	-	7,793.05
(d) Other intangible assets		2.87	-	2.87
(e) Intangible assets under development		100.85	-	100.85
(f) Financial assets				
i. Loans		-	-	-
ii. Other financial assets		19.72	-	19.72
(g) Other non-current assets		89.87	-	89.87
<b>Total non-current assets</b>		23,083.71	-	23,083.71
<b>Current assets</b>				
(a) Inventories		10,083.00	-	10,083.00
(b) Financial assets				
i. Investments		-	-	-
ii. Trade receivables		5,917.87	-	5,917.87
iii. Cash and cash equivalents		414.00	-	414.00
iv. Bank balances other than in (iii) above		9.00	-	9.00
v. Loans		276.23	-	276.23
vi. Other financial assets		96.68	-	96.68
(c) Other current assets		1,772.56	-	1,772.56
(d) Advance Income tax (net)		325.81	-	325.81
(e) Assets classified as held for sale		893.23	-	893.23
<b>Total current assets</b>		19,788.38	-	19,788.38
<b>Total assets</b>		42,872.09	-	42,872.09
<b>Equity and liabilities</b>				
<b>Equity</b>				
(a) Equity share capital		949.50	-	949.50
(b) Other equity				
i. Reserves and surplus	1	19,540.00	137.35	19,677.35
<b>Total equity</b>		20,489.50	137.35	20,626.85
<b>Non-current liabilities</b>				
(a) Financial liabilities				
i. Borrowings	4	6,545.46	(36.91)	6,508.55
(b) Provisions		289.80		289.80
(c) Employee benefit obligations		1,005.65	-	1,005.65
(d) Deferred tax liabilities		1,205.37	12.77	1,218.14
<b>Total non-current liabilities</b>		9,046.28	(24.14)	9,022.14
<b>Current liabilities</b>				
(a) Financial liabilities				
i. Borrowings		2,402.14	-	2,402.14
ii. Trade payables		6,159.49	-	6,159.49
iii. Other financial liabilities		3,733.20	-	3,733.20
(b) Employee benefit obligations		221.34	-	221.34
(c) Other current liabilities		820.14	(113.21)	706.93
<b>Total current liabilities</b>		13,336.31	(113.21)	13,223.10
<b>Total liabilities</b>		22,382.59	(137.35)	22,245.24
<b>Total equity and liabilities</b>		42,872.09	-	42,872.09



# NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

**cb Reconciliation of equity as at March 31, 2017**

	Notes to first time adjustment	Amounts as per previous GAAP	Effect of transition to Ind AS	Amount as per Ind AS
<b>Assets</b>				
<b>Non current assets</b>				
(a) Property, plant and equipment		11,156.38	-	11,156.38
(b) Capital work-in-progress		4,789.37	-	4,789.37
(c) Goodwill		7,793.05	-	7,793.05
(d) Other intangible assets		1.38	-	1.38
(e) Intangible assets under development		26.59	-	26.59
(f) Financial assets				
i. Loans		-	-	-
ii. Other financial assets		21.21	-	21.21
(g) Other non-current assets		152.88	-	152.88
<b>Total non-current assets</b>		<b>23,940.86</b>	-	<b>23,940.86</b>
<b>Current assets</b>				
(a) Inventories		5,330.53	-	5,330.53
(b) Financial assets				
i. Investments		2,500.01	-	2,500.01
ii. Trade receivables		5,933.90	-	5,933.90
iii. Cash and cash equivalents		626.06	-	626.06
iv. Bank balances other than in (iii) above		227.01	-	227.01
v. Loans		0.96	-	0.96
vi. Other financial assets		90.50	-	90.50
(c) Other current assets		1,599.79	-	1,599.79
(d) Advance Income tax (net)		209.52	-	209.52
(e) Assets classified as held for sale		139.94	-	139.94
<b>Total current assets</b>		<b>16,658.22</b>	-	<b>16,658.22</b>
<b>Total assets</b>		<b>40,599.08</b>	-	<b>40,599.08</b>
<b>Equity and liabilities</b>				
<b>Equity</b>				
(a) Equity share capital		949.50	-	949.50
(b) Other equity				
i. Reserves and surplus	1	21,526.25	13.14	21,539.39
<b>Total equity</b>		<b>22,475.75</b>	<b>13.14</b>	<b>22,488.89</b>
<b>Non-current liabilities</b>				
(a) Financial liabilities				
i. Borrowings	1	5,328.31	(20.09)	5,308.22
(b) Provisions		289.80		289.80
(c) Employee benefit obligations		1,212.39	-	1,212.39
(d) Deferred tax liabilities		1,558.37	6.95	1,565.32
<b>Total non-current liabilities</b>		<b>8,388.87</b>	<b>(13.14)</b>	<b>8,375.73</b>
<b>Current liabilities</b>				
(a) Financial liabilities				
i. Borrowings		644.48	-	644.48
ii. Trade payables		5,388.36	-	5,388.36
iii. Other financial liabilities		2,958.67	-	2,958.67
(b) Employee benefit obligations		247.02	-	247.02
(c) Other current liabilities		495.93	-	495.93
<b>Total current liabilities</b>		<b>9,734.46</b>	-	<b>9,734.46</b>
<b>Total liabilities</b>		<b>18,123.33</b>	<b>(13.14)</b>	<b>18,110.19</b>
<b>Total Equity and Liabilities</b>		<b>40,599.08</b>	-	<b>40,599.08</b>

**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2018 (Contd.)**

(All amounts in INR Lakhs unless otherwise stated)

**cc Reconciliation of total equity as at March 31, 2017 and April 1, 2016**

	Notes to first time adoption	31-Mar-17	1-Apr-16
<b>Total equity (shareholders' fund) as per previous GAAP</b>		22,475.75	20,489.50
<b>Ind AS adjustments</b>			
Borrowing - transaction cost adjustments	1,4	20.09	36.91
Proposed dividend & tax thereon			113.21
Deferred taxes on above Ind AS adjustments	1,4	(6.95)	(12.77)
<b>Total adjustments</b>		13.14	137.35
<b>Total Equity as per Ind AS</b>		22,488.89	20,626.85

**cd Reconciliation of total comprehensive income for the year ended March 31, 2017**

	Notes to first time adjustment	Amounts as per previous GAAP	Effect of transition to Ind AS	Amount as per Ind AS
<b>Income</b>				
<b>Revenue from operations</b>		54,389.27	-	54,389.27
Other income		256.29	-	256.29
Other gains / (losses) - net		-	-	-
<b>Total Income</b>		<b>54,645.56</b>	-	<b>54,645.56</b>
<b>Expenses</b>				
Cost of materials consumed		25,320.65	-	25,320.65
Purchases of stock-in-trade		4,762.62	-	4,762.62
Changes in inventories of work-in-progress, stock-in-traded finished goods		1,888.70	-	1,888.70
Excise duty on sale of Goods		<b>3,005.35</b>	-	<b>3,005.35</b>
Employee benefit expense	2	3,881.80	(124.61)	3,757.19
Power, Fuel & Water expenses		7,234.97	-	7,234.97
Net foreign exchange (gain)		(139.28)		(139.28)
Depreciation and amortisation expense		664.78		664.78
Other expenses		3,708.23	-	3,708.23
Finance costs		993.91	16.82	1,010.73
<b>Total expenses (II)</b>		<b>51,321.73</b>	<b>(107.79)</b>	<b>51,213.94</b>
<b>Profit before tax &amp; exceptional items</b>		<b>3,323.83</b>	<b>107.79</b>	<b>3,431.62</b>
Exceptional items		283.51	-	283.51
<b>Profit before tax</b>		<b>3,040.32</b>	<b>107.79</b>	<b>3,148.11</b>
<b>Income tax expense</b>				
Current tax		700.00	-	700.00
Deferred tax	3	<b>353.00</b>	<b>37.31</b>	<b>390.31</b>
<b>Total tax expense</b>		<b>1,053.00</b>	<b>37.31</b>	<b>1,090.31</b>
<b>Profit for the year</b>		<b>1,987.32</b>	<b>70.48</b>	<b>2,057.80</b>
Other comprehensive income, net of tax		-	(81.48)	(81.48)
<b>Total comprehensive income</b>		<b>1,987.32</b>	<b>(11.00)</b>	<b>1,976.32</b>

## NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2018 (Contd.)

(All amounts in INR Lakhs unless otherwise stated)

### ce Impact of Ind AS adoption on the statements of cash flows for the year ended March 31, 2017

	Amounts as per previous GAAP	Effect of transition to Ind AS	Amount as per Ind AS
Net cash flow from operating activities	8,441.42	(225.70)	8,215.72
Net cash flow from investing activities	(3,286.26)	-	(3,286.26)
Net cash flow from financing activities	(4,725.09)	7.69	(4,717.40)
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>430.07</b>	<b>(218.01)</b>	<b>212.06</b>
Cash and cash equivalents as at April 1, 2016	<b>414.00</b>	-	<b>414.00</b>
Cash and cash equivalents as at March 31, 2017	844.07	(218.01)	626.06

### cf Analysis of changes in cash and cash equivalents for the purposes of cash flows under Ind AS

	31 Mar, 2017	01 Apr, 2016
Cash and cash equivalents as per previous GAAP	<b>844.07</b>	414.00
GAAP adjustments	<b>(218.01)</b>	-
Cash and cash equivalents for the purpose of statement of cash flows	<u><b>626.06</b></u>	<u>414.00</u>

### cg Notes to first time adoption

#### Note 1 - Borrowings

The Company had, as per previous GAAP, charged transaction costs incurred in connection with borrowings to profit or loss in the year it acquired the borrowings. Under Ind AS, transaction costs are included in the initial recognition amount of financial liability and charged to profit or loss using the effective interest method.

This has resulted in increase in retain earning as on transition date, i.e. 1st April 2016 by ₹ 36.91 lakhs, with corresponding reduction in borrowings. Consequently in the subsequent year ended 31st March 2017, finance cost, calculated using effective interest rate was higher by ₹ 16.83 lakhs.

#### Note 2 - Remeasurements of post-employment benefit obligations

Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these remeasurements were forming part of the profit or loss for the year. As a result of this change, the profit for the year ended March 31, 2017 increased by ₹ 119.35 lakhs. There is no impact on the total equity as at March 31, 2017.

#### Note 3 - Other comprehensive income

Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as other comprehensive income include remeasurements of defined benefit plans and taxes thereon. The concept of other comprehensive income did not exist under previous GAAP.

#### Note 4 - Retained earnings

Retained earnings as at 1st April 2016 has been adjusted consequent to the above Ind AS transition adjustments.

**NOTES TO THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR ENDED  
MARCH 31, 2018 (Contd.)**

(All amounts in INR Lakhs unless otherwise stated)

**NOTE 32 : DISCLOSURE FOR CHANGES IN FINANCIAL LIABILITIES (AS PER AMENDMENT TO IND AS 7)**

Particulars	31-Mar-17	Cash flows	Non cash changes Fair value / Amortisation changes	31-Mar-18
Long term borrowings (Including current maturities)	6,596.10	(302.82)	12.20	6,305.48
shortterm borrowings	644.48	(509.44)	-	135.04
<b>Total liabilities from financing activities</b>	<b>7,240.58</b>	<b>(812.26)</b>	<b>12.20</b>	<b>6,440.52</b>

**NOTE 33 : RECLASSIFICATION**

Previous year figure's have been reclassified to conform to this year's classification.

The accompanying notes are an integral part of the financial statements  
As per our report of date attached

For and on behalf of the board of directors of  
Pudumjee Paper Products Limited

**For J M AGRAWAL & CO.**  
Firm Registration No - 100130W  
Chartered Accountants

**V. K. BESWAL**  
Director

**A. K. JATIA**  
Chairman

**Punit Agrawal**  
Partner  
Membership No. 148757  
Place : Lonavala  
Date : 26<sup>th</sup> May, 2018

**VINAY JADHAV**  
Company Secretary  
**H. P. BIRLA**  
Chief Financial Officer

**V. P. Leekha**  
Managing Director

Place :Lonavala  
Date : 26<sup>th</sup> May, 2018

**FORM MGT-11****Proxy Form**

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

Name of the member (s) : **PUDUMJEE PAPER PRODUCTS LIMITED CIN: L21098PN2015PLC153717,**  
Registered office : **THERGAON, PUNE - 411 033.**

Name of the member (s) :	
Registered address :	
E-mail Id :	
Folio No./ Client Id/DPID :	

I/We, being the member (s) of ..... Shares of the above named company, hereby appoint,

1. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ..... or failing him
2. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ..... or failing him
3. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : .....

as my/ our proxy to attend and vote (on a poll) for me/ us and on our behalf at the 4<sup>th</sup> Annual General Meeting of the Company, to be held on the Saturday, the 21<sup>st</sup> day of July, 2018 at 3.00 p.m. (ST) at the Registered Office of the Company at Thergaon, Pune 411 033 and at any adjournment thereof in respect of such resolutions as are indicated below :

**Resolution No(s).** (Please tick (✓) at appropriate box below)

1. Adoption of Accounts & Reports of Directors & Auditors ☐
2. Appointment of Director retiring by rotation ☐
3. Declaration of Dividend ☐
4. Ratification of Appointment of Auditors and fixing their remuneration ☐
5. Consent to the subsisting contracts already entered/to be entered into with Related Party(ies) ☐
6. Consent for acceptance of fixed deposits from Public/ Members ☐
7. Appointment of Ms.Vrinda Jatia, as a Vice President (Market Reserach & Developemnt) of the Company ☐
8. Approval for providing loans to Bodies Corporate(s) ☐

**P. T. O.**

Signed this.....day of .....2018.

Signature of shareholder



Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



**PUDUMJEE PAPER PRODUCTS LIMITED**

**Registered Office:** Thergaon, Pune - 411 033.

**Tel:** +91-20-40773423, **Fax:** +91-20-40773388

**CIN:** L21098PN2015PLC153717,

**Website :** www.pudumjee.com, **E-mail:** sk@pune.pudumjee.com

**ATTENDANCE SLIP**

Please complete and sign this attendance slip and hand over at the entrance of the meeting hall.

1. Name and Registered Address of the sole / first  
named Shareholder :
2. Name(s) of the Joint Shareholder(s) if any :
3. Name of Proxy (if any) :
4. Registered Folio No./DPID & Client ID No. :
5. Number of Shares held :

I hereby record my presence at the 4<sup>th</sup> Annual General Meeting of the Company at its Registered Office at Thergaon, Pune 411 033, at 3.00 p.m. (ST) on Saturday, the 21<sup>st</sup> day of July, 2018.

-----  
Signature of the Member/Proxy





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