

Date: 01/10/2018

To,
Gen. Manager (DCS)
BSE Limited
P J Towers,
Dalal Street, Fort,
Mumbai-400001

SUBJECT: ANNUAL REPORT FOR THE YEAR 2017-18

Dear Sir,

With regards to captioned subject, and pursuant to Regulation 34(1) of Securities Exchange board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, we hereby enclose herewith Annual Report for the F.Y 2017-18. Kindly take a note that the Annual General Meeting of the company was held on 26th September, 2018.

You are requested to take the same on your record.

Thanking You.

Yours Sincerely,

For, VIKRAM THERMO (INDIA) LIMITED



MR. DHIRAJLAL K PATEL
MANAGING DIRECTOR
(DIN:00044350)



24th
Annual Report
2017-18



CORPORATE INFORMATION

BOARD OF DIRECTORS

DR. CHIMANBHAI KHODIDAS PATEL - Chairman & Executive Director
(DIN 00044241)

DHIRAJLAL KARSANDAS PATEL - Managing Director
(DIN 00044350)

DR. DINESHKUMAR H. PATEL - Executive Director
(DIN 02583348)

BHARATBHAI M. SHAH - Non Executive
(DIN 00044460) Independent Director

KETANBHAI C. PATEL - Non Executive
(DIN 00064185) Independent Director

THAKARSHIBHAI M. PATEL - Non Executive
(DIN 00044557) Independent Director

GHANSHYAMBHAI D. KEWADIA - Non Executive
(DIN 00044526) Independent Director

ALPABEN ALPESHBHAI PATEL - Woman Director
(DIN 06950180)

MR. SHAILESHKUMAR P. PATEL - Non Executive
(DIN 07395238) Independent Director

MR. ANKUR D PATEL - Executive Director
(DIN 07395218)

COMPANY SECRETARY (KMP)

Mr. MAHESHKUMAR KANTILAL SHAH
Email- legal@vikramthermo.com

CHIEF FINANCIAL OFFICER (KMP)

MR. MOTIBHAI DEVABHAI FOSI
Email- finance@vikramthermo.com

AUDITORS

Statutory Auditors:

J. T. Shah & Co.
Chartered Accountants
201/202, Lalita Complex,
352/3, Rasla Marg, Navrangpura,
Ahmedabad – 380009

Internal Auditor:

M/S. SAMIR M. SHAH & ASSOCIATES,
Chartered Accountants
B-516 Gopal Palace, Nr. Shiromani Flats
Opp. Ocean Park, Sattellite Road,
Ambawadi, Ahmedabad-380015

Secretarial Auditor:

M/S. A. SHAH & ASSOCIATES
Practicing Company Secretaries
D- 413, Shiromani Complex,
Opp. Ocean Park, Nehrunagar,
Satellite, Ahmedabad – 380 015

BANKERS

HDFC BANK LTD
Ground Floor, Shop No 7 & 8
Zodiac Plaza, Commerce College
Road Branch,
Ahmedabad, Gujarat - 380009

SHARE TRANSFER AGENT:

BIGSHARE SERVICES PVT. LTD.

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road Marol,
Andheri (E) Mumbai - 400059, Maharashtra
P : +91 022 62638204

FACTORY:

Unit-I

At Dhanot,
Chhatral – Kadi Road, Tal. Kalol,
Dist. Gandhinagar, Gujarat (INDIA)

Unit-II

At Indrad, S. No. 322,
Chhatral- Kadi Road, Tal. Kadi,
Dist. Mehsana, Gujarat (INDIA)

Application Lab

601, GIDC, Chhatral,
Tal. Kalol, Dist. Gandhinagar,
Gujarat (INDIA)

REGISTERED OFFICE:

101, Classic Avenue,
Opp. Sales India, Ashram Road,
Ahmedabad - 380 009

CIN:

L24296GJ1994PLC021524

Website:

www.vikramthermo.com

Email:

exports@vikramthermo.com

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NOTICE

Notice is hereby given that 24th Annual General Meeting of **VIKRAM THERMO (INDIA) LIMITED** will be held at The Green Pearl Opp Satva Vikas School, Sindhu Bhavan Road, Bodakdev, Ahmedabad - 380059 On 26th September, 2018 At 9.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the Financial year ended March 31, 2018, including the audited Balance Sheet as at March 31, 2018, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To Declare Dividend on equity shares as recommended by the Board of Directors of the Company.
3. To appoint a Director in place of Mr. Ankur Dhirajlal Patel, (DIN: 07395218) who retires by rotation, in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. REAPPOINTMENT OF MR. DHIRAJLAL PATEL, AS A MANAGING DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and Other Applicable provision if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, MR. DHIRAJLAL PATEL, (DIN: 00044350) be and is hereby reappointed as Managing Director of the Company for a consecutive period of 5 (five) years with effect from 14th August, 2018 at a remuneration as may be mutually agreed between MR. DHIRAJLAL PATEL and Board of Directors of the Company."

RESOLVED FURTHER THAT, to give effect to this Resolution MR. CHIMANBHAI PATEL (DIN: 00044241), Director of the Company be and is hereby Authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto."

Registered Office

101, Classic Avenue, Opp. Sales India,
Ashram Road, Ahmedabad - 380009

By order of Board of Directors
For, Vikram Thermo (India) Ltd.

Date: 14th August, 2018

Sd/-
Shri Dhirajlal K. Patel
Managing Director
(DIN : 00044350)



NOTES:

1. A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company. Instrument of proxy in order to be effective must be received by the company not less than 48 hours before the meeting.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf at the meeting.
3. A statement pursuant to section 102 (1) of the companies act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
4. As a measure of economy, Annual Report will not be distributed at the Meeting. So, members are requested to bring their copy of Annual Report with them to the Annual General Meeting.
5. Members intending to require information about accounts to be explained in the meeting are requested to inform the company at least 7 days in advance of the annual general meeting.
6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, the Notice along with Explanatory Statement is being sent to all the members, whose names appear in the Register of Members / List of Beneficial Owners, received from NSDL / CDSL as on close of business hours on, **17th AUGUST, 2018**. The Notice along with Explanatory Statement is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
7. For Members whose email IDs are not registered, physical copies of the Notice are being sent by permitted mode. The Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
8.
 - a) Members holding shares in electronic form may please note that their bank details as may be furnished to the Company by respective Depositories will only be considered for remittance of dividend through NECS at RBI clearing centers or through Dividend Warrants. Beneficial holders holding Shares in demat form are requested to get in touch with their Depository Participants (D.P.) to update / correct their NECS/ECS details - Bank Code (9 digits) and Bank Account No. (12 to 16 digits) to avoid any rejections and also give instructions regarding change of address, if any, to their D.P. It is advisable to attach a photocopy of a cancelled cheque with your instructions to your D.P.
 - b) The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz. Big share Services P. Ltd., 1st Floor, Bharat Tin Works Building, Opp.Vasant Oasis, Makwana Road, Marol, Andheri (E) Mumbai - 400059, Maharashtra ,P : +91 022 62638204. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) and updates of bank account details by every investors holding securities in physical or electronic mode with the Registrar and Share Transfer Agent
Those holding shares in dematerialized form may intimate any change in their addresses or bank details / mandates to their Depository Participants (DP) immediately. Members holding shares in dematerialized form may note that bank details registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request directly received from any member holding shares in dematerialized form for any change in such details. Such changes are to be advised only to the DP of the members.
 - c) Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members are entitled to make nomination in respect of the shares held by them in physical form. Members desirous of making nominations are requested to send their requests in Form SH-13 (which is available on the Company's website **www.vikramthermo.com**) to the Registrar & Share Transfer Agent, at the address given above.
9. The Register of Members and Share Transfer Books of the Company will remain closed from **22nd Sept, 2018 to 26th Sept, 2018 (both days inclusive)** for the purpose of Annual General Meeting and declaration of dividend for the F.Y 2017-18
10. Dividend, if declared, will be paid to those members whose names appear in the Register of Members on **21st September, 2018**.
11. Members are requested to quote Folio number in all their correspondences.
12. Members are requested to inform the company immediately the changes, if any, in their address specifying full address in Block Capital Letters with Pin code of the post office.
13. The Members are advised to encash their dividend warrants within validity period. Thereafter, the payment of unencashed dividend warrants shall be made after receipt of final list of unclaimed dividend warrants and reconciliation of Dividend Account from Bank. The payment of unclaimed dividend will be made by DDs / Cheques payable at par upon furnishing Indemnity-cum-Request letter by the Member and verification by the Company.



Vikram Thermo (India) Limited

14. Pursuant to Section 125 of the Companies Act, 2013 corresponding to Section 205A of the Companies Act, 1956, all unclaimed dividends up to the financial year 2009-10 have been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Kindly note that once unclaimed and unpaid dividend is transferred to the Investor Education and Protection Fund, members will have to approach IEPF for such dividend.
15. With respect to payment of dividend, the Company provides the facility of ECS to all shareholders, holding shares in electronic and physical forms. Shareholders holding shares in the physical form who wish to avail ECS facility, may authorise the Company with their ECS mandate in the prescribed form which can be obtained from the Registrars and Transfer Agents, Big share Services P. Ltd., 1st Floor, Bharat Tin Works Building, Opp.Vasant Oasis, Makwana Road, Marol, Andheri (E) Mumbai - 400059, Maharashtra ,P : +91 022 62638204. The requests for payment of dividend through ECS for the year 2017-18 should be lodged with Bigshare Services P. Ltd. on or before 25-09-2018.
16. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2018 is uploaded on the Company's website www.vikramthermo.com and may be accessed by the members.
17. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.
18. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
19. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Agreement and Disclosure Requirement) Regulations 2015, the Company is providing E-Voting facility to all the members whose names appear in the Register of Members / beneficial owners as on the Cut-Off Date i.e. **21st SEPTEMBER, 2018**, who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by CDSL, through their portal <http://www.evotingindia.com> in this regard, members are notified that (i) the company has completed the dispatch of Notice through permitted mode to all the members of the company individually along with the explanatory statement and
(ii) Voting through electronic means shall commence from **22nd September, 2018 (9.00 am) and ends on 25th September, 2018 (5.00 pm)**. Please note that e-voting is optional. In case a member has voted through e-voting facility, he/ she are not allowed to vote in the Annual General Meeting.
20. The Member who transfers his / her shares after the Cut-off date i.e. 21st SEPTEMBER, 2018, is not eligible to vote to the extent of transfer made by him/ her, on the Resolutions mentioned in the Notice.
21. Any person who acquires the Shares of the Company after dispatch of the Notice of the General Meeting and holding the Shares on the Cut-off Date i.e. **21st SEPTEMBER, 2018**, may request to the Company on registered mail ID of the company to obtain the User ID & Password.
22. The Results of E-voting along with the Scrutinizer's Report shall be declared and placed on the Company's website and on the website of CDSL <https://www.evotingindia.co.in> on or **before 9:00 A.M. on 28th SEPTEMBER, 2018** and communicated to the BSE Limited where the shares of the Company are listed.
23. Members of the Company had approved the appointment of M/s. J.T. Shah & Co., Chartered Accountants, as the Statutory Auditors at the Twenty Third AGM of the Company which is valid till the conclusion of AGM for the financial year 2021-22. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.

Registered Office

101, Classic Avenue, Opp. Sales India,
Ashram Road, Ahmedabad - 380009

By order of Board of Directors
For, Vikram Thermo (India) Ltd.

Date: 14th August, 2018

Sd/-
Shri Dhirajlal K. Patel
Managing Director
(DIN : 00044350)



EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (The 'Act'), the following explanatory statement sets out all material facts relating to the business mentioned under Item No.5 of the accompanying Notice

ITEM NO- 4

The Board of Directors has reappointed MR. Dhirajlal Patel as Managing Director of the Company for a consecutive period of 5 (five) years with effect from 14th August, 2018, on the term and conditions of remuneration as may be mutually agreed by the company in consultation with Mr. Dhirajlal Patel, subject to the approval of shareholders in general meeting. Hence, the re appointment of Mr. Dhirajlal Patel as a Managing Director of the Company for the term of five consecutive years with effect from 14th August, 2018 is now being placed before the Members for their approval.

The Board is confident that with his extensive business knowledge and expertise he would definitely enhance the Board's strength and dynamism. The Company will be benefited by the experience he gained from the same business activity since many years.

The Board recommends the enabling Ordinary Resolution for shareholders' approval.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except MR. Ankur Dhirajlal Patel, (DIN: 07395218) is concerned or interested, financial or otherwise, in the resolution.

Registered Office

101, Classic Avenue, Opp. Sales India,
Ashram Road, Ahmedabad - 380009

By order of Board of Directors
For, Vikram Thermo (India) Ltd.

Sd/-
Shri Dhirajlal K. Patel
Managing Director

Date: 14th August, 2018

Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with regard to Directors seeking appointment / re-appointment as the forthcoming Annual General Meeting:

Name of the Director	MR. DHIRAJLAL K. PATEL	MR. ANKUR PATEL
Director Identification Number (DIN)	00044350	07395218
Designation	MANAGING DIRECTOR	WHOLE TIME DIRECTOR
Date of Appointment	29-09-2009	09-02-2016
Date of Birth	06-07-1963	09-07-1985
Brief Profile/ Nature of Expertise	Experience in the issues related to Management, Marketing and Export and has degree of Bachelor of Science and M.B.A.	He has master degree in polymers science from USA and has vast experience and knowledge in the field of marketing, research and development in the company.
Names of other companies in which the person also holds the directorship	NA	NA
Names of companies in which the person also holds the membership of Committees of the Board	NA	NA
Number of Equity Shares held in the Company & %	279039 (4.9984%) equity shares	117903 (2.11%) equity shares
Relationship between directors inter-se	Relative of one of the Directors of Company i.e. Father of Mr. Ankur Patel.	Relative of one of the Directors of Company i.e. Son of Mr. Dhirajlal Patel.



THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

SECTION A - E-VOTING PROCESS

- (i) The voting period begins on **22nd SEPTEMBER, 2018 FROM 9:00 A.M. TO 25TH SEPTEMBER, 2018 at 5:00 P.M** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **21st SEPTEMBER, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID.
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN i.e. **180727015** for the relevant Company Name i.e. **VIKRAM THERMO (INDIA) LIMITED** for voting on the relevant resolutions.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) **Note for Non - Individual Shareholders and Custodians:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS:

- i. The E-Voting period commences on **22nd SEPTEMBER, 2018 (09:00 A.M.) and ends on 25TH SEPTEMBER, 2018 (5:00 P.M.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off date i.e. **21st SEPTEMBER, 2018** may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii. **M/s A SHAH & ASSOCIATES**, Practicing Company Secretaries (Membership No.: FCS 4713; CP No: 6560) (Address: D-413, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad - 380 015, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- iv. The Scrutinizer shall, on the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any and submit forth with to the Chairman of the Company.
- v. The Results shall be declared along with the Scrutinizer's Report shall be placed on the Company's website www.vikramthermo.com and on the website of CDSL <https://www.evotingindia.co.in> on or before 9:00 A.M. on 28TH SEPTEMBER, 2018 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- ix. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x. The Members are requested to pay attention to the matter that once he / she has exercised his / her right then he / she shall not be allowed to change his / her vote subsequently in any case.
- xi. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.



DIRECTORS' REPORT

To,

The MEMBERS,

VIKRAM THERMO (INDIA) LTD

Your Directors have pleasure in presenting their 24TH Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2018.

1. FINANCIAL RESULTS

The Board's Report is prepared based on the stand alone financial statements of the company.

Rs. (In Lakhs)

PARTICULARS	2017-2018	2016-2017
Revenue for the year	4976.58	4993.58
Other income	18.80	25.45
Total Income	4995.38	5019.03
Profit / (Loss) Before Tax	311.58	725.29
Provision for Tax & Deferred Tax	77.18	254.48
Profit / (Loss) After Tax	234.40	470.81
Other Comprehensive income (net of tax effect)	11.63	(7.82)
Total Comprehensive income	246.03	462.98
Add : Balance as per last Financial Statement	2921.13	2588.93
Disposable Surplus	3167.16	3051.91
Less : Transfer to General Reserve	30.00	30.00
Dividend Paid (16-17)	92.11	Nil
Dividend Paid (15-16)	Nil	17.04
Dividend Distribution Tax (16-17)	18.75	Nil
Dividend Distribution Tax (15-16)	Nil	17.04
Balance carried forward	3026.30	2921.13

1. OPERATIONS:

Last few years have been challenging for the pharmaceutical industry - a period in which there were several changes in the pharmaceutical eco-systems and the markets as we know it. A slowdown in generic market opportunities and rising pressure from the governments across the globe to lower drug prices have impacted sentiment for the industry. Under this scenario, the company could not pass on the incremental cost to customers on account of rising input prices in the wake of continuous crude price rise witnessed over last 12 months. This has eroded the company's profitability and the financial performance of your company during 2017-18 fell short of our target and expectations.

2. DIVIDEND:

Your Directors are pleased to recommend payment of Dividend at 5 % on equity shares of Rs. 10/- each, amounting to Rs. 0.50 Per share on paid up equity capital of the company. With a view to share the profits of the company with its shareholders, directors feel that recommendation of dividend is a way of appreciation to them. The dividend payout will result in total outflow of Rs. 33,65,042/- (Previous Year Rs. 1,10,86,433/-).

3. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Pursuant to the provisions of Section 152 (6) of the Companies Act, 2013, MR. ANKUR DHIRAJLAL PATEL, Whole Time Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment.

The present term of appointment of Mr. Dhirajlal Patel as the Managing Director of the Company is valid up to 26th September, 2018. The Board has, subject to the approval of the Members in the forthcoming AGM, proposed the re-appointment of Mr. Dhirajlal Patel as Managing Director for another period of five years, with effect from 14th August 2018.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section 6 of Section 149 of the Companies Act, 2013 and under Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.



During the current financial year, there is no change in the directors of the company.

4. MEETINGS:

During the year, (6) Six Board Meetings and (5) Five Audit Committee Meetings were duly convened and held. The following are the dates on which the said Board Meetings held:

Sr. No.	Board Meeting
1	25.05.2017
2	12.08.2017
3	28.08.2017
4	11.09.2017
5	11.12.2017
6	14.02.2018

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

5. COMMITTEES:

The company has several committees which have been established as a part of best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Board has constituted following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee
- Corporate Social Responsibility Committee

The details with respect to the compositions, powers, roles, terms of reference etc. of relevant committees are given in detail in the 'Report on Corporate Governance' of the company which forms part of this Annual Report.

6. 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 the extract of the Annual Return as at March 31, 2018 forms part of this Directors' Report as '**Annexure: I**'

7. STATUTORY AUDITORS & AUDIT REPORT:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 M/s. J.T. Shah & Co., Chartered Accountants, (firm Registration No.109616W), has been appointed as statutory auditors in the Annual General Meeting of the company held on 28th September, 2018 to hold office till the conclusion of the Annual General Meeting of the Company for the financial year 2021-22. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM. Hence, Agenda for the ratification of Statutory auditor of the company has not been included in the Notice of AGM.

In this regard, the Company has received a certificate from the auditors to the effect that if they are appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The Report given by the Auditors on the financial statement of the Company is part of this Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report. The Auditors comments on your company's accounts for year ended March 31, 2018 are self explanatory in nature and do not require any explanation as per provisions of Section 134 (3) (f) of the Companies Act, 2013.

8. INTERNAL AUDIT AND FINANCIAL CONTROL

The Company has appointed M/S. SAMIR M. SHAH & ASSOCIATES, Chartered Accountants as Internal Auditor of the Company. The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial disclosures. The reports of Internal Audit are reviewed by the Audit Committee of the Board.

9. SECRETARIAL AUDIT

Pursuant to section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the company has appointed M/s. A. SHAH & ASSOCIATES, Practicing Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is enclosed as **Annexure -II** to the Board's Report.



10. NOMINATION AND REMUNERATION POLICY:

The Board has on the recommendation of Nomination and Remuneration / Compensation Committee, framed a policy on directors' appointment and remuneration of Directors including criteria for determining qualification, positive attributes, independence of directors and remuneration for Directors, Key Managerial Personnel and other employees. The policy is annexed to this report as 'Annexure: III.

11. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All Related Party Transactions those were entered during the financial year were in ordinary course of the business of the company and were on arm's length basis. There were no materially significant related party transactions entered by the Company with Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the company.

All such Related Party Transactions are placed before the Audit Committee for approval.

The policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions as approved by the Audit Committee and the Board of Directors has been uploaded on the website of the Company at www.vikramthermo.com under investors / policy documents / Related Party Transaction Policy.

The particulars of every contract or arrangements entered into by the Company with related parties referred to the sub-section (1) of section 188 of the Companies Act, 2013, are disclosed in Form No. AOC-2 'Annexure: IV' the same forms part of this report, pursuant to Section 134 (3) (h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014.

12. TRANSFER OF UNPAID/UNCLAIMED AMOUNTS TO IEPF

Pursuant to the provisions of Section 125 of Companies Act, 2013 the Unclaimed Dividend which remained unpaid/unclaimed for a period of 7 years have been transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013. The company has also transferred the unclaimed shares to IEPF account.

13. BOARD EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Regulation 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

14. DEPOSITS:

Your Company has not accepted any fixed deposits from the public within the provisions of Section 73 to 76 of the Companies Act, 2013. Hence, the disclosures required as per Rule 8(5)(v)&(vi) of the Companies (Accounts) Rules, 2014, read with Section 73 to 76 of the Companies Act, 2013 are not applicable to your Company.

15. CORPORATE GOVERNANCE:

The Company believes that good Corporate Governance is a continuous process and it is our continuous endeavor to achieve good governance, by way of a conscious and conscientious effort whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with all our stakeholders.

A separate section on Corporate Governance Standards followed by your Company, as stipulated under Regulation 34(3) read with Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 is enclosed as Annexure to this Report. The Report on Corporate Governance also contains certain disclosures required under Companies Act, 2013.

A Certificate from M/S. J. T. SHAH & CO., Chartered Accountants, conforming compliance to the conditions of Corporate Governance as stipulated under Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, is annexed to this Report.

16. GRATUITY:

The Company has already established a Group Gratuity Fund for the benefit of the employees of the company. The



Group policy has been taken with Life Insurance Corporation of India (Pension and Gratuity Fund Scheme). During the year contribution amounting to Rs.10,50,368/- was made towards this fund. (Previous year Rs.11,11,208/-).

17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

In terms of provisions of Section 134 (3) (g) of the Companies Act 2013, the Particulars of Loans, Guarantees or Investments under Section 186, is annexed hereto as '**Annexure: V**' and forms part of this Report.

18. PARTICULARS OF EMPLOYEES REMUNERATION:

- A. The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197, of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as '**Annexure: VI**' to the Directors' Report.
- B. The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not provided as no employee is paid remuneration of Rs. 8.5 Lac Per month and Rs. 1.2 Cr. Per Annum if employed for the whole year.

19. FOREIGN EXCHANGE EARNINGS / OUTGO:

Particulars regarding the foreign exchange earnings and outgo during the year 2017-18 is as Annexed hereto as "**ANNEXURE VII**".

20. VIGIL MECHANISM:

Pursuant to the provisions of section 177 (9) & (10) of the Companies Act, 2013, and Regulation 22 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.vikramthermo.com under investors / policy documents / Vigil Mechanism Policy link.

21. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the company which has been approved by the Board.

The CSR Policy can be accessed from the investors section on the company's website at the link <http://www.vikramthermo.com>. This being the Fourth year of implementation of the CSR Policy, The company is pleased to inform the members that an amount of Rs. 1365000/- towards its CSR obligation for 2017-18 has been spent and it is committed to further spend appropriate amount towards its obligation of the current financial year during 2018-19 as well.

The Report on CSR activity is annexed as **Annexure VIII**

22. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION:

(a) Conservation of energy:

(i)	the steps taken or impact on conservation of energy	The company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum savings of energy is achieved.
(ii)	the steps taken by the company for utilizing alternate sources of energy	No alternate source of energy is available at present. However, the company is exploring various alternatives in this direction.
(iii)	the capital investment on energy conservation equipment's	No Specific investment has been made in energy conservation areas.

- As the impact of measures taken for conservation and optimum utilization of energy are not quantitative, its impact on cost cannot be stated accurately.



(b) Technology absorption:

(i)	the efforts made towards technology absorption	Company's products are manufactured by using in house know how and no outside technology is being used for manufacturing activities. Therefore, no technology absorption is required.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	N.A.
	(a) the details of technology imported	N.A.
	(b) the year of import;	N.A.
	(c) whether the technology been fully absorbed	N.A.
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.
(iv)	the expenditure incurred on Research and Development	Capital Expenditure - Nil Revenue Expenditure - 5,23,173 Total 5,23,173 R & D Expenditure as % of total revenue 0.10%

The efforts are being made for energy conservation to new and innovative means. Further, the Company did not have any imported technology during the financial year.

23. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

1. Disclosure under Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 every company having women employees engaged in the company during the financial year is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place received from any women employee.

There are 5 women employees working in the Organization. The motive of the company is to provide the protection against the Sexual Harassment of woman employee at the work place, therefore the company has setup the Internal complaints committee and the said committee has framed policy for prevention of sexual harassment at work place in accordance with the section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. However, during the year no complaints were received by the Internal Complaints committee for sexual harassment from any of the women employees of the company.

24. HUMAN RESOURCES DEVELOPMENT:

Your Company treats its "Human Resources" as one of its most significant assets. The Company continues its focus on retention through employee engagement initiatives and provides a holistic environment where employees get opportunities to realize their potential. A number of programs that provide focused people attention are currently underway. Your Company's thrust is on the promotion of talent internally through job rotation and job enlargement. The Company's Health and Safety Policy commits to provide a healthy and safe work environment to all employees.

25. CHANGE IN NATURE OF THE BUSINESS:

There has been no change in the nature of business of the company during the year under review.

26. MANAGEMENT DISCUSSION AND ANALYSIS:

As per corporate governance norms, a separate section on Management Discussion and Analysis outlining the business of the Company is set out in Annexure forming part of this Report.

27. SIGNIFICANT OR MATERIAL ORDERS AGAINST COMPANY:

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.



28. STATEMENT OF DIRECTORS' RESPONSIBILITY:

Pursuant to requirement under Section 134 (3) (c) and Section 134(5) of the Companies Act, 2013 (Act), Directors, confirm that:

- (a) in the preparation of the annual accounts for the year ended on 31st March, 2018, the applicable accounting standards read with requirement set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (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 as at March 31, 2018 and of the profit of the company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively and;
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

29. ACKNOWLEDGEMENT:

Your Directors wish to place on record their gratitude and sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review.

Your Directors would like to express a profound sense of appreciation for the commitment shown by the employees in supporting the Company in its continued robust performance on all fronts.

Registered Office

101, Classic Avenue, Opp. Sales India,
Ashram Road, Ahmedabad - 380009

BY THE ORDER OF THE BOARD OF DIRECTORS
For, Vikram Thermo (India) Ltd.

Date: 29th May, 2018

Sd/-
Shri Dhirajlal K. Patel
Managing Director
(DIN : 00044350)



**ANNEXURE – I
FORM NO. MGT 9**

EXTRACT OF ANNUAL RETURN as on financial year ended on 31.03.2018
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L24296GJ1994PLCO21524
ii	Registration Date	11TH MARCH, 1994
iii	Name of the Company	VIKRAM THERMO (INDIA) LIMITED
iv	Category/Sub-category of the Company	Company Limited By Shares Sub-category : Indian Non-Government Company
v	Address of the Registered office & contact details	101 Classic Avenue, Opp. Sales India, Ashram Road, Ahmedabad - 380009 Contact No. : (079) 27543745 / 27542659 Mail ID: exports@vikramthermo.com
vi	Whether listed company	BSE LIMITED.
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	M/S. BIGSHARE SERVICES PVT. LTD. 1st Floor, Bharat Tin Works Building, Opp.Vasant Oasis, Makwana Road, Marol, Andheri (E) Mumbai - 400059, Maharashtra P : +91 022 62638204 Email : info@bigshareonline.com Website : www.bigshareonline.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	OTHER CHEMICAL PRODUCTS	202	100%

III SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i) Category-wise Share Holding:

Category of Shareholder	No. of Shares held at the beginning of the year (as on April 1, 2017 i.e. on the basis of SHP of March 31, 2017)				No. of Shares held at the end of the year (as on March 31, 2018 i.e. on the basis of SHP of March 31, 2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters/ Promoters Group									
(1) Indian									
a) Individual/HUF	3411935	-	3411935	61.12	3411935	-	3411935	61.12	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):	3411935	-	3411935	61.12	3411935	-	3411935	61.12	-
(2) Foreign									



Category of Shareholder	No. of Shares held at the beginning of the year (as on April 1, 2017 i.e. on the basis of SHP of March 31, 2017)				No. of Shares held at the end of the year (as on March 31, 2018 i.e. on the basis of SHP of March 31, 2018)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters/ Promoters Group									
(1) Indian									
a) Individual/HUF	3411935	-	3411935	61.12	3411935	-	3411935	61.12	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):	3411935	-	3411935	61.12	3411935	-	3411935	61.12	-
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other –Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total:(A) (2):	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	3411935	-	3411935	61.12	3411935	-	3411935	61.12	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	11500	11500	0.2	-	-	-	-	-0.2
b) Banks / FI	-	-	-	-	200	-	200	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
i-1) Foreign Financial Institution	-	-	-	-	-	-	-	-	-



Vikram Thermo (India) Limited

i-2) Trust	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	11500	11500	0.2	200	-	200	0	-0.2
2.Non- Institutions									
a) Bodies Corporate									
i) Indian	189140	6600	195740	3.51	209474	-	209474	3.75	0.24
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1281267	189706	1470973	26.35	1195198	137405	1332603	23.88	-2.47
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	318839	-	318839	5.71	416007	-	416007	7.45	1.74
c) Others (specify)	-	-	-	-	-	-	-	-	-
NRI	97890	50400	148290	2.66	83051	41900	124951	2.24	-0.42
Clearing Members	24393	-	24393	0.44	18449	-	18449	0.33	-0.11
IEPF	-	-	-	-	68051	-	68051	1.22	1.22
NBFC Registered with RBI	900	-	900	0.01	900	-	900	0.01	-
Sub-total (B)(2):-	1912429	246706	2159135	38.68	1991130	179305	2170435	38.88	0.2
Total Public Shareholding (B)=(B)(1)+(B)(2)	1912429	258206	2170635	38.88	1991130	179305	2170435	38.88	-
C. Shares held by Custodian for GDRs & ADRs (C)	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	5324364	258206	5582570	100	5403265	179305	5582570	100	-



ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2017 i.e. on the basis of SHP of March 31, 2017)			Shareholding at the end of the year (as on March 31, 2018 i.e. on the basis of SHP of March 31, 2018)			% change in shareholding 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	AMBALAL K. PATEL - HUF	31105	0.5572	-	31105	0.5572	-	-
2	MR. AMBALAL KARSANDAS PATEL	279000	4.9977	-	279000	4.9977	-	-
3	MR. DHIRAJBHAI KARSANBHAI PATEL	279039	4.9984	-	279039	4.9984	-	-
4	MR. CHIMANBHAI KHODIDAS PATEL	42500	0.7613	-	85400	1.5298	-	0.7685
5	MR. NIMISH CHIMANBHAI PATEL	42500	0.7613	-	42500	0.7613	-	-
6	DHIRAJBHAI K. PATEL - HUF	59720	1.0698	-	59720	1.0698	-	-
7	HARJIVANBHAI K PATEL- HUF	149757	2.6826	-	149757	2.6826	-	-
8	MR. GHANSHYAMBHAI KARSANDAS PATEL	264931	4.7439	-	264931	4.7439	-	-
9	GHANSHYAMBHAI KARSANDAS PATEL - HUF	29780	0.5334	-	29780	0.5334	-	-
10	MR. MAHENDRABHAI G PATEL	238362	4.2698	-	238362	4.2698	-	-
11	MR. HARJIVANBHAI K PATEL	272608	4.88	-	272608	4.88	-	-
12	MRS. VIMLABEN DHIRAJBHAI PATEL	266258	4.77	-	266258	4.77	-	-
13	MRS. KANCHANBEN GHANSHYAMBHAI PATEL	197435	3.5366	-	197435	3.5366	-	-
14	MR. DINESH HARJIVANBHAI PATEL	73109	1.3096	-	73109	1.3096	-	-
15	MRS. KANTABEN HARJIVANBHAI PATEL	233345	4.1799	-	233345	4.1799	-	-
16	MR. JAYMIN CHIMANBHAI PATEL	43000	0.7703	-	43000	0.7703	-	-
17	MR. SHAILESH AMBALAL PATEL	111000	1.9883	-	111005	1.9884	-	-
18	MR. ANKUR DHIRAJBHAI PATEL	117903	2.11	-	117903	2.11	-	-
19	MR. ALPESH AMBALAL PATEL	104000	1.8629	-	104000	1.8629	-	-
20	MR. VIKALP DHIRAJLAL PATEL	127115	2.277	-	127115	2.277	-	-
21	MR. BIJALBEN DINESHKUMAR PATEL	40509	0.7256	-	40509	0.7256	-	-
22	MRS. INDUBEN C PATEL	42900	0.7685	-	-	-	-	-0.7685
23	MRS. MANISHA C PATEL	22900	0.4102	-	22900	0.4102	-	-
24	MRS. KUNDANBEN AMBALAL PATEL	272605	4.8832	-	272605	4.8832	-	-
25	MRS. REKHABEN PATEL	62074	1.11	-	62074	1.11	-	-
26	MRS. ALPABEN PATEL	4460	0.08	-	4460	0.08	-	-
27	MRS. PRIYANKABEN PATEL	4015	0.07	-	4015	0.07	-	-
GRAND TOTAL		34,11,935	61.12%	-	34,11,935	61.12%	-	-



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

Sr. No.	Name of the Promoter	Date	Reason (if any increase / (decrease) during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	MR. CHIMANBHAI KHODIDAS PATEL	01-04-2017	At the beginning of the year	42500	0.7613	42500	0.7613
		16/03/2018 TO 23/03/2018	Increase in shareholding due to acquisition	42900	0.7685	85400	1.5298
		31-03-2018	At the end of the year	-	-	85400	1.5298
2	MRS. INDUBEN C PATEL	01-04-2017	At the beginning of the year	42900	0.7685	42900	0.7685
		16/03/2018 TO 23/03/2018	Decrease in shareholding due to sale	42900	0.7685	-	-
		31-03-2018	At the end of the year	-	-	-	-

NOTE: There is 'No Change' in the shareholding of the Promoters other than mentioned above.

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

Sr. No.	Name of the Promoter	Date	Reason (if any increase / (decrease) during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	MR. DHEERAJ KUMAR LOHIA	01-04-2017	At the beginning of the year	0	0	0	0
		12-06-2018	Increase in shareholding due to acquisition	40151	0.72	40,151	0.72
		02-02-2018		6921	0.12	47,072	0.84
		09-02-2018		5991	0.11	53,063	0.95
		16-02-2018		1373	0.03	54,436	0.98
		23-02-2018		995	0.01	55,431	0.99
		30-03-2018		4315	0.08	59,746	1.07
		31-03-2018	At the end of the year	59,746	1.07	59,746	1.07



2	RAJIV GARG	01-04-2017	At the beginning of the year	23500	0.42	23500	0.42
		07-Apr-17	Decrease in shareholding due to transfer	-3500	0.06	20,000	0.36
		21-Apr-17		-6762	0.12	13,238	0.24
		28-Apr-17		-2062	0.04	11,176	0.2
		05-May-17		-176	0	11,000	0.2
		08-Dec-17	Increase in shareholding due to acquisition	3115	0.25	14,115	0.25
		15-Dec-17		15776	0.29	29,891	0.54
		22-Dec-17		6747	0.12	36,638	0.66
		29-Dec-17		4298	0.07	40,936	0.73
		05-Jan-18		9290	0.17	50,226	0.9
		12-Jan-18		774	0.01	51,000	0.91
		31-Mar-18	At the end of the year	51,000	0.91	51,000	0.91
3		01-04-2016	At the beginning of the year	0	0	0	0
	SATYA PRAKASH MITTAL	07-Apr-17	Increase in shareholding due to acquisition	6943	0.12	6,943	0.12
		14-Apr-17		3391	0.06	10,334	0.19
		21-Apr-17		1430	0.03	11,764	0.21
		28-Apr-17		305	0.01	12,069	0.22
		19-May-17		3858	0.07	15,927	0.29
		26-May-17		6519	0.11	22,446	0.4
		02-Jun-17		499	0.01	22,945	0.41
		09-Jun-17		1874	0.03	24,819	0.44
		23-Jun-17		69	0.01	24,888	0.45
		30-Jun-17		500	0	25,388	0.45
		14-Jul-17		1821	0.04	27,209	0.49
		25-Aug-17		55	0	27,264	0.49
		01-Sep-17		13404	0.17	40,668	0.73
		13-Oct-17		686	0.01	41,354	0.74
		03-Nov-17		500	0.01	41,854	0.75
		10-Nov-17		3166	0.06	45,020	0.81
		17-Nov-17		864	0.01	45,884	0.82
		24-Nov-17		10	0	45,894	0.82
		01-Dec-17		1000	0.02	46,894	0.84
		15-Dec-17	Decrease in shareholding due to transfer	-806	0.01	46,088	0.83
		29-Dec-17	Increase in shareholding due to acquisition	60	0	46,148	0.83
		16-Mar-18		35	0	46,183	0.83
		23-Mar-18		450	0.01	46,633	0.84
		31-Mar-18	At the end of the year	46,633	0.84	46,633	0.84



4	CAMEL FOODS PVT LTD.	01-04-2017	At the beginning of the year	0	0	0	0
		01-Sep-17	Increase in shareholding due to acquisition	12510	0.22	12,510	0.22
		08-Sep-17		2490	0.05	15,000	0.27
		15-Sep-17		1000	0.02	16,000	0.29
		21-Sep-17		2293	0.04	18,293	0.33
		28-Sep-17		4535	0.08	22,828	0.41
		29-Sep-17		690	0.01	23,518	0.42
		13-Oct-17		509	0.01	24,027	0.43
		20-Oct-17		3000	0.05	27,027	0.48
		03-Nov-17		923	0.02	27,950	0.5
		01-Dec-17		2050	0.04	30,000	0.54
		12-Jan-18		8280	0.15	38,280	0.69
		19-Jan-18		100	0	38,380	0.69
		02-Feb-18		2192	0.04	40,572	0.73
		09-Feb-18		1000	0.01	41,572	0.74
		16-Feb-18		3000	0.06	44,572	0.8
		23-Feb-18		1799	0.03	46,371	0.83
		31.03.2018	At the end of the year	46371	0.83	46,371	0.83
5	INDIAN FINIANCE GUARANTY LTD	01-04-2017	At the beginning of the year	0	0	0	0
		26-Jan-18		200	0	200	0
		23-Mar-18		40000	0.72	40,200	0.72
		31-Mar-18	At the end of the year	40,200	0.72	40,200	0.72
6	KISHOR HARILAL KAMDAR	01-04-2017	At the beginning of the year	40000	0.72	40000	0.72
		12-Jan-18	Decrease in shareholding due to transfer	40000	0.72	0	0
		31-03-2018	At the end of the year	0	0	0	0
7	SONAL LOHIA	01-04-2017	At the beginning of the year	0	0	0	0
		12-Jan-18	Increase in shareholding due to acquisition	20000	0.36	20,000	0.36
		09-Feb-18		5484	0.1	25,484	0.46
		16-Feb-18		6123	0.11	31,607	0.57
		30-Mar-18		2000	0.03	33,607	0.6
		31-Mar-18	At the end of the year	33,607	0.6	33,607	0.6



8	LKP FINANCE LIMITED	01-04-2017	At the beginning of the year	32,353	0.58	32,353	0.58
		28-Apr-17	Decrease in shareholding due to transfer	-100	0	32,253	0.58
		15-Dec-17		-32253	0.58	0	0
		31-Mar-18	At the end of the year	0	0	0	0
9	ARISTOCRAT EQUITIES PVT LTD	01-04-2017	At the beginning of the year	27,000	0.48	27,000	0.48
		29-Dec-17	Decrease in shareholding due to transfer	-9000	0.18	18,000	0.32
		05-Jan-18		-13265	0.24	4,735	0.08
		12-Jan-18		-4735	0.08	0	0
		31-Mar-18	At the end of the year	0	0	0	0
10	VENU KUMAR KONERU	01-04-2017	At the beginning of the year	25,000	0.45	25,000	0.45
		15-Dec-17	Decrease in shareholding due to transfer	-5000		20,000	0.36
		12-Jan-18		-1275		18,725	0.34
		02-Feb-18		-4785		13,940	0.25
		16-Feb-18		-183		13,757	0.25
		23-Feb-18		-15		13,742	0.25
		02-Mar-18		-3742		10,000	0.18
		23-Mar-18		-4500		5,500	0.1
		30-Mar-18		-5500		0	0
		31-Mar-18	At the end of the year	0		0	0

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Director and Key Managerial Personnel	Date	Reason (if any increase / (decrease) during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	MR. DHIRAJBHAI KARSANBHAI PATEL (MANAGING DIRECTOR)	01-04-2017	At the beginning of the year	279039	4.9984	279039	4.9984
		31-03-2018	At the end of the year	-	-	279039	4.9984



2	MR. CHIMAHBHAI KHODABHAI PATEL (WTD)	01-04-2017	At the beginning of the year	42500	0.7613	42500	0.7613
		31-03-2018	At the end of the year	0	0	85400	1.53
3	MR. BHARATBHAI MANUBHAI SHAH (DIRECTOR)	01-04-2017	At the beginning of the year	0	0	0	0
		31-03-2018	At the end of the year	0	0	0	0
4	MR. KETAN CHIMANBHAI PATEL (DIRECTOR)	01-04-2017	At the beginning	0	0	0	0
		31-03-2018	At the end of the year	0	0	0	0
5	MR. THAKARSHIBHAI MAGANLAL PATEL (DIRECTOR)	01-04-2017	At the beginning of the year	0	0	0	0
		31-03-2018	At the end of the year	0	0	0	0
6	MR. GHANSHYAMBHAI DUNGARBHAI KEWADIA (DIRECTOR)	01-04-2017	At the beginning of the year	0	0	0	0
		31-03-2018	At the end of the year	0	0	0	0
7	MR. DINESH HARJIVANBHAI PATEL (DIRECTOR)	01-04-2017	At the beginning of the year	73109	1.3096	73109	1.3096
		31-03-2018	At the end of the year	0	0	73109	1.3096
8	MR. SHAILESHKUMAR PRAHLADBHAI PATEL (DIRECTOR)	01-04-2017	At the beginning of the year	0	0	0	0
		31-03-2018	At the end of the year	0	0	0	0
9	MRS. ALPABEN ALPESHBHAI PATEL (DIRECTOR)	01-04-2017	At the beginning of the year	4460	0.08	4460	0.08
		31-03-2018	At the end of the year	0	0	4460	0.08
10	MR. ANKUR DHIRAJLAL PATEL (DIRECTOR)	01-04-2017	At the beginning of the year	117903	2.112	117903	2.112
		31-03-2018	At the end of the year	0	0	117903	2.112


IV) INDEBTEDNESS: Indebtedness of the Company including interest outstanding / accrued but not due for payment.

Particulars	Secured Loans excluding deposits (Cash Credit)	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year:				
i) Principal Amount	56939061	610154	0	57549215
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	352531	4250	0	356781
Total (i+ii+iii)	57291592	614404	0	57905996
Change in Indebtedness during the financial year:				
* Addition	640739017	0	0	640739017
* (Reduction)	578945287	571918	0	579517205
Net Change	61793730	-571918	0	61221812
Indebtedness at the end of the financial year:				
i) Principal Amount	119085322	42486	0	119127808
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	406171	323	0	406494
Total (i+ii+iii)	119491493	42809	0	119534302

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:
A. Remuneration to Managing Director, Whole-time Directors and / or Manager:

Sr. No	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Mr. Dhirajlal k Patel (MD)	Mr. ANKUR D PATEL(WTD)	Mr. DINESH H PATEL(WTD)	Mr. Chimanbhai Patel(WTD)	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3240000	2160000	2160000	1200000	8760000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	28800	28800	28800	21600	108000
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0	0
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission - as % of profit - others, specify...	0	0	0	0	0
5	Others, please specify - Bonus	0	270000	270000	0	540000
	Total (A)	3268800	2458800	2458800	1221600	9408000
6	Ceiling As per the Act	4200000	4200000	4200000	4200000	16800000



B) Remuneration to other directors

1. Independent Director

Sr. No.	Particulars of Remuneration	Name of Director					Total Amt
		MR. BHARATB HAI SHAH	MR. KETAN PATEL	MR. THAKKARS HIBHAI PATEL	MR. GHANSHYA MBHAI KEWADIA	MR. SHAILESHKU MAR PATEL	
	-Fee for attending Board / Committee meetings (in Rs.)	20000	15000	25000	20000	15000	95000
	- Commission	0	0	0	0	0	0
	- Others, please specify	0	0	0	0	0	0
	TOTAL (B1)	20000	15000	25000	20000	15000	95000

2. Other Non-Executive Directors

Sr. No.	Particulars of Remuneration	Name of Director	Total Amt
		NA	NIL
	-Fee for attending Board / Committee meetings (in Rs.)	NA	NIL
	- Commission	NA	NIL
	- Others, please specify	NA	NIL
	TOTAL (B2)	NA	NIL
	TOTAL B = B(1) + B(2)		95,000

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Maheshkumar Kantilal Shah (Company Secretary)	MR. M D FOSI - CFO	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	72439	1842430	1914869
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NA	15000	15000
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NA	NA	NA
2	Stock Option	NA	NA	NA
3	Sweat Equity	NA	NA	NA
4	Commission	NA	NA	NA
	- as % of profit	NA	NA	NA
	others, specify...	NA	NA	NA
5	Others, please specify - Bonus	NA	227213	227213
	Total	72439	2084643	2157082



Vikram Thermo (India) Limited

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)
A. COMPANY					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

Sd/-
Dr.C.K.Patel
Chairman

Sd/-
Shri D.K.Patel
Managing Director

Sd/-
M.D.Fosi
CFO

Sd/-
M.K.Shah
Company Secretary

Place: Ahmedabad
Date: 29th May, 2018



Vikram Thermo (India) Limited

A. SHAH & ASSOCIATES

PRACTICING COMPANY SECRETARIES

D/413, Shiromani Complex, Opp. Oceanic Park,
Satellite Road, Nehrunagar, Ahmedabad-380015
Tel. No. Off. 079-26740953 Mob. No. 9978909231
Email id: anishshahcs@gmail.com
CS ANISH SHAH B.COM.LLB. FCS

Annexure: II MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED AS ON 31ST MARCH, 2018

To,
The Members,
VIKRAM THERMO (INDIA) LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/S VIKRAM THERMO (INDIA) LIMITED** (Hereinafter called the company) for the financial year ended on 31st March, 2018. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **M/S. VIKRAM THERMO (INDIA) LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st MARCH, 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/S. VIKRAM THERMO (INDIA) LIMITED** for the financial year ended on 31st MARCH, 2018 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) 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;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- VI. As the Company is engaged into Manufacturing of Pharmaceutical products, Other specific laws applicable to the Company for the financial year under review are as follows:
 - a) Drugs and Cosmetics Act, 1940
 - b) The Patents Act, 1970
 - c) The Trade Marks Act, 1999
 - d) Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974

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

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with BSE Limited.



Vikram Thermo (India) Limited

During the period under review the Company has complied with all the above provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

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

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the audit period in the company, there has been no material discrepancy found in the business and no specific change in the nature of the Business.

**For, A. Shah & Associates
Practicing Company Secretaries**

**Sd/-
MR. ANISH SHAH
FCS No: 4713
C P No.: 6560**

**Place: Ahmedabad
Date: 29/05/2018**

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part if this report.

Annexure A

**To,
The Members
VIKRAM THERMO (INDIA) LIMITED
101 103 105 CLASSIC AVENUE, 1ST FLOOR
OPP. SALES INDIA, ASHRAM ROAD,
AHMEDABAD**

Our Report of even date is to be read with this letter:

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

**For, A. Shah & Associates
Practicing Company Secretaries**

**Sd/-
MR. ANISH SHAH
FCS No: 4713
C P No.: 6560**

**Place : Ahmedabad
Date : 29/05/2018**



Annexure: III

NOMINATION AND REMUNERATION POLICY

INTRODUCTION:

Part D of Schedule II of SEBI (Listing obligations and disclosure requirements) Regulation, 2015 provides that:

"The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of directors and recommend to the Board, a policy, relating to the remuneration for the directors, key managerial personnel and other employees."

Section 178(2) & (3) of the Companies Act, 2013 provides that:

"The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the board of directors their appointment and removal and shall carry out evaluation of every director's performance."

Therefore, to ensure compliance with the aforesaid Act, and Regulations, the Nomination and Remuneration Committee (the 'Committee') the Board of directors of 'Vikram Thermo (India) Limited' (the 'Company') has formulated a Nomination and Remuneration Policy (the 'Policy').

1. OBJECTIVE

The objective of this Policy is to formulate the criteria for determining qualifications, positive attributes and independence for the appointment of a Director (Executive/Non-Executive/Independent) and recommend to the Board policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

The policy reflects the Company's objectives for good corporate governance as well as sustained long - term value creation for shareholders.

2. DEFINITIONS

'Company' means 'Vikram Thermo (India) Limited'.

'Committee' means 'Nomination and Remuneration Committee' as constituted by board from time to time.

'Regulations' means 'SEBI (Listing obligations and disclosure requirements) Regulation, 2015'

'Policy' means 'this policy'.

'Key Managerial Personnel' means

- Chief Executive Officer or Managing Director or the Manager,
- Whole time director
- Chief financial Officer
- Company secretary
- And such other officer as may be prescribed under the Act from time to time.

'Senior Management Personnel' (SMP) means personnel of the Company who are members of the core management team, excluding Board of Directors and are one level below the Executive Director including Functional Head.

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

3. APPLICABILITY

The Nomination and Remuneration Policy applies to the appointment and remuneration of Directors, Key Managerial Personnel and Company's Senior Management and other employees.

This Nomination & Remuneration Policy shall apply to all future employment agreements with members of Company's Senior Management, Key Managerial Personnel and Board of Directors. This Policy shall be of guidance for the Nomination & Remuneration Committee and Board of Directors.

4. APPOINTMENT CRITERIA

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

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



Vikram Thermo (India) Limited

A person to be appointed as a Director should possess impeccable reputation for integrity, deep expertise and insights in sectors/areas relevant to the Company and ability to contribute to the Company's growth.

APPOINTMENT OF EXECUTIVE DIRECTOR

For the purpose of appointment of Executive Directors, the Committee shall identify persons of integrity who possess relevant experience, domain expertise and leadership qualities and also ensure that the incumbent fulfills such other criteria with regard to age and qualifications as laid down under Companies Act or other applicable laws.

APPOINTMENT OF NON EXECUTIVE DIRECTORS

The Non Executive Directors shall be persons of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of finance, taxation, law, governance, marketing and general management.

APPOINTMENT OF INDEPENDENT DIRECTORS

In the case of appointment of Independent Directors, the Committee satisfies itself with regard to the independent nature of the Director and considers the incumbent's qualification, expertise and experience in the respective field and diversity of the Board while recommending to the Board the candidature for appointment as Director so as to enable the Board to discharge its function and duties effectively.

The Nomination & Remuneration Committee shall decide whether to extend or continue the term of appointment of the independent director, on the basis of report of performance evaluation of independent directors.

APPOINTMENT OF KMP/SENIOR MANAGEMENT/OTHER EMPLOYEES

- To possess the required qualifications, experience, skills and expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working Environment.
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission.

5. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR MANAGEMENT

The guiding principle is that the remuneration and the other terms of employment shall be competitive in order to ensure that the Company can attract and retain competent Executives/ Directors.

The appointment and remuneration of the Managerial Personnel shall be governed by Chapter XIII of the Companies Act, 2013 read with Schedule V and the Rules there under.

Reward Policies

- Attract and retain: Remuneration packages are designed to attract high caliber executives in a competitive global market and remunerate executives fairly and responsibly. The remuneration shall be competitive and based on the individual responsibilities and performance.
- Motivate and reward: Remuneration is designed to motivate delivery of our key business strategies, create a strong performance orientated environment and reward achievement of meaningful targets over the short-and long-term.
- The principal terms of non-monetary benefits: The Executives will be entitled to customary non-monetary benefits such as company cars and company health care, telephone etc. In addition thereto in individual cases company housing and other benefits may also be offered.

Remuneration of Executive Directors

- The remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee and subsequently, the Board approves and adopts the same and wherever necessary forwards the same for the approval of the shareholders in the General Meetings of the Company.
- Executive remuneration is evaluated annually against performance and a benchmark of software companies, which in size and function are similar to the Company.

The Total monthly remuneration of Managing Director/Whole-time Director shall be comprised, inter alia, as follows:

- Basic Salary
- House Rent Allowance
- Transport Allowance
- Conveyance Allowance
- Reimbursement of any out of pocket expenses incurred by the Directors in discharge of their functions/duties on behalf of the Company.



Vikram Thermo (India) Limited

Annual Components:

- Medical reimbursement
- Leave Travel Allowance

Remuneration of Non-Executive Directors

The Non-Executive Directors (NEDs) are paid remuneration by way of Sitting Fees. The Articles of Association of the Company have entrusted the Board of Directors of the Company to decide the remuneration payable to the Non-Executive Directors of the Company within the limits permissible under the Companies Act, 2013 and Rules there under for each meeting of the Board of Directors or Committee Meetings attended by them irrespective of the number of days for which such meeting may continue consecutively.

Payment of Sitting Fees

The Directors may receive Sitting Fees for attending Board meeting as per the provisions of the Companies Act, 2013. The amount of Sitting Fees, as recommend by Nomination and Remuneration Committee and approved by Board of Directors, shall be subject to the limits as per Companies Act, 2013 and rules made there under and any other enactment for the time being in force.

Remuneration of KMP and Senior Management Personnel

While determining the remuneration of Key Managerial Personnel and Senior Management, the following factors are analyzed by the Committee:

- The performance and contributions of Key Managerial Personnel and Senior Management to the growth of the Company, Relative position in the organization and length of service.
- Company's performance and past remuneration paid to KMP/Senior Management.
- Limits prescribed by any Acts, rules or regulations.

Remuneration of Other employees

Apart from the Directors, KMPs and Senior Management Personnel, the remuneration for rest of the employees is determined on the basis of the role and position of the individual employee, including professional experience, responsibility, job complexity and market conditions.

The various remuneration components, basic salary, allowances, perquisites etc. may be combined to ensure an appropriate and balanced remuneration package.

The annual increments to the remuneration paid to the employees shall be determined based on the appraisal carried out by the HODs of various departments. Decision on Annual Increments shall be made on the basis of this appraisal

6. POLICY REVIEW

The Nomination and Remuneration Committee shall review the Policy, from time to time, as and when any changes are to be incorporated in the Policy due to change in Act/Rules/Regulations or as may be felt appropriate by the Committee to ensure the effectiveness of the Policy. The Committee will discuss any revisions that may be required, and recommend any such revisions to the Board of Directors for their consideration and approval.

7. DISCLOSURE

The policy will be uploaded on Company's website (www.vikramthermo.com) for public information.



ANNEXURE – IV TO THE DIRECTORS’ REPORT FOR THE YEAR 2017-18
FORM NO.AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)
Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

(i) Details of contracts or arrangement or transactions not at arm’s length basis

Names(s) of the related party and nature of relationship	Nature of contracts/ arrangement / transactions	Duration of the contracts/ arrangement / transactions	Salient terms of the contracts of arrangements of transactions including the value, if any	Justification for entering into such contract of arrangements of transactions	Date(s) of approval by the Board	Amount Paid as advance, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
None*	NA	NA	NA	NA	NA	NA	NA

* During the financial year 2017-18, no contract or arrangement or transaction was entered into by the Company with related parties which is not at arm's length basis.

(ii) Details of material contracts or arrangement or transactions at arm’s length basis

SR. NO.	Name(s) of the related party	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements / transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1.	Mr. Ambalal K. Patel	Payment of Remuneration	For the F.Y 2017-18	RS. 981,600	02/05/2016	N.A.
2.	Mr. Harjivanbhai K Patel	Payment of Remuneration	For the F.Y 2017-18	RS. 1,620,000	02/05/2016	N.A
3.	Mr. Ghamshyambhai K Patel	Payment of Remuneration	For the F.Y 2017-18	RS. 1,641,600	02/05/2016	N.A
4.	Mr. Vikalp D Patel	Payment of Remuneration	For the F.Y 2017-18	Rs. 1371600	02/05/2016	N.A
5.	Mrs. Rachna V Patel	Payment of Remuneration	For the F.Y 2017-18	Rs. 652500	02/05/2016	N.A
6	Mr. Alpesh A. Patel	Payment of Remuneration	For the F.Y 2017-18	RS. 757,850	02/05/2016	N.A
7.	Mr. Jaimin C Patel	Payment of Remuneration	For the F.Y 2017-18	RS. 607,500	02/05/2016	N.A

During year under review, no material transactions, contracts or arrangements {as defined under the listing agreement or which were above the threshold limits mentioned under Rule 15 of the Companies (Meetings of Board & its Powers) Rules, 2014} were entered with related parties by the Company. For details on related party transactions, members may refer to the notes to the financial statements.

Sd/- Dr.C.K.Patel Chairman	Sd/- Shri D.K.Patel Managing Director	Sd/- M.D.Fosi CFO	Sd/- M.K.Shah Company Secretary
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Place: Ahmedabad
Date: 29th May, 2018

**ANNEXURE – V**

(Pursuant to sub-section (2) of section 186 of the Act and Rule 11 of the Companies
(Meetings of Board and its Powers) Rules, 2014)

➤ **Details of Loans:**

Sr. No.	Date of making loan	Details of Borrower	Amount	Purpose for which the loan is to be utilized by the recipient	Time period for which it is given	Date of BR	Date of SR (if required)	Rate of Interest	Security
1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

➤ **Details of Investments:**

Sr. No.	Date of investment	Details of Investee	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Date of BR	Date of SR (if reqd)	Expected rate of return
1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

➤ **Details of Guarantee / Security Provided:**

Sr. No	Date of providing security/ guarantee	Details of recipient	Amount	Purpose for which the security/ guarantee is proposed to be utilized by the recipient	Date of BR	Date of SR (if any)	Commission
1	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

BY THE ORDER OF THE BOARD OF DIRECTORS
For, Vikram Thermo (India) Ltd.

Place: Ahmedabad
Date: 29th May, 2018

Sd/-
Shri Dhirajlal K. Patel
Managing Director (DIN : 00044350)

ANNEXURE – VI

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

(i) **The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2017-18:**

Directors	Nature of Directorship	Ratio
Shri Dhirajlal K. Patel	Managing Director	6.99 : 1
Shri Ankur D. Patel	Executive Director	5.20 : 1
Dr. C. K. Patel	Chairman & Executive Director	2.59 : 1
Dr. Dinesh Patel	Executive Director	5.20 : 1

(ii) **The percentage increase in remuneration of each Director & Chief Financial Officer during the Financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial year 2016-17 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:**

NAME OF KMP	DESIGNATION	% INCREASE/DECREASE
MR. DHIRAJLAL K. PATEL	MANAGING DIRECTOR	Nil
MR. ANKUR D PATEL	WHOLE TIME DIRECTOR	Nil
DR. C.K PATEL	CHAIRMAN & WHOLE TIME DIRECTOR	Nil
DR. DINESH PATEL	EXECUTIVE DIRECTOR	Nil
MR. M.D FOSI	C.F.O	9.68%
MR. MAHESHKUMAR K. SHAH	COMPANY SECRETARY	Nil



Vikram Thermo (India) Limited

The remuneration of independent directors by way of sitting fees for attending Board meeting has been fixed at Rs.5000/- for each meeting and there is no increase in the sitting fees during FY 2017-18.

The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2017-18 has been given in Para (i) above.

The salary of CFO of the company is 0.42% of the turnover of the company and 8.89% of the Net Profit of the company for FY 2017-18. The salary of the Company Secretary of the company is 0.01% of the turnover of the company and 0.31% of the Net Profit of the company for FY 2017-18.

- (iii) **The percentage increase in the median remuneration of employees (including whole time directors) in the financial year: 8.06%**
- (iv) **The number of permanent employees (including whole time directors) on the rolls of company: 126 as on 31-03-2018.**
- (v) **The explanation on the relationship between average increase in remuneration and company performance:**
The average increase in remuneration of the employees (including whole time directors) was **8.06%**. The average increase in remuneration is closely linked to and is driven by achievement of the annual corporate goals and overall business, financial and operational performance of the company.
- (vi) **Comparison of the remuneration of the Key Managerial Personnel against the performance of the company:**
The aggregate salary of whole time directors and other KMPs increased by **2.07%** in FY 2017-18 compared to FY 2016-17. The increase in remuneration was keeping in view, the performance and the recommendations of the nomination and remuneration committee.
- (vii) **Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year:**

Particulars	As at 31 March, 2018	As at 31 March, 2017	Variation (%)
Closing Price on BSE INR	104.50	118.55	(11.85%)
Market Capitalisation INR (crores)	58.33	66.18	(11.85%)
PE Ratio	24.88	14.06	(43.49%)

The closing price of the company's equity shares on BSE as of 31-03-2018 was **Rs.104.50** which represents an increase of **1045.00%** over the initial public issue price of Rs.10 per share.

- (viii) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**
The average remuneration of employees excluding the whole time Directors and managerial persons increased by **11.01%** during the financial year 2017-18 as compared to the aggregate increase of **2.07%** in the remuneration of the whole time directors and other key managerial persons.
- (ix) **Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company:**
The remuneration of Shri Dhirajlal K. Patel M.D., Dr. C. K. Patel, Shri Dinesh H. Patel and Shri Ankur D. Patel did not increase during the year.
The aggregate remuneration paid to all whole time directors and the Key Managerial Personnel is **2.32%** of the turnover of the company and **49.28%** of the Net Profit of the company.
- (x) **The key parameters for any variable component of remuneration availed by the directors:**
The variable component of remuneration of executive directors / whole time director comprises of annual performance bonus which is linked to the achievement of the corporate goals and individual targets.
- (xi) **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:**
During the financial year 2017-18, no employee received remuneration in excess of highest paid director of the company.
- (xii) **Affirmation that the remuneration is as per the remuneration policy of the company:**
The remuneration to the employees of the company (including whole time director and KMPs) is as per the Remuneration Policy of the Company.

BY THE ORDER OF THE BOARD OF DIRECTORS
For, Vikram Thermo (India) Ltd.

Sd/-

Shri Dhirajlal K. Patel
Managing Director (DIN : 00044350)

Place: Ahmedabad
Date: 29th May, 2018

**ANNEXURE – VII****FOREIGN EXCHANGE EARNINGS AND OUTGO**

Particulars regarding foreign exchange earnings and outgo during 2017-18 are as under.

I. Foreign exchange Earnings	
Particulars	Amount (in Rs.)
FOB Value of Exports During the Year 2017-18	4,40,06,478
II. Foreign Exchange Outgo	
Particulars	Amount (in. Rs)
Sales Promotion	25,98,014
Travelling Expenses	8,81,827
Dividend Payment in Foreign Currency	44,550
Total	35,24,391

- The non-resident share holders also mandated to credit the dividend to their NRE account, which is not considered as payment of dividend in Foreign Currency.

BY THE ORDER OF THE BOARD OF DIRECTORS
For, Vikram Thermo (India) Ltd.

Place: Ahmedabad

Date: 29th May, 2018

Sd/-
Shri Dhirajlal K. Patel
Managing Director (DIN : 00044350)

ANNEXURE – VIII**Annual report on Corporate Social Responsibility (CSR) activities for the financial year 2017-18**

1	A Brief outline of the company's CSR policy including overview of the projects of programmes proposed to be under taken and a reference to the web link to the CSR policy projects of programmes and the composition of CSR committee	Refer Sections: (a) Corporate Social Responsibility in Directors Report (b) Disclosures : CSR committee in Corporate Governance Report attached to the Directors' Report
2	Average net profit of the company for the last three financial years	Rs.6,81,67,390/-
3	Prescribed CSR expenditure (2% of the amount mentioned in 2 above)	Rs.13,63,348/-
4	Details of CSR spent during the financial year : • Total amount spent during the financial year • Amount unspent, if any • Manner in which the amount spent during the financial year	Rs.13,65,000/- Nil Details given below

Details of amount spent on CSR activities during the financial year 2017-18

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR Project of activity identified	Sector in which the project is covered (clause no of schedule VII to the companies Act 2013 as amended)	Project or Programs (1) Local area of other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) Projects or Programs wise (Rs. in Lakhs)	Amount spent on the projects or programs Sub Heads: (1)Direct expenditure on projects or programs (2) Sub-heads (Rs. in Lakhs)	Cumulative expenditure up to the reporting period (Rs. In Lakhs)	Amount spent: Direct or through implementing agency:
1	Promoting Education	Promoting Education	Local area, Kadi, Dist-Mehsana	----- N.A ----- As CSR through implementing agency			Rs.13,65,000



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Responsibility Statement

The Responsibility Statement of the Corporate Social Responsibility (CSR) committee of the Board of Directors of the Company is reproduced below :

"The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and policy of the Company"

Place : Ahmedabad
Date : 29 May, 2018

Sd/-
Mr. Dhirajlal K. Patel
Managing Director

Sd/-
Mr. Bharatbhai M. Shah
Chairman, CSR Committee



REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate governance is about maximizing shareholder value legally, ethically and on a sustainable basis. Corporate Governance helps to enhance stakeholders' value by focusing on long-term value creation without compromising on integrity, social obligations and regulatory compliances. The Corporate Governance philosophy is scripted as:

"As a good corporate citizen, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success."

The company believes in sustainable corporate growth that emanates from the top leadership down through the organization to the various stakeholders which is reflected in its sound financial system, enhanced market reputation and improved efficiency.

The Company believes that good Corporate Governance is a continuous process and it is our continuous endeavor to achieve good governance, by way of a conscious and conscientious effort whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with our stakeholders, consumers, employees and the community at large.

The Board of Directors represents the interest of the Company's stakeholders, for optimizing long-term value by way of providing necessary guidance and strategic vision to the Company. The Board also ensures that the Company's management and employees operate with the highest degree of ethical standards.

I. BOARD OF DIRECTORS:

A. COMPOSITION OF BOARD OF DIRECTORS:

The names and category of Directors on the Board, their attendance at the Board meetings held during the year and also at the last Annual General Meeting, the number of Directorships held by them in other companies as on 31st March, 2018 are given below:

Name of Director	Category	No. of Board Meeting	Atten- ded	Last AGM Attend- ance	No of directorship in other Public Limited Cos.	Disclosure of Relationship of Directors inter-se
Chimanbhai Khodabhai Patel	Whole Time Director	6	4	Yes	-	-
Dhirajlal Karsandas Patel	Managing Director	6	6	Yes	-	Father of Mr. Ankur Patel
Dineshkumar Harjivanbhai Patel	Whole Time Director	6	6	Yes	-	-
Bharatbhai Manubhai Shah	Non Executive Independent Director	6	4	Yes	-	-
Ketan Chimanbhai Patel	Non Executive Independent Director	6	3	No	-	-
Thakarshibhai Maganbhai Patel	Non Executive Independent Director	6	5	Yes	-	-
Ghanshyambhai Dungarbhai Kewadia	Non Executive Independent Director	6	4	No	-	-
Alpaben Alpeshbhai Patel	Non Executive Non Independent Director	6	3	No	-	-
Ankur Dhirajlal Patel	Whole Time Director	6	4	Yes	-	Son of Mr. Dhirajlal Patel
Shaileshkumar Prahladbhai Patel	Non Executive Independent Director	6	3	Yes	-	-

Six Board Meetings were held during the year and the gap between two meetings did not exceed One Hundred Twenty Days. The dates on which the said meetings were held:

- | | |
|--------------------------|---------------------------|
| 1. 25.05.2017 - Thursday | 2. 12.08.2017- Saturday |
| 3. 28.08.2017 - Monday | 4. 11.09.2017 - Monday |
| 5. 11.12.2017- Monday | 6. 14.02.2018 - Wednesday |



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The necessary quorum was present for all the meetings.

None of the Directors of Board is a member of more than 10 Committees and no Director is the Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

INDEPENDENT DIRECTOR:

None of the Director of the Company is on the Board of more than 7 listed companies as an Independent Director. Further, none of the Director of the Company is acting as a Whole Time Director of any listed company as well as Independent Director in more than 3 listed companies.

None of the Directors of Board is a member of more than 10 Committees and no Director is the Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder, all the independent directors of the Company met once during a year, without the attendance of non independent directors and members of the Management.

B. PERFORMANCE EVALUATION:

On the basis of performance evaluation criteria laid down by the Nomination and Remuneration Committee & Pursuant to the provisions of the Companies Act, 2013, overall performance and contribution of independent directors and board as whole is evaluated by the board of directors of the company at its meeting held on 28th February, 2018 and framed the opinion that all the independent directors as well executive and nonexecutive director have performed their duty satisfactorily and making their best efforts for the advancement of the company.

C. CODE OF CONDUCT:

The Board has laid down code of conduct for all Board Members and Senior Managerial Personnel of the Company. The Code of Conduct is available on the website of the Company at www.vikramthermo.com

All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct and a declaration to this effect signed by the Chief Financial Officer (CFO) has been obtained.

A Declaration signed by Mr. Chimanbhai Patel, Whole Time Director of the company is attached herewith forming part of this Annual Report.

II. AUDIT COMMITTEE:

The Audit Committee comprises of 3 members where all directors are Non-Executive independent directors. Accordingly, the Company has complied with the requirements of Regulation 18 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 relating to composition of Audit Committee.

The terms of reference of the Audit Committee includes following:

- 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;
- 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;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - 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
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions
 - 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;



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- Evaluation of internal financial controls and risk management systems;
- 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 CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as provided in Companies Act 2013.

Additionally, the Audit Committee shall mandatorily review the following information:

- 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.

The Committee met 5 times during the year 2017-18 and the attendance of members at the meetings was as follows:

Name of Member	Category	Status	No. of Meetings attended / held
Mr. BHARATBHAI MANUBHAI SHAH	Non Executive-Independent	Chairman	4 / 5
Mr. THAKARSHIBHAI MAGANBHAI PATEL	Non Executive - Independent	Member	5 / 5
Mr. KETAN CHIMANBHAI PATEL	Non Executive - Independent	Member	4 / 5

The Audit Committee has reviewed financial condition and results of operations forming part of the management discussion and analysis, statement of significant related party transactions as submitted by the management, and other information as mentioned in part C Schedule II of SEBI (Listing Obligations and disclosure Requirement) Regulations, 2015.

The Chairman of the Audit Committee of the Company was present at the last Annual General Meeting of the Company held on September 28, 2017.

III. NOMINATION AND REMUNERATION COMMITTEE:

In compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing obligation and Disclosure Requirement) Regulations 2015, the Nomination and Remuneration Committee comprises of 3 Non-Executive Independent Directors. The Chairman of the Committee is an Independent Director. Accordingly, the Company has complied with the requirements of Regulation 19 of SEBI (Listing obligation and Disclosure Requirement) Regulations 2015 relating to composition of Nomination and Remuneration Committee.

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

- a) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- b) To carry out evaluation of every director's performance.
- c) To formulate criteria for determining qualification, positive attributes & Independence of director.
- d) To recommend to board policy relating to remuneration for the directors, KMP and employees.



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- e) NRC shall while formulating policy ensure that,
 - a. The level & composition of remuneration is reasonable & sufficient to attract, retain & motivate directors of the quality required to run the co. successfully
 - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
 - c. Remuneration to directors, KMP and senior management involve balance between fixed & incentive pay reflecting short and long-term performance objective appropriate to the working of the co. & its goals.
- f) To devise a policy on Board diversity;
- g) To perform any other functions as may be assigned to Committee by the Board from time to time.

The Committee met once during the year 2017-18 and the attendances of members at the meetings were as follows:

Name of Member	Category	Status	No. of Meetings attended / held
MR. GHANSHYAMBHAI KEWADIA	Non Executive-Independent	Chairman	1/1
MR.THAKARSHIBHAI PATEL	Non Executive-Independent	Member	1/1
MR. KETAN PATEL	Non Executive- Independent	Member	1/1

The committee had met on 25TH May, 2017.

IV. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

In compliance with Section 178 of the Companies Act, 2013 and, Regulation 20 of SEBI (Listing obligation and Disclosure Requirement) Regulations 2015 the Board has constituted Stakeholders Relationship Committee.

The Stakeholders' Relationship Committee comprises of following members:

1. MR. BHARATBHAI MANUBHAI SHAH- CHAIRMAN
2. MR. THAKARSHIBHAI MAGANBHAI PATEL- MEMBER
3. MR. KETAN CHIMANBHAI PATEL- MEMBER

The role of the Committee is as under:

- To hear the complaint and grievances of various securities holders so as ensure that timely relief is extended to securities holders including shareholders in respect of their complaint. Additionally the Committee also looks into the shareholders' complaints, if any, related to non-receipt of balance sheet, non-receipt of declared dividend, revalidation of dividend warrants etc. and redress the same expeditiously.
- To consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc

The Committee met Four times during the year 2017-18 and the attendance of members at the meetings was as follows:

Name of Member	Category	Status	No. of Meetings attended / held
Mr. BHARATBHAI MANUBHAI SHAH	Non Executive-Independent	Chairman	4 / 4
Mr. THAKARSHIBHAI MAGANBHAI PATEL	Non Executive-Independent	Member	4 / 4
Mr. KETAN CHIMANBHAI PATEL	Non Executive-Independent	Member	3 / 4

During the Financial Year 2017-18, 1(One) Complaint was received from Shareholders and the same has been resolved by the Company with immediate effect. There is no pending complaint at the end of the year.

- **The Compliance Officer** : Mr. Maheshkumar Kantilal Shah (Company Secretary).

V. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

As required under section 135 of the Companies Act, 2013 the company has formed a CSR Committee which comprises of Mr. BHARATBHAI MANUBHAI SHAH, Mr. KETAN CHIMANBHAI PATEL, Mr. DHIRAJLAL KARSANDAS PATEL

The CSR Committee met 1 time during the financial year ended March 31, 2018. The attendance record of the members at the meeting was as follows.



Vikram Thermo (India) Limited

Name of Member	Category	Status	No. of Meetings attended / held
Mr. BHARATBHAI MANUBHAI SHAH	Non Executive-Independent	Chairman	1/1
Mr. DHIRAJLAL K PATEL	Managing Director	Member	1/1
Mr. KETAN CHIMANBHAI PATEL	Non Executive-Independent	Member	1/1

VI. GENERAL BODY MEETING:

a. The details of last 3 Annual General Meetings (AGMs) of the Company are as under:

Financial Year	Date	Time	Venue
2016-2017	28/09/2017	09.00 A.M.	Green Pearl, Opp. Satva VikaS School, Sindhu Bhavan Road Bodakdev Ahmedabad -380059
2015-2016	27/09/2016	09.00 A.M.	
2014-2015	29/09/2015	09:30 A.M.	

Special Resolutions in Last 3 AGMs:

In AGM held on September 28, 2017, No Special Resolution was passed.

In AGM held on September 27, 2016, Two Special Resolutions were passed as under :

- To set the limits to borrow money in excess of paid up share capital and free reserves of the Company and up to 100 crores under section-180(1)(c) of the Companies act, 2013
- To take approval of shareholder for creating charge on the assets of the company constituting substantial undertaking of the company under sec- 180(1)(a)

In AGM held on September 29, 2015, Two Special Resolutions were passed as under:

- To reappoint Mr. Dhirajlal K Patel as Managing Director of the company for three years w.e.f 26th September, 2015 at such remuneration as described as under:
 - Salary- Rs. 1,60,000 p.m + Bonus as decided
 - Commission - not exceeding 3.5% of the net profit of the company.
- To reappoint Mr. Chimanbhai K Patel as Executive Director of the company for Five years w.ef. 1st August, 2015 at such remuneration as described as under:
 - Salary- Rs. 80,000 p.m + Bonus as decided

VII. DISCLOSURES:

a) Management Discussion and Analysis:

Annual Report has a detailed chapter on Management Discussions and Analysis.

b) Related Party Transactions:

There were no transactions with related parties, which are not in the ordinary course of business and not on arm's length basis.

There were no materially significant related party transactions that may have potential conflict with the interests of company at large, during the year.

The Company has received representation from Senior Management personnel that there was no material significant financial and commercial transaction entered into by them along with their relative where they have personal interest that may have a potential conflict with the interest of the Company at large.

The company has formulated a policy on dealing with Related Party Transactions; such policy has been disclosed of the company's website www.vikramthermo.com

c) Accounting treatment:

The company has followed accounting treatment as prescribed in Accounting Standard applicable to the company.

- Neither any non-compliance nor any penalty, strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

e) Whistle Blower Policy (Vigil Mechanism):

The Company established the Whistle Blower Policy (Vigil Mechanism). In line with the best Corporate Governance Practices; the Company has put in place a system through which the Directors or employees may report concerns about



Vikram Thermo (India) Limited

unethical and improper practices or Alleged Wrongful Conduct, without fear of reprisal. The functioning of the vigil mechanism is being monitored by the Audit Committee from time to time.

The details of Whistle Blower Policy have been disclosed on the company's website www.vikramthermo.com.

f) Various policies Adopted by the company:

Due to promulgation of Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, the company has adopted various other policies in line with the best Corporate Governance Practices.

Following other policies have been adopted by the company:

- Risk management policy
- Nomination and Remuneration policy
- Board Diversity policy
- Material Subsidiary policy
- Preservation of documents policy
- Corporate Social Responsibility policy

The details of the policies adopted have been disclosed on the company's website www.vikramthermo.com

VIII. MEANS OF COMMUNICATION:

a. Financial Results:

The Results of the Company were displayed on web site www.vikramthermo.com and the same were also submitted to the Stock Exchanges after the conclusion of the Board Meeting. The official news releases are being placed on Company's website and simultaneously sent to Stock Exchanges where the shares of the Company are listed.

b. News, Release, Presentations etc.:

Official news, releases, and presentation made to analysts, institutional investors etc. are displayed on the website of the Company www.vikramthermo.com

c. Website:

Company's website www.vikramthermo.com contains a separate dedicated section namely "Investors" where all information relevant to shareholders' is available. The Annual Report of the Company is also available on the website of the Company www.vikramthermo.com in a downloadable form.

IX. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting, Book Closure & Dividend Payment:

The information of forthcoming Annual General Meeting, Book Closure and Dividend payment details have been provided in the Notice of Annual General Meeting enclosed along with this Annual Report.

Financial Calendar :

Financial Results: Financial Year: 1st April, 2018 to 31st March, 2019

Financial Results:

First Quarter Results (01/04/2018 to 30/06/2018)	: by 14th August, 2018
Half Year Results (01/07/2018 to 30/09/2018)	: by 14th November, 2018
Third Quarter Results (01/10/2018 to 31/12/2018)	: by 14th February, 2019
Fourth Quarter Results (01/01/2019 to 31/03/2019) / Annual Results	: by 30th May, 2019

Listing:

At present, the equity shares of the Company are listed on the BSE Limited (BSE).

Name of Stock Exchange	Stock Code
BSE Limited P J Towers, Dalal Street, Fort, Mumbai-400001	530477

The Company has already paid the listing fees for the year 2018-19 to the Stock Exchange.

Book Closure:

From Wednesday, 21st September, 2018 to Tuesday, 25th September, 2018 (both days inclusive)



Vikram Thermo (India) Limited

Dividend:

The Directors recommend dividend for the Current Year @ 5 % on Equity Shares of Rs. 10/- each amounting Rs. 0.50/- Per share per share, on paid up Equity Capital of the Company.

➤ MARKET PRICE DATA AT BOMBAY STOCK EXCHANGE LIMITED:

MONTH	OPEN	HIGH	LOW	CLOSE
Apr 17	119.00	151.95	117.00	137.40
May 17	140.65	148.00	125.00	130.65
Jun 17	133.55	137.50	121.10	125.50
Jul 17	124.00	134.95	113.00	120.00
Aug 17	116.50	124.95	101.15	115.00
Sep 17	115.00	126.00	108.65	110.10
Oct 17	109.70	125.00	104.10	114.85
Nov 17	115.00	123.35	104.00	116.85
Dec 17	120.00	120.70	108.45	115.60
Jan 18	114.45	139.00	113.05	118.90
Feb 18	117.95	121.50	100.95	111.70
Mar 18	112.95	114.95	98.00	104.50

➤ REGISTRAR AND SHARE TRANSFER AGENT:

M/s. BIGSHARE SERVICES PVT. LTD.,

1st Floor, Bharat Tin Works Building, Opp.Vasant Oasis, Makwana Road

Marol, Andheri (E) Mumbai - 400059, Maharashtra P : +91 022 62638204

➤ SHARE TRANSFER SYSTEM:

The share transfer work is handled by registrar and transfer agent for the company. Share Transfers are registered and dispatched within a period of fifteen days from the date of the lodgments if the transfer documents are correct and valid in all respects. The Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities as per the requirement of erstwhile Clause 47 (c) of the Listing Agreement and Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. These certificates have been submitted to the Stock Exchanges.

➤ DISTRIBUTION PATTERN AS ON THE 31ST MARCH, 2018:

Particulars	No of Shares	Percentage
Promoters and Relatives	3411935	61.12
Banks/ FII/ FI	200	0.01
Public	1748610	31.32
Body Corporate	209474	3.75
NRI	124951	2.24
Clearing Member	18449	0.33
IEPF	68051	1.22
NBFC REGISTERED WITH RBI	900	0.01
Total	5582570	100.00



Vikram Thermo (India) Limited

➤ **DEMATERIALIZATION OF SHARES AND LIQUIDITY:**

5403265 (96.78 %) Equity Shares are in demat form as on March 31, 2018.

ISIN No.: (For Dematerialized Shares) : INE337E01010

The Company has no GDRs/ADRs/Warrants/Convertible Instruments outstanding as on March 31, 2018.

- **Address for Correspondence** : **A/704-714, The Capital, Science City Road,
Ahmedabad - 380060**

**PLACE: AHMEDABAD
DATE: 29/05/2018**

**BY THE ORDER OF THE BOARD OF DIRECTORS,
FOR, VIKRAM THERMO (INDIA) LIMITED**

**Sd/-
MR. DHIRAJLAL K PATEL
MANAGING DIRECTOR
(DIN: 00044350)**



MANAGEMENT DISCUSSION AND ANALYSIS:

1. Overall Review:

The Company is in Pharmaceutical industry. The overall performance during the financial year 2017-18 has been progressive.

2. Financial Review:

Total turnover for the year ended on 31st March, 2018 was Rs. 4976.58 lacs. It was mainly on account of improvement in manufacturing techniques and sales promotion drive. Better working capital management was also one of the emphasis on which proper weight age was laid upon.

3. Internal Control System and their adequacy:

Considering the size of the company, your company has adequate system of internal control to provide reasonable assurance that assets are safeguarded and protected from unauthorized use or deposition. The management continuously reviews the internal control systems and procedure for efficient conduct of business. A strong system of internal audit committee of the Board has strengthened the internal control within the organization.

4. OPPORTUNITIES AND THREATS:

Opportunities

- India has a long tradition of chemical activities and a very strong Pharmaceutical Industry which is growing at rapid pace which shall directly help the Company's revenue to grow in foreseeable future.
- India has abundant supply of highly skilled manpower, scientists and technical personnel for which the salaries are considerably lower than the same in developed nations.
- The capital cost for setting up a decent world class facility is fraction of what it would cost in Western Countries. This makes the Indian Companies at the competitive position in the international markets.

Threats

- Import of goods from some of the large global sized plants may add to the competition for the Company's Products.

5. Business Environment:

The Performance of the company for the year under review was satisfactory.

6. Risk and Concern:

The company's raw materials are based on petrochemicals. Major fluctuations in the petroleum products can affect the company's performance.

7. Cautionary Statement:

Statements in this report on Management Discussion and analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially from those expressed or implied. Important factors that could make a different to the Company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations. The Company assumes no responsibilities in respect of forward looking statements which may be amended or modified in future on the basis of subsequent developments, information of event.

PLACE: AHMEDABAD
DATE: 29/05/2018

BY THE ORDER OF THE BOARD OF DIRECTORS,
FOR, VIKRAM THERMO (INDIA) LIMITED

Sd/-
MR. DHIRAJLAL K PATEL
MANAGING DIRECTOR
(DIN: 00044350)



CEO / CFO CERTIFICATION

To,
The Board of Directors,
VIKRAM THERMO (INDIA) LIMITED
AHMEDABAD

We, MR. DHIRAJLAL K PATEL, Managing Director and MR. MOTIBHAI D. FOSI, CFO of the **VIKRAM THERMO (INDIA) LIMITED** certify that:

1. We have reviewed the financial statements for the year and that to the best of our knowledge and belief:
- a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- b. These statements give a true and fair view of the state of affairs of the company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including Accounting Standards, applicable laws and regulations.
2. These are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept overall responsibility for the company's internal control system and financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal audit works with all the levels of management and statutory auditors and reports significant issues to the Audit Committee of the Board. The auditors and audit committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.
4. We indicate to the auditors and to the audit committee:
 - a. Significant changes in internal control over financial reporting during the year.
 - b. Significant changes in accounting policies during the year;
 - c. Instances of significant fraud of which we have become aware of and which involve management or other employees who have significant role in the company's internal control system over financial reporting.However, during the year there were no such changes or instances.

For **Vikram Thermo (India) Limited**

Sd/-
MR. DHIRAJLAL K PATEL
Managing Director
(DIN: 00044350)

Sd/-
MR. MOTIBHAI D FOSI
Chief Financial Officer

Place : Ahmedabad
Date : 29th May, 2018

DECLARATION BY THE MANAGING DIRECTOR ABOUT CORPORATE GOVERNANCE

I, MR. Dhirajlal K Patel, Managing Director of **VIKRAM THERMO (INDIA) LIMITED** hereby confirm pursuant to Regulation 26(3) and PART D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 that:

1. The Board of Directors of VIKRAM THERMO (INDIA) LIMITED has laid down a code of conduct has been placed on the company's website.
2. All the members of the board as well as senior management personal have complied with the said code of conduct for the year ended 31st March 2018.

PLACE: AHMEDABAD
DATE: 29/05/2018

BY THE ORDER OF THE BOARD OF DIRECTORS,
FOR, VIKRAM THERMO (INDIA) LIMITED

Sd/-
MR. DHIRAJLAL K PATEL
MANAGING DIRECTOR
(DIN: 00044350)



Auditors' Certificate on Corporate Governance

To,
The Members,
VIKRAM THERMO (INDIA) LIMITED

We have examined the compliance of conditions of Corporate Governance by Vikram Thermo (India) Limited, for the year ended on 31st March 2017, as stipulated in Regulations 17 to 27 of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We conducted our examination in accordance with the guidance note on reports or certificate for special purpose (Revised 2016) issued by the Institute of Chartered Accountants of India (ICAI). The guidance note requires that we comply with the ethical requirements of the code of ethics issued by ICAI. We have complied with the relevant applicable requirements of the standard on Quality Control (SQC)1, Quality Control for firms that perform Audits and Reviews of historical financial information, and other assurance and related service engagements.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations.

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

This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For, J.T. Shah & Co.
Chartered Accountants
[Firm Regd. No. 109616W]

Sd/-
(J. T. Shah)
Partner
[M. No. 3983]

Date : 29.05.2018
Place : Ahmedabad



INDEPENDENT AUDITOR'S REPORT

To,
The Members of
VIKRAM THERMO (INDIA) LIMITED
Ahmedabad

1. Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **VIKRAM THERMO (INDIA) LIMITED** ("the Company"), which comprise the Balance Sheet as at **31st March, 2018**, and 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.

2. Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013("the Act") with respect to the preparation of the standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the afore said standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at 31st March, 2018, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

5. Other Matters

The comparative financial information of the Company for the year ended 31st March 2017 and the transition date opening balance sheet as at 1st April 2016 included in these standalone Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the Companies (Accounting



Standards) Rules, 2006 audited by other auditor, whose report for the year ended 31st March 2017 and 31st March 2016 dated 25th May, 2017 and 02nd May, 2016 respectively expressed an unmodified opinion on those standalone financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by other auditor.

6. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting 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 Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would have impact its financial position in its standalone Ind AS financial statements;
 - ii. The Company does not have long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For, J.T. Shah & Co.
Chartered Accountants
[Firm Regd. No. 109616W]

Sd/-
(J. T. Shah)
Partner
[M. No. 3983]

Date : 29.05.2018
Place : Ahmedabad

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 6(1) of our Report of even date to the Members of **VIKRAM THERMO (INDIA) LIMITED** for the year ended **31st March, 2018**.

1. In respect of Fixed Assets :

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets on the basis of available information.
- (b) As per the information and explanations given to us, the management at reasonable intervals during the year in accordance with a programme of physical verification physically verified the fixed assets and no material discrepancies were noticed on such verification as compared to the available records.
- (c) As explained to us, the title deeds of all the immovable properties are held in the name of the company.



2. In respect of its Inventories :

- (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) On the basis of our examination of the records of inventory, we are of opinion that the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and books records were not material.

3. In respect of Loans and Advances granted during the year:

As regards the loans , the company has not granted any loans , secured or unsecured during the year under audit, to the companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the companies Act , 2013 and therefore, the clauses (iii) (a) to (c) of the companies (Auditor's Report) Order, 2016 are not applicable.

4. Loans, Investments and gurantees:

According to the information and explanation given to us, the company had neither given any loan, guarantee or security, nor made any investments during the year. Hence the provisions of section 185 and 186 are not applicable. Therefore clauses (iv) of companies (Auditor's Report) Order, 2016 is not applicable.

5. During the year, the company has not accepted any deposits and hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under are not applicable to the company. Therefore clauses (v) of companies (Auditor's Report) Order, 2016 is not applicable.

6. We have broadly reviewed the books of accounts relating to materials, labour and other items of cost maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 148 (1) of the Companies Act, 2013 and we 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.

7. In respect of Statutory Dues :

- (a) According to the records of the Company, the Company is by and large regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, value added tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect statutory dues were outstanding as at 31st March, 2018 for a period of more than six months from the date they became payable.
- (b) According to the records of the company, there are no dues of income tax, value added tax, wealth tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of dispute.

8. Based on our audit procedure and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to a Financial Institutions, Banks or debenture holders.

9. According to the information and explanations given to us, the company had not raised any money by way of public issue during the year. According to the information and explanations given to us, and on an overall examination of the balance sheet of the company, in our opinion, the term loans taken during the year were applied for the purpose for which they were obtained.

10. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud by the Company or any fraud on the company by it's officer or employees has been noticed or reported during the course of our audit.

11. In our opinion and according to the information and explanations given to us, the company had paid managerial remuneration which is in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of The Companies Act, 2013.

12. In our opinion and according to the information and explanations given to us, the provisions of special statute applicable to chit funds and nidhi / mutual benefit funds / societies are not applicable to the company. Hence, clause (xii) of the Company's (Auditor's Report) Order, 2016 is not applicable.



Vikram Thermo (India) Limited

13. In our opinion and according to the information and explanations given to us, the transactions entered by the company with related parties are in compliance with the provisions of section 177 and 188 of The Companies Act, 2013 and details thereof are properly disclosed in the financial statements.
14. In our opinion and according to the information and explanation given to us, no preferential allotment or private placement of shares or fully or partly convertible debentures, made during the year under review and hence, clause (xiv) of the Company's (Auditor's Report) Order, 2016 is not applicable.
15. The company had not entered in to any non-cash transactions with the directors or persons connected with him during the year, and hence clause (xv) of Company's (Auditor's Report) Order, 2016 is not applicable.
16. In our opinion and according to the information and explanation given to us the company is not registered under section 45-IA of Reserve Bank of India Act, 1934, hence clause (xvi) of Company's (Auditor's Report) Order, 2016 is not applicable.

For, J.T. Shah & Co.
Chartered Accountants
[Firm Regd. No. 109616W]

Sd/-
(J. T. Shah)
Partner
[M. No. 3983]

Date : 29.05.2018
Place : Ahmedabad

ANNEXURE "B" TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 6(2)(f) of our Report of even date to the Members of **VIKRAM THERMO (INDIA) LIMITED** for the year ended **31st March, 2018**.

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

We have audited the internal financial controls over financial reporting of **VIKRAM THERMO (INDIA) LIMITED** as of **31st March 2018**, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



Vikram Thermo (India) Limited

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, J.T. Shah & Co.
Chartered Accountants
[Firm Regd. No. 109616W]

Sd/-
(J. T. Shah)
Partner
[M. No. 3983]

Date : 29.05.2018
Place : Ahmedabad



CASH FLOW STATEMENT FOR THE YEAR ENDING 31ST MARCH 2018

(AMOUNTS IN RUPEES)

Particulars	2017-18		2016-17	
	Rs.	Rs.	Rs.	Rs.
A: Cash from Operating Activities :				
Net Profit before Taxation		3,11,57,522		7,25,28,694
Adjustment For :				
Depreciation	1,55,12,274		1,34,64,967	
Finance costs	68,33,990		10,87,232	
Provision for Bad & Doubtful Debts	34,38,116		22,73,979	
Provision for Doubtful Advances	3,70,000		Nil	
Loss / (Profit) on Sale of Property, Plant and Equipment	(4,72,601)		(6,23,762)	
Net gain on Sale of Current Investment	Nil		(3,21,783)	
Interest Income	(12,71,939)		(14,01,266)	
		<u>2,44,09,840</u>		<u>1,44,79,367</u>
Operating Profit Before Working Capital Changes:		5,55,67,362		8,70,08,061
Adjusted for :				
Decrease/(increase) in Other Non Current Financial Assets	(15,73,470)		1,01,907	
Decrease/(increase) in Other Non Current Assets	850		850	
Decrease/(increase) in inventories	1,30,76,215		(2,62,19,083)	
Decrease/(increase) in Trade Receivables	(4,77,66,168)		13,80,936	
Decrease/(increase) in Other Bank Balance	(1,36,770)		95,552	
Decrease/(increase) in Other Current Assets	2,81,40,649		(1,04,96,695)	
Increase/(decrease) in Trade Payables	(64,77,508)		2,68,21,139	
Increase/(decrease) in Other Current Financial Liability	3,84,756		17,06,857	
Increase/(decrease) in Other Current Liabilities	(17,22,915)		(14,01,619)	
Increase/(decrease) in Non Current Provision	14,53,794		Nil	
Increase/(decrease) in Current Provision	29,47,102		(2,21,968)	
		<u>(1,16,73,465)</u>		<u>(82,32,125)</u>
Cash Generated From Operations		4,38,93,897		7,87,75,936
Income Tax Paid	(1,08,97,570)		(2,15,44,626)	
		<u>(1,08,97,570)</u>		<u>(2,15,44,626)</u>
Net Cash From Operating Activities (A)		<u>3,29,96,327</u>		<u>5,72,31,310</u>
B: Cash Flow From Investment Activities :				
Purchase of Property, Plant and Equipment including Capital Advances & Capital Work-In-Progress	(7,72,12,534)		(10,86,88,536)	
Sale of Property, plant & Equipment	6,55,150		10,58,491	
Interest Income	12,05,359		14,19,349	
Sale of Current investment	Nil		48,28,577	
Net Cash from Investment Activities (B)		<u>(7,53,52,024)</u>		<u>(10,13,82,119)</u>
C: Cash Flow From Financing Activities :				
Proceeds from Non-Current Borrowings	2,33,72,177		5,02,68,281	
Repayment of Non-Current Borrowings	(95,06,567)		(27,52,988)	
Proceeds/(repayment) from Current Borrowings (Net)	4,61,50,090		57,81,670	
Dividend Paid	(92,11,241)		(83,73,855)	
Tax on Dividend	(18,75,192)		(17,04,720)	
Finance costs paid	(67,84,277)		(7,40,220)	
Net Cash from Financing Activities (C)		<u>4,21,44,991</u>		<u>4,24,78,168</u>
Net Increase in Cash & Cash Equivalents		(2,10,706)		(16,72,641)
Cash & Cash Equivalents at the Beginning		6,69,161		23,41,802
Cash & Cash Equivalents at the End		4,58,455		6,69,161

Notes : The above Cash Flow Statement has been prepared under the Indirect Method set out in Indian Accounting Standard 7 Statement of Cash Flows.

As per our report of even date attached herewith

FOR, J. T. SHAH & CO

Chartered Accountants

(Firm Regd. No.109616W)

(J. T. Shah)

Partner

(M.No.3983)

Place : Ahmedabad

Date : 29-05-2018

For and on behalf of the Board

(Dr. C. K. PATEL)

Chairman

(M.D FOSI)

C.F.O

(D. K. PATEL)

Managing Director

(M.K SHAH)

COMPANY SECRETARY



BALANCE SHEET AS ON 31-3-2018

(AMOUNT IN RUPEES)

Particulars	Note No.	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
A ASSETS				
1 Non-Current Assets				
(a) Property, Plant and Equipment	3A	29,84,31,408	20,97,05,732	17,69,64,367
(b) Capital Work-In-Progress	3B	4,08,64,989	7,23,84,407	93,67,228
(c) Other Intangible Assets	4	22,623	65,488	75,529
(d) Financial Assets				
(i) Other Financial Assets	5	32,76,227	17,02,757	18,04,664
(e) Other Non-Current Assets	6	34,56,433	71,707	15,74,101
Total Non-Current Assets		34,60,51,680	28,39,30,091	18,97,85,889
2 Current Assets				
(a) Inventories	7	5,04,57,095	6,35,33,310	3,73,14,226
(b) Financial Assets				
(i) Investments	8	Nil	Nil	45,06,794
(ii) Trade Receivables	9	18,69,34,642	14,26,06,590	14,62,61,505
(iii) Cash and Cash Equivalents	10	4,58,455	6,69,161	23,41,802
(iv) Other Bank Balances	11	18,86,025	17,49,255	18,44,806
(v) Other Financial Assets	12	1,76,692	1,10,112	1,28,195
(c) Current Tax Assets (Net)	13	6,03,312	Nil	Nil
(d) Other Current Assets	14	1,12,53,484	3,97,64,132	2,92,67,437
Total Current Assets		25,17,69,705	24,84,32,560	22,16,64,765
Total Assets (1+2)		59,78,21,385	53,23,62,651	41,14,50,654
B EQUITY AND LIABILITIES				
1 Equity				
(a) Equity Share Capital	15	5,58,25,700	5,58,25,700	5,58,25,700
(b) Other Equity	16	33,11,30,454	31,76,13,842	28,13,93,780
Total Equity		38,69,56,154	37,34,39,542	33,72,19,480
LIABILITIES				
2 Non-Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	17	5,17,95,506	4,38,23,872	30,62,158
(b) Provisions	18	14,53,794	Nil	Nil
(c) Deferred Tax Liabilities (Net)	19	1,79,90,386	1,72,38,298	1,75,74,432
Total Non - Current Liabilities		7,12,39,687	6,10,62,170	2,06,36,590
3 Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	20	5,19,31,760	57,81,670	Nil
(ii) Trade Payables	21	5,96,95,174	6,61,72,682	3,93,51,543
(iii) Other Financial Liabilities	22	2,11,20,009	1,57,45,770	59,78,656
(b) Other Current Liabilities	23	39,57,965	56,80,879	70,82,498
(c) Provisions	24	29,20,636	15,85,145	6,38,922
(d) Current Tax Liabilities (Net)	25	Nil	28,94,794	5,42,964
Total Current Liabilities		13,96,25,543	9,78,60,939	5,35,94,584
Total Equity and Liabilities (1+2+3)		59,78,21,385	53,23,62,651	41,14,50,654
Summary of Significant Accounting Policies	2			

As per our report of even date attached herewith

FOR, J. T. SHAH & CO

Chartered Accountants

(Firm Regd. No.109616W)

(J. T. Shah)

Partner

(M.No.3983)

Place : Ahmedabad

Date : 29-05-2018

For and on behalf of the Board

(Dr. C. K. PATEL)

Chairman

(D. K. PATEL)

Managing Director

(M.D FOSI)

C.F.O

(M.K SHAH)

COMPANY SECRETARY



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31-3-2018

(AMOUNT IN RUPEES)

Particulars	Notes	Year Ended 31/3/2018 Rs.	Year Ended 31/3/2017 Rs.
Continuing Operations			
(i) Revenue from operation	26	49,76,58,041	49,93,57,790
(ii) Other Income	27	18,79,709	25,45,473
(iii) TOTAL REVENUE (i + ii)		49,95,37,750	50,19,03,263
(IV) Expenses:			
(a) Cost of Material Consumed	28	30,39,98,164	24,73,18,007
(b) Purchases of Stock-in-Trade		Nil	Nil
(c) Changes in Inventories of Finished Goods, Stock-in-Trade and Work in Process	29	50,93,414	(1,04,23,377)
(d) Excise Duty		1,15,96,035	4,68,38,202
(e) Employee Benefit Expenses	30	5,89,42,309	5,15,36,468
(f) Financial Costs	31	68,33,990	10,87,232
(g) Depreciation expenses	32	1,55,12,274	1,34,64,967
(h) Other expenses	33	6,64,04,042	7,95,53,069
TOTAL EXPENSES		46,83,80,228	42,93,74,568
(V) Profit/(loss) before tax (III- IV)		3,11,57,522	7,25,28,694
(VI) Tax expenses:			
(a) Current Tax	34	74,14,000	2,53,98,000
(b) Deferred Tax	34	3,03,738	50,105
Total Tax Expenses		77,17,738	2,54,48,105
VII Profit/(Loss) After Tax From Continuing Operations (V-VI)		2,34,39,784	4,70,80,589
VIII Profit/(Loss) for the Year (VII)		2,34,39,784	4,70,80,589
IX Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss			
(a) Remeasurements of the defined benefit plans	35	16,11,611	(11,68,191)
(ii) Income tax relating to items that will not be reclassified to profit or loss	35	(4,48,350)	3,86,239
B (i) Items that may be reclassified to profit or loss		Nil	Nil
(ii) Income tax on items that may be reclassified to profit or loss		Nil	Nil
X Total Comprehensive Income (IX A + IX B)		11,63,261	(7,81,952)
XI Total Comprehensive Income for the year (VIII+X)		2,46,03,045	4,62,98,637
XII Basic & diluted earnings per share of face value of Rs.10 each Fully Paid up			
(a) Basic	36	4.20	8.43
(b) Diluted	36	4.20	8.43

As per our report of even date attached herewith

FOR, J. T. SHAH & CO

Chartered Accountants

(Firm Regd. No.109616W)

(J. T. Shah)

Partner

(M.No.3983)

Place : Ahmedabad

Date : 29-05-2018

For and on behalf of the Board

(Dr. C. K. PATEL)

Chairman

(D. K. PATEL)

Managing Director

(M.D FOSI)

C.F.O

(M.K SHAH)

COMPANY SECRETARY



STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH, 2018

Equity Share Capital

Particulars	Amount Rs.
Balance as on 1st April, 2016	5,58,25,700
Changes during the year	Nil
Balance as on 31st March, 2017	5,58,25,700
Changes during the year	Nil
Balance as on 31st March, 2018	5,58,25,700

Other Equity

(in Rs.)

Particulars	Reserves and Surplus		Total
	Retained Earnings	General Reserve	
Balance as at 1st April, 2016	25,88,93,780	2,25,00,000	28,13,93,780
Profit for the year	4,70,80,589	Nil	4,70,80,589
Other comprehensive income for the year (net of tax)	(7,81,952)	Nil	(7,81,952)
Total Comprehensive Income for the year	4,62,98,637	Nil	4,62,98,637
Payment of Dividends	(83,73,855)	Nil	(83,73,855)
Tax on Dividends	(17,04,720)	Nil	(17,04,720)
Transfer to General Reserve	(30,00,000)	Nil	(30,00,000)
Transfer from Retained Earnings	Nil	30,00,000	30,00,000
Balance as at 31st March, 2017	29,21,13,842	2,55,00,000	31,76,13,842
Profit for the year	2,34,39,784	Nil	2,34,39,784
Other comprehensive income for the year (net of tax)	11,63,261	Nil	11,63,261
Total Comprehensive Income for the year	2,46,03,045	Nil	2,46,03,045
Payment of Dividends	(92,11,241)	Nil	(92,11,241)
Tax on Dividends	(18,75,192)	Nil	(18,75,192)
Transfer to General Reserve	(30,00,000)	Nil	(30,00,000)
Transfer from Retained Earnings	Nil	30,00,000	30,00,000
Balance as at 31st March, 2018	30,26,30,454	2,85,00,000	33,11,30,454

As per our report of even date attached herewith

FOR, J. T. SHAH & COChartered Accountants
(Firm Regd. No.109616W)**(J. T. Shah)**

Partner

(M.No.3983)

Place : Ahmedabad

Date : 29-05-2018

For and on behalf of the Board

(Dr. C. K. PATEL)

Chairman

(D. K. PATEL)

Managing Director

(M.D FOSI)

C.F.O

(M.K SHAH)

COMPANY SECRETARY



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

1. CORPORATE INFORMATION :

Vikram Thermo (India) Limited (referred to as 'the company') is a leading in manufacturing and selling of basic pharma co-polymer 'Drug Coat' and 'Diphenenyle Oxide'. The company has its registered office at 101, Classic Avenue, 1st Floor, Opp. Sales India, Ashram Road, Ahmedabad - 380009, Gujarat, India.

2. SIGNIFICANT ACCOUNTING POLICIES :

(i) Basis of Accounting:

a) Statement of Compliance:

The financial statements have been prepared with all material aspect with Indian Accounting Standards (Ind As) notified under section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The Financial Statements upto the year ended 31st March, 2017 were prepared in accordance with the Accounting Standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provision of the Act.

These Financial Statements are the first Financial Statements of the Company under Ind As Ind As 101 - "First Time adoption of Indian Accounting Standards". The date of transition to Ind As is 1st April, 2016. Please refer Note No. 46 for an explanation of the transition from previous GAAP to Ind As has affected the Company's Financial Positions, Financial Performance and Cash Flow.

b) Basis of preparation:

The financial statements have been prepared on accrual basis of accounting under historical cost convention in accordance with generally accepted accounting principles in India and the relevant provisions of the Companies Act, 2013 including Indian Accounting Standards notified there under, except for the following where the fair valuation have been carried out in accordance with the requirements of respective Ind As:

1. Employee defined benefit plans - plan assets.

The Operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle. Accordingly, all assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Ind AS 1- 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

(ii) Use of Estimates:

The preparation and presentation of financial statements are in conformity with the Ind As which required management to make estimates and assumptions that affect the reported amounts of assets and liabilities (including contingent liabilities) on the date of the financial statements and the reported amount of revenues and expenses during the reporting year.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ due to these estimates and differences between the actual results and estimates are recognized in the year in which the results are known / materialized.



Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

Note 19 - Current / Deferred tax liabilities

Note 35 - Measurement of defined benefit obligations

Note 9 - Expected credit loss for receivables

Note 8 - Fair valuation of investments

(iii) Property, Plant and Equipment & Depreciation:

a) Property Plant and Equipment:

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost (net of recoverable taxes) less accumulated depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to getting the asset ready for intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

The gain or loss arising on the disposal or retirement of an property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised as income or expenses in the Statement of Profit and Loss in the year or disposal.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

b) Capital work in progress:

Capital work in progress is stated at cost, comprising direct cost, related incidental expenses and attributable borrowing cost and net of accumulated impairment losses, if any. All the direct expenditure related to implementation including incidental expenditure incurred during the period of implementation of a project, till it is commissioned, is accounted as Capital work in progress (CWIP) and after commissioning the same is transferred / allocated to the respective item of property, plant and equipment. Pre-operating costs, being indirect in nature, are expensed to the statement of profit and loss as and when incurred.

c) Transition to Ind AS:

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment. Please refer to note 3A for details of the same.

d) Depreciation methods, estimated useful life and residual value:

Depreciation is provided for property, plant and equipment so as to expense the cost over their estimated useful lives based on evaluation. 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.

Depreciation on property, plant and equipment has been provided on straight line method specified in Schedule II to the Companies Act, 2013. However, land is not depreciated.



The estimated useful lives are mentioned below:

Nature of Assets	Useful life (in Years)
Plant Building	60
Non Plant Building	
RCC Frame Structure	60
Non RCC Frame Structure	30
Tubewells, Evaporation Pond	5
Plant & Equipment	20
Electrical Installations and Equipment	10
Office Equipment	5
Furniture & Fixtures	10
Computers	3
Vehicles	8

Depreciation is calculated on pro rata basis with reference to the date of addition/disposal. The residual values are not more than Re. 1 of the original cost of asset.

(iv) Intangible Assets and Amortisation :

a) Intangible Assets:

Intangible assets are measured on initial recognition at cost (net of recoverable taxes, if any). Subsequently, intangible assets are carried out at cost less any accumulated amortization and accumulated impairment losses, if any.

The gain or loss arising on the disposal or retirement of an intangible asset is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised as income or expenses in the Statement of Profit and Loss in the year or disposal.

b) Transition to Ind As:

On transition to Ind As, the company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment. Please refer to note 4 for details of the same.

c) Amortisation methods, estimated useful life and residual value:

Intangible assets are amortised on a straight line basis over their estimated useful lives based on underlying contracts where applicable. The useful lives of intangible assets are assessed as either finite or indefinite. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. A rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use is considered by the management.

(v) Impairment of non - financial assets

The Company reviews the carrying amount of its Property, Plant and Equipment, including Capital Work in progress of a "Cash Generating Unit" (CGU) at the end of each reporting period to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the Cash Generating Unit to which the asset belongs.



Recoverable Amount is determined:

- i) In case of individual asset, at higher of the fair value less cost to sell and value in use; and
- ii) In case of cash generating unit (a company of assets that generates identified, independent cash flows), at the higher of the cash generating unit's fair value less cost to sell and the value in use.

If the recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the Statement of Profit and Loss.

(vi) Financial Instruments :

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

1. Financial Assets:

i. Initial recognition and measurement:

At initial recognition, the Company measures a financial asset (which are not measured at fair value) through profit or loss at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial asset.

ii. Subsequent measurement:

For purposes of subsequent measurement, financial assets are classified in following categories:

- i) Financial assets measured at amortised cost;
- ii) Financial assets at fair value through profit or loss (FVTPL) and
- iii) Financial assets at fair value through other comprehensive income (FVOCI)

The Company classifies its financial assets in the above mentioned categories based on:

- a) The Company's business model for managing the financial assets, and
- b) The contractual cash flows characteristics of the financial asset.

i) Financial assets measured at amortised cost :

A financial asset is measured at amortised cost if both of the following conditions are met:

- a) A financial asset is measured at amortised cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the Contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.
- b) Financial assets are subsequently 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 profit or loss. The losses arising from impairment are recognised in the profit or loss.

ii) Financial assets at fair value through profit or loss (FVTPL):

Financial assets are measured at fair value through profit and loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair



value through profit or loss are immediately recognized in profit or loss.

iii) Financial assets at fair value through other comprehensive income (FVOCI):

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is achieved by collecting both contractual cash flows that gives rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

A financial asset is measured at fair value through profit or loss unless it is measured at amortised cost or fair value through other comprehensive income. In addition, The Company may elect to designate a financial asset, which otherwise meets amortised cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch')

Trade receivables, Advances, Security Deposits, Cash and Cash Equivalents etc. are classified for measurement at amortised cost.

iii. Derecognition:

The Company derecognizes a financial asset when contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety, the difference between the assets's carrying amount and the sum of the consideration received and receivable is recognized in the Statement of Profit and Loss.

iv. Impairment of financial assets:

The company assesses at each date of statement of financial position whether a financial assets or group of financial assets is impaired. In accordance of Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss.

In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognised as loss allowance. As a practical expedient, the company uses a provision matrix to determine impairment loss on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivables. ECL impairment loss allowances (or reversal) recognized during the period is recognized as an expense / income respectively in the statement of profit and loss. Provision for ECL is presented as deduction from carrying amount of trade receivables.

For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

Subsequently, if the credit quality of the financial asset improves such that there is no longer a significant increase in credit risk since initial recognition, the Company reverts to recognizing impairment loss allowance based on 12 month ECL.

2. Financial Liabilities:

i. Initial recognition and measurement:

All financial liabilities are recognised initially at fair value and subsequently carried at amortised cost using the effective interest method.



The company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

ii. Subsequent measurement:

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

- i) Financial liabilities measured at amortised cost.
- ii) Financial liabilities at fair value through profit or loss.

i) Financial liabilities measured at amortised cost :

Subsequently, all financial liabilities are measured at amortised cost. Any discount or premium on redemption/ settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

ii) Financial liabilities at fair value through profit or loss (FVTPL):

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

iii. Derecognition:

Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation is discharged or cancelled or expiry. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

(vii) Off-setting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(viii) Fair value measurement:

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 under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- (a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.



- (b) Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- (c) Level 3 inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

(ix) Inventories:

Inventories are valued at lower of cost and net realizable value. Cost in respect of raw materials and stock in trade are determined on FIFO basis. Costs in respect of all other Inventories are computed on weighted average basis method. Net realizable value is the estimated selling price in the ordinary course of business less estimated cost necessary to make sale.

Finished goods and process stock include cost of conversion and other costs incurred in acquiring the inventory and bringing them to their present location and condition.

Spares (not meeting the definition of property, plant and equipment) are accounted as inventory and expensed to the statement of profit and loss when issued for consumption.

(x) Borrowing Cost :

Borrowing costs include interest and amortisation of ancillary costs incurred to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

(xi) Cash and cash equivalents:

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the company's cash management.

(xii) Statement of Cash flows:

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

(xiii) Revenue recognition :

Domestic sales are accounted on transfer of significant risks and rewards of ownership to the buyer which generally coincides with dispatch of products to customers in case of domestic sales and on the basis of bill of lading in the case of export sales. Sales are accounted net of VAT/GST, Discounts and Returns as applicable.

Exports Incentives are treated as income in the year of Exports based on eligibility and when there is reasonable certainty regarding the receiving the same.



(xiv) Dividend:

The Company recognises a liability for dividends to equity holders of the Company when the dividend is authorized and the dividend is no longer at the discretion of the Company. As per the corporate laws in India, dividend is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

(xv) Foreign Currency Transactions:

The functional currency of the Company is Indian Rupees which represents the currency of the primary economic environment in which it operates.

Transactions in currencies other than the Company's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated using mean exchange rate prevailing on the last day of the reporting period.

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise.

(xvi) Cenvat, Service Tax, Vat & GST:

CENVAT /Service Tax/ VAT/GST credit on materials purchased for production / service availed for production / input service are taken into account at the time of purchase and CENVAT /Service Tax/ VAT/GST credit on purchase of capital items wherever applicable are taken into account as and when the assets are acquired.

The CENVAT/GST credits so taken are utilized for payment of excise duty/GST on goods manufactured. The unutilized CENVAT/GST credit is carried forward in the books. The VAT/GST credits so taken are utilized for payment of tax on goods sold. The unutilized VAT/GST credit is carried forward in the books.

(xvii) Employee Benefits:

i. Short term employee benefits:

Short Term benefits are recognised as an expense at the undiscounted amounts in the Statement of Profit and Loss of the year in which the related service is rendered.

ii. Post employment benefits:

a) Defined contribution plan:

The Employee and Company make monthly fixed Contribution to Government of India Employee's Provident Fund equal to a specified percentage of the Cover employee's salary, Provision for the same is made in the year in which service are render by employee.

b) Defined benefit plans:

The Liability for Gratuity to employees, which is a defined benefit plan, as at Balance Sheet date determined on the basis of actuarial Valuation based on Projected Unit Credit method is funded to a Gratuity fund administered by the trustees and managed by Life Insurance Corporation of India and the contribution thereof paid/payable is absorbed in the accounts.

The present value of the defined benefit obligations is determined by discounting the estimated future cash flows 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 expenses in the statement of profit and loss.



Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized 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 balance sheet. Changes in present value of the defined benefit obligation resulting from plan amendment or curtailments are recognized immediately in profit or loss as past service cost.

iii. Other long term employee benefits:

Other long term employee benefits comprises of leave encashment towards un-availed leave and compensated absences, these are recognized based on the present value of defined obligation which is computed using the project unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

Remeasurement of leave encashment towards un-availed leave and compensated absences are recognized in the statement of profit and loss except those included in cost of assets as permitted in the period which they occur.

(xviii) Earnings per Share

Basic earnings per share is calculated by dividing net profit after tax for the year attributable to Equity Shareholders of the company by the weighted average number of Equity Shares issued during the year. Diluted earnings per share is calculated by dividing net profit attributable to equity Shareholders (after adjustment for diluted earnings) by average number of weighted equity shares outstanding during the year.

(xix) Provisions, Contingent Liabilities and Contingent Assets :

Provisions are recognised only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made. Contingent liability is disclosed for (i) Possible obligation 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. Contingent assets are not recognised in the financial statements.

(xx) Taxes on Income :

a) Current tax:

Current tax is determined on income for the year chargeable to tax in accordance on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

b) Deferred tax:

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted



or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

(xxi) Segment reporting:

The Chief Operational Decision Maker (CODM) monitors the operating results of its business Segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segments are reported in a manner consistent with the internal reporting to the CODM.

Accordingly, the Board of Directors of the Company is CODM for the purpose of segment reporting. Refer note 38 for segment information presented.

(xxii) Leases :

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to the ownership of an asset to the Company. All other leases are classified as operating leases.

Operating lease payments for lands are recognized as prepayments and amortised on a straight-line basis over the term of the lease. Contingent rentals, if any, arising under operating leases are recognised as an expense in the period in which they are incurred



(Amt. in Rs.)

Note 3A: Property, Plant and Equipment

Particulars	Land (Free Hold)	Buildings	Plant & Machinery	Furniture & Fixtures	Equipments	Vehicles	Computers	Total
Gross Carrying Value as on 01-04-2016	30,03,362	4,62,52,755	10,32,81,257	29,79,283	1,28,74,171	82,48,378	3,25,160	17,69,64,366
Addition during the year	4,12,11,965	Nil	10,33,287	4,88,415	7,21,985	27,40,500	3,94,970	4,65,91,122
Deduction during the year	Nil	Nil	1,22,509	1,35,941	Nil	2,99,157	Nil	5,57,607
Gross Carrying Value as on 31-03-2017	4,42,15,327	4,62,52,755	10,41,92,035	33,31,757	1,35,96,156	1,06,89,721	7,20,130	22,29,97,881
Addition during the year	4,10,274	5,15,78,948	4,96,27,503	4,78,860	2,94,440	17,76,384	2,11,226	10,43,77,635
Deduction during the year	Nil	Nil	Nil	Nil	Nil	6,02,558	Nil	6,02,558
Gross Carrying Value as on 31-03-2018	4,46,25,601	9,78,31,703	15,38,19,538	38,10,617	1,38,90,596	1,18,63,547	9,31,356	32,67,72,958
Accumulated depreciation as on 01-04-2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Addition during the year	Nil	19,04,319	66,78,798	5,49,181	22,91,519	17,13,706	2,77,503	1,34,15,026
Deduction during the year	Nil	Nil	2,281	1,01,863	Nil	18,732	Nil	1,22,876
Accumulated depreciation as on 31-03-2017	Nil	19,04,319	66,76,517	4,47,318	22,91,519	16,94,974	2,77,503	1,32,92,150
Addition during the year	Nil	27,74,346	82,27,160	4,78,918	19,77,283	17,91,178	2,20,524	1,54,69,409
Deduction during the year	Nil	Nil	Nil	Nil	Nil	4,20,010	Nil	4,20,010
Accumulated depreciation as on 31-03-2018	Nil	46,78,665	1,49,03,677	9,26,236	42,68,802	30,66,142	4,98,027	2,83,41,549
Net Carrying Value as on 01-04-2016	30,03,362	4,62,52,755	10,32,81,257	29,79,283	1,28,74,171	82,48,378	3,25,160	17,69,64,367
Net Carrying Value as on 31-03-2017	4,42,15,327	4,43,48,436	9,75,15,518	28,84,439	1,13,04,637	89,94,747	4,42,627	20,97,05,732
Net Carrying Value as on 31-03-2018	4,46,25,601	9,31,53,038	13,89,15,861	28,84,381	96,21,794	87,97,405	4,33,329	29,84,31,408



In accordance with Ind-AS transitional provisions, the company opted to consider previous GAAP carrying value of property, plant and equipment as deemed cost on transition date owing to exemption given in Para D7AA of Ind AS 101 -First time adoption of Indian Accounting Standards. Refer significant accounting policy Sr. No iii (c)

Property, Plant & Equipment - Breakup of Net Carrying amount as on 1st April, 2016 as per previous GAAP

Particulars	Gross block as at 01-04-2016	Accumulated Depreciation as at 01-04-2016	Written down value as at 01-04-2016
Land (Free Hold)	30,03,362	Nil	30,03,362
Buildings	6,04,10,091	1,41,57,336	4,62,52,755
Plant & Equipment	16,20,12,839	5,87,31,582	10,32,81,257
Furniture & Fixtures	57,84,835	28,05,552	29,79,283
Equipments	2,24,21,434	95,47,263	1,28,74,171
Vehicles	1,24,18,280	41,69,902	82,48,378
Computers	23,60,053	20,34,893	3,25,160
Total	26,84,10,894	9,14,46,528	17,69,64,366

Note 3B : Capital Work in Progress

Capital Work in Progress Movement	
Balance at April 1, 2016	93,67,228
Addition during the year	10,96,08,301
Capitalised during the year	4,65,91,122
Balance at March 31, 2017	7,23,84,407
Addition during the year	7,28,58,218
Capitalised during the year	10,43,77,635
Balance at March 31, 2018	4,08,64,990

(a) Assets pledged as Security

"Secured loan are secured against first charge on all present and future Plant & Equipment." "Secured Loan are Collateral Equitable Mortgage of the below properties as per the valuation report of Bank's approved valuer (To be registered with registrar of assurance) : "1. Unit 1, Block No 131/1 and 131/2, Village Dhanot, Chhatral Kadi Road, Dist . Gandhinagar." 2. Unit II, Survey No. 322 Paiki 4 and 322 Paiki 5, Village Indrad, Chhatral Kadi Road, Dist. Mehsana."

(b) Capitalised Borrowing Cost

Borrowing Cost Capitalised on Property, Plant and Equipment during the year 2017-18 Rs.25,79,177/- (PY.2016-17 Rs.23,34,250/-)

(c) Contractual Obligations

Refer Note.37 for disclosure of Contractual Commitments for the acquisition of property, Plant & Equipment.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH,2018

Note 4 : Other Intangible Assets

(AMOUNTS IN RUPEES)

	Computer Software	Total Rs.
Gross Carrying Value as on 01-04-2016	75,529	75,529
Addition during the year	39,900	39,900
Deduction during the year	Nil	Nil
Gross Carrying Value as on 31-03-2017	1,15,429	1,15,429
Addition during the year	Nil	Nil
Deduction during the year	Nil	Nil
Gross Carrying Value as on 31-03-2018	1,15,429	1,15,429
Accumulated depreciation as on 01-04-2016	Nil	Nil
Addition during the year	49,941	49,941
Deduction during the year	Nil	Nil
Accumulated depreciation as on 31-03-2018	49,941	49,941
Addition during the year	42,865	42,865
Deduction during the year	Nil	Nil
Accumulated depreciation as on 31-03-2018	92,806	92,806
Net Carrying Value as on 01-04-2016	75,529	75,529
Net Carrying Vaue as on 31-03-2017	65,488	65,488
Net Carrying Value as on 31-03-2018	22,623	22,623

In accordance with Ind-AS transitional provisions, the company opted to consider previous GAAP carrying value of intangible asstes as deemed cost on transition date owing to exemption given in Para D7AA of Ind AS 101 -First time adoption of Indian Accounting Standards. Refer significant accounting policy Sr. No iv (b)

Intangible assets - Breakup of Net Carring amount as on 1st April,2016 as per previous GAAP

Particulars	Gross block as at 01-04-2016	Accumulated Depreciation as 01-04-2016	Written down value as at
Computer Software	1,85,894	1,10,365	75,529
Total	1,85,894	1,10,365	75,529



(AMOUNTS IN RUPEES)

5. Other Financial Assets (Non-Current)	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Security Deposits Unsecured, considered good	31,02,519	15,42,106	16,59,003
Bank deposit having maturity more than 12 months (Amount transferred from disclosed under other Bank Balance refer note no. 10)	1,73,708	1,60,651	1,45,661
Total :	32,76,227	17,02,757	18,04,664

(AMOUNTS IN RUPEES)

6. Other Non-Current Assets	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Prepayments Expenses	56,321	57,171	58,021
Advances for Property, Plant & Equipment Unsecured, considered good	34,00,112	Nil	Nil
Advance Income Tax (Net) (Unsecured, considered good)	Nil	1,52,65,926	15,16,080
Advance Payment Of Income Tax	Nil	1,52,51,390	Nil
Less : Provision for Income Tax	Nil	14,536	15,16,080
Total :	34,56,433	71,707	15,74,101

(AMOUNTS IN RUPEES)

7. Inventories	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Raw materials	2,61,67,656	3,38,19,380	1,78,29,374
Work-in-Process	39,68,773	20,33,003	7,78,556
Finished Goods	1,99,72,723	2,70,01,908	1,78,32,978
Stores & Others	3,47,942	6,79,019	8,73,318
Total :	5,04,57,095	6,35,33,310	3,73,14,226

- a) Inventory of Raw Material includes material in transit- as on 31-03-2018 of Rs. Nil (as on 31-03-2017 Rs. Nil and as on 01-04-2016 Rs. Nil).
- b) Inventory of Finished Goods Includes Goods in Transit- as on 31-03-2018 Rs. Nil (as on 31-03-2017 Rs. Nil and as on 01-04-2016 Rs. Nil).
- c) The cost of inventories recognised as an expenses includes Rs. Nil (during 2016-17 Rs. Nil) in respect of write-down of inventory to net realisable value, and has been reduced by Rs. Nil (during 2016-17 : Rs. Nil) in respect of the reversal of such write-down.

(AMOUNTS IN RUPEES)

8. Investments	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Investment in mutual fund at fair value through profit and loss			
Hdfc Arbitrage Fund (Nil units as on 31-03-2018, Nil units as on 31-03-2017 and 47897 units as on 01-04-2016) of Rs. 10 each	Nil	Nil	5,01,581
Hdfc Liquid Fund (Nil units as on 31-03-2018, Nil units as on 31-03-2017 and 1342 units as on 01-04-2016) of Rs. 10 each	Nil	Nil	40,05,213
Total :	Nil	Nil	45,06,794
Aggregate amount of quoted investments	Nil	Nil	45,00,000
Aggregate NAV of quoted investments	Nil	Nil	45,06,794



(AMOUNTS IN RUPEES)

9. Trade receivables	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Trade Receivables (Unsecured)			
Considered Good	18,69,34,642	14,26,06,590	14,62,61,505
Considered Doubtful	97,32,368	62,94,252	40,20,273
	19,66,67,010	14,89,00,842	15,02,81,778
Less: Allowance for Bad and Doubtful Debts	97,32,368	62,94,252	40,20,273
Total :	18,69,34,642	14,26,06,590	14,62,61,505

(AMOUNTS IN RUPEES)

10. Cash & Cash Equivalents	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Cash on hand	3,50,843	5,67,734	6,65,808
Balances with Banks	1,07,612	1,01,427	16,75,994
Total :	4,58,455	6,69,161	23,41,802

Non Cash Transactions:

During the year, the company has not entered into any non cash transactions on investing and financing activities.

(AMOUNTS IN RUPEES)

11. Other Bank Balances	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Bank Deposit having maturity more than 3 months but less than 12 months	Nil	Nil	2,06,000
Bank Deposit having maturity more than 12 months	1,73,708	1,60,651	1,45,661
Less: Amount disclosed under non current financial assets (refer note no. 4)	1,73,708	1,60,651	1,45,661
	Nil	Nil	Nil
Unclaimed Dividend Account	18,86,025	17,49,255	16,38,806
Total :	18,86,025	17,49,255	18,44,806

(AMOUNTS IN RUPEES)

12. Other Financial Assets (Current)	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Interest Receivable	1,76,692	1,10,112	1,28,195
Total :	1,76,692	1,10,112	1,28,195

(AMOUNTS IN RUPEES)

13. Current Tax Assets (Net)	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Advance Income Tax	80,17,312	Nil	Nil
Less: Provision of Income Tax	74,14,000	Nil	Nil
Total :	6,03,312	Nil	Nil



(AMOUNTS IN RUPEES)

14. Other Current Assets	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Advances recoverable in cash or kind	27,80,783	2,90,04,796	2,49,66,023
Less: Allowance for Doubtful Advances	3,70,000	Nil	Nil
	24,10,783	2,90,04,796	2,49,66,023
Prepaid Expenses	48,66,354	37,36,881	10,76,011
Insurance Claim Receivable	Nil	7,29,440	Nil
Export Benefits Receivable	10,55,865	5,94,635	1,80,051
Gratuity Fund (Net)	Nil	Nil	5,08,999
Balances with Statutory Authorities	29,20,482	56,98,380	25,36,352
Total :	1,12,53,484	3,97,64,132	2,92,67,437

(AMOUNTS IN RUPEES)

Movement Allowance for Doubtful Advances during the year	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Opening Balance	Nil	Nil	Nil
Add: Provision during the year	3,70,000	Nil	Nil
Less: Utilisation during the year	Nil	Nil	Nil
Closing Balance	3,70,000	Nil	Nil

(AMOUNTS IN RUPEES)

15. Equity Share Capital	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
[i] Authorised Share Capital:	60,00,000	60,00,000	60,00,000
60,00,000 Equity shares of Rs.10 each (as at March 31, 2017 : 60,00,000 equity shares & as at April 01, 2016 : 60,00,000 equity shares of Rs. 10 each)			
[ii] Issued, Subscribed & Paid-up Capital :			
55,82,570 equity shares of Rs.10 each fully paid (as at March 31, 2017 : 55,82,570 equity shares & as at April 01, 2016 : 55,82,570 equity shares of Rs.10 each)	5,58,25,700	5,58,25,700	5,58,25,700
Total :	5,58,25,700	5,58,25,700	5,58,25,700

- a. The company has only one class of shares referred to as Equity shares having face value of Rs. 10/-. Each Holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholder.

The Company declares and pays dividends in Indian Rupees. The Dividend proposed by the Board of Director is subject to the approval of the shareholders in the ensuing Annual General Meeting.

No Shares has been reserved for issue under options or contracts/commitments for the shares/disinvestment.



b. Reconciliation of the number of shares outstanding and the amount of share capital as at 31/03/2018, 31/03/2017 & 01/04/2016 is set out below:-

Particulars	As at 31/03/2018		As at 31/03/2017		As at 01/04/2016	
	No. of Shares	Amt (Rs.)	No. of Shares	Amt (Rs.)	No. of Shares	Amt (Rs.)
Shares at the beginning	55,82,570	5,58,25,700	55,82,570	5,58,25,700	55,82,570	5,58,25,700
Addition	Nil	Nil	Nil	Nil	Nil	Nil
Deletion	Nil	Nil	Nil	Nil	Nil	Nil
Shares at the end	55,82,570	5,58,25,700	55,82,570	5,58,25,700	55,82,570	5,58,25,700

(c) No Shareholder holds more than 5% of shares of the company.

(AMOUNTS IN RUPEES)

16. Other Equity	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
[a] General Reserve			
Balance as per last financial Statement	2,55,00,000	2,25,00,000	2,25,00,000
Add : Amount transfer from surplus balance in the statement of profit and loss	30,00,000	30,00,000	Nil
Closing Balance	2,85,00,000	2,55,00,000	2,25,00,000
General Reserve: General Reserve is created from time to time by transfer of profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.			
[b] Retained Earnings			
Balance as per last financial Statement	29,21,13,842	25,88,93,780	25,88,93,780
Add : Profit for the year	2,34,39,784	4,70,80,589	Nil
Add :Other Comprehensive income	11,63,261	(7,81,952)	Nil
Less: Appropriations Transferred to General Reserve	30,00,000	30,00,000	Nil
Less: Final Dividend Paid	92,11,241	83,73,855	Nil
Less: Tax on Final Dividend	18,75,192	17,04,720	Nil
Net Surplus in the statement of profit and loss	30,26,30,454	29,21,13,842	25,88,93,780
Total	33,11,30,454	31,76,13,842	28,13,93,780

Retained earnings: The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the separate financial statements of the Company and also considering the requirements of the Companies Act, 2013. Thus, the amounts reported above are not distributable in entirety.

(AMOUNTS IN RUPEES)

17. Borrowings (Non-Current)	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Secured Borrowing			
Term Loan from Bank *	6,71,53,562	5,27,20,285	36,90,612
Vehicle Loan **	42,486	6,10,154	21,24,534
Less : Current maturities of long-term debt (Note: 20)	1,54,00,542	95,06,567	27,52,988
Total :	5,17,95,506	4,38,23,872	30,62,158



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Security:

- * Secured loans are secured against first charge on all present and future current assets inclusive of all Stocks, Book Debts and Plant & Equipment and personal guarantee of the directors, Shareholders and collateral security owners of the company.

Secured Loans are secured against Collateral Equitable Mortgage of the below properties as per the valuation report of Bank's approved valuer (registered with registrar of assurance) :

1. Unit 1, Block No 131/1 and 131/2, Village Dhanot, Chhatral Kadi Road, Dist . Gandhinagar.
2. Unit II, Survey No. 322 Paiki 4 and 322 Paiki 5, Village Indrad, Chhatral Kadi Road, Dist. Mehsana.*

- ** Vehicle loans are secured against hypothecation of vehicles

Interest:

- * Term Loans carry an interest rate which shall be HDFC Bank base rate plus 0.85% payable on monthly basis.
- ** Vehicle loans carry an interest rate ranging between 9.55 % to 10%

Repayment:

- * Term Loans carry an interest rate which shall be HDFC Bank base rate plus 0.85% payable on monthly basis.

Particulars	< 1 year	1-2 year	3-5 years	More than 5 years
Term Loan Repayments	1,53,58,055	3,51,73,335	1,66,22,172	Nil

- ** Vehicle Loans are repayable in monthly installments as follows:

Particulars	< 1 year	More than 1 years
Vehicle Loan Repayments	42,486	Nil

(AMOUNTS IN RUPEES)

18. Provisions (Non Current)	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Provisions for employee benefits (Refer note no. 28) For Gratuity	14,53,794	Nil	Nil
Total :	14,53,794	Nil	Nil

(AMOUNTS IN RUPEES)

19. Deferred Tax Liabilities (Net)	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Deferred Tax Liabilities			
Time difference of depreciation as per Tax Provision and Company Law	2,35,64,718	1,99,88,404	1,90,91,552
	2,35,64,718	1,99,88,404	1,90,91,552
Deferred Tax Assets			
Unpaid liability allowable on payment basis u/s. 43B of the Income tax Act, 1961	18,41,853	6,92,387	2,11,247
Allowance for Doubtful Debts & Advances	28,10,479	20,57,719	13,05,873
Carried forward of unused tax credits	9,22,000	Nil	Nil
	55,74,332	27,50,105	15,17,119
Net Deferred Tax Liability	1,79,90,386	1,72,38,298	1,75,74,432



Movements in Deferred Tax Liabilities	Difference of Depreciation as per Tax Provision and Company Law	Unpaid liability allowable on payment basis u/s. 43B of the Income tax Act, 1961	Allowance for Bad and Doubtful Debts	Carried forward of unused tax credits
At April 01, 2016	1,90,91,552	(2,11,247)	(13,05,873)	Nil
Charged/(credited):				
- to profit or loss	8,96,852	(94,901)	(7,51,846)	Nil
Deferred Tax Assets				
- to other comprehensive income	Nil	(3,86,239)	Nil	Nil
At April 01, 2017	1,99,88,404	(6,92,387)	(20,57,719)	Nil
Charged/(credited):				
- to profit or loss	35,76,315	(15,97,816)	(7,52,760)	(9,22,000)
- to other comprehensive income	Nil	4,48,350	Nil	Nil
Net Deferred Tax Liability	2,35,64,718	(18,41,853)	(28,10,479)	(9,22,000)

(AMOUNTS IN RUPEES)

20. Borrowings (Current)	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Secured Borrowing			
Cash Credit from Bank (Repayable on Demand)*	5,19,31,760	57,81,670	Nil
Total	5,19,31,760	57,81,670	Nil

Security :

- * Working Capital facilities are secured against first charge and future current assets including entire stock, Book Debts, Loans and Advances and mortgage of Property, Plant & Equipment and personally guaranteed by some of the directors/promoters of the company.

(AMOUNTS IN RUPEES)

21. Trade payables	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Payable to Micro and Small Enterprise	Nil	Nil	Nil
Payable to others			
- Acceptance	Nil	Nil	Nil
- Other than Acceptances	5,96,95,174	6,61,72,682	3,93,51,543
Total	5,96,95,174	6,61,72,682	3,93,51,543

- (a) There were no overdue amounts/interest payable to Micro, Small and Medium Enterprises Development Act, 2006 as at the Balance Sheet date or any time during the year.
- (b) Dues to Micro and Small enterprises have been determined to the extent such parties have been identified on the basis of the information collected by the Management. This has been relied upon by the Auditors.



(AMOUNTS IN RUPEES)

22. Other Financial Liabilities (Current)	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Secured			
Current Maturity of long term borrowings	1,54,00,542	95,06,567	27,52,988
Interest accrued but not due on borrowings	4,06,494	3,56,781	9,769
Unsecured			
Employee Benefits Payable	22,74,967	19,77,168	15,76,653
Creditors for Property, Plant & Equipment	5,900	9,60,105	440
Dealers Deposit	11,46,081	11,95,894	Nil
Unclaimed Dividend	18,86,025	17,49,255	16,38,806
Total	2,11,20,009	1,57,45,770	59,78,656

(AMOUNTS IN RUPEES)

23. Other Current Liabilities	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Advance received from customers	25,33,080	27,39,397	21,46,209
Other Statutory dues	14,24,885	29,41,483	49,36,289
Total	39,57,965	56,80,879	70,82,498

(AMOUNTS IN RUPEES)

24. Provisions (Current)	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Provisions for employee benefits (Refer note no. 28)			
For unavailed leave	13,17,540	11,17,809	6,38,922
For Gratuity	16,03,096	4,67,336	Nil
Total	29,20,636	15,85,145	6,38,922

(AMOUNTS IN RUPEES)

25. Current Tax Liabilities (Net)	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Provision for Income Tax	Nil	2,53,98,000	1,52,51,390
Less : Advance Tax paid during the year	Nil	2,25,03,206	1,47,08,426
Total	Nil	28,94,794	5,42,964



26	Revenue from operation	Year ended 31/03/2018 Rs.	Year ended 31/03/2017 Rs.
	Sale of Product		
	Finished Goods	49,48,80,047	49,73,49,808
		49,48,80,047	49,73,49,808
	Other Operating Revenue		
	Scrap Sales	8,58,400	8,61,400
	Export incentives	19,19,594	11,46,582
		27,77,994	20,07,982
	Total	49,76,58,041	49,93,57,790
27	Other Income	Year ended 31/03/2018 Rs.	Year ended 31/03/2017 Rs.
	Interest Income From Bank	13,583	17,606
	Interest Income From Others	12,58,356	13,83,660
	Net gain on Sale of Current Investment	Nil	3,21,783
	Net gain on sale of assets of Property, Plant & Equipment	4,72,601	6,23,762
	Other Income	1,35,169	1,98,662
	Total	18,79,709	25,45,473
28	Cost of Materials Consumed	Year ended 31/03/2018 Rs.	Year ended 31/03/2017 Rs.
	Inventory at the beginning of the year	3,38,19,380	1,78,29,374
	Add: Purchase	29,63,46,440	26,33,08,013
	Less: Inventory at the end of the year	2,61,67,656	3,38,19,380
	Cost of Materials Consumed	30,39,98,164	24,73,18,007
29	Change In Inventories Of Finished Goods, Work In Progress And Stock In Trade	Year ended 31/03/2018 Rs.	Year ended 31/03/2017 Rs.
	Inventory at the beginning of the year		
	Work-in-process	20,33,003	7,78,556
	Finished Goods	2,70,01,908	1,78,32,978
		2,90,34,911	1,86,11,534
	Inventory at the end of the year		
	Work-in-process	39,68,773	20,33,003
	Finished Goods	1,99,72,723	2,70,01,908
		2,39,41,497	2,90,34,911
	Decretion / (Accretion) to Goods	50,93,414	(1,04,23,377)



Vikram Thermo (India) Limited

30	Employee Benefit Expense	Year ended 31/03/2018 Rs.	Year ended 31/03/2017 Rs.
	Salary, Wages & Bonus	5,14,07,051	4,84,65,660
	Contribution to Provident Fund & Other Funds	70,48,126	25,88,908
	Staff welfare Expenses	4,87,132	4,81,900
	Total	5,89,42,309	5,15,36,468

Ind AS 19 the Company has recognized in the financial statements in respects of Employee Benefits Schemes as per Actuarial Valuation as on 31st March, 2018.

A. Amount of Defined Benefit Obligation in respect of Gratuity liability is regonised in the balance sheet as Follows:			
Particulars		Projected Unit Credit Method	
Period Covered		2017-18	2016-17
A. Change in defined benefit obligation		31-03-2018 Rs.	31-03-2017 Rs.
1.	Defined benefit obligation at beginning of period	1,14,02,254	88,70,676
2.	Service cost		
	a. Current service cost	11,65,601	10,07,040
	b. Past service cost	40,94,130	Nil
	c. (Gain) / loss on settlements	Nil	Nil
3.	Interest expenses	6,56,537	5,47,154
4.	Cash flows	Nil	Nil
	a. Benefit payments from plan	(89,175)	(2,55,160)
	b. Benefit payments from employer	Nil	Nil
	c. Settlement payments from plan	Nil	Nil
	d. Settlement payments from employer	Nil	Nil
5.	Remeasurements		
	a. Effect of changes in demographic assumptions	Nil	Nil
	b. Effect of changes in financial assumptions	(4,57,885)	4,79,008
	c. Effect of experience adjustments	(10,39,287)	7,53,536
6.	Transfer In /Out		
	a. Transfer In	Nil	Nil
	b. Transfer out	Nil	Nil
7.	Defined benefit obligation at end of period	1,57,32,175	1,14,02,254
B. Change in fair value of plan assets		31-03-2018 Rs.	31-03-2017 Rs.
1.	Fair value of plan assets at beginning of period	1,09,34,918	93,79,675
2.	Interest income	6,64,735	6,25,118
3.	Cash flows		
	a. Total employer contributions	Nil	Nil
	(i) Employer contributions	10,50,368	11,20,932
	(ii) Employer direct benefit payments	Nil	Nil
	(iii) Employer direct settlement payments	Nil	Nil
	b. Participant contributions	Nil	Nil
	c. Benefit payments from plan assets	(89,175)	(2,55,160)



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d. Benefit payments from employer	Nil	Nil
e. Settlement payments from plan assets	Nil	Nil
f. Settlement payments from employer	Nil	Nil
4. Remeasurements		
a. Return on plan assets (excluding interest income)	1,14,439	64,353
5. Transfer In /Out		
a. Transfer In	Nil	Nil
b. Transfer out	Nil	Nil
6. Fair value of plan assets at end of period	1,26,75,285	1,09,34,918
C. Amounts recognized in the statement of financial position	31-03-2018	31-03-2017
	Rs.	Rs.
1. Defined benefit obligation	1,57,32,175	1,14,02,254
2. Fair value of plan assets	(1,26,75,285)	(1,09,34,918)
3. Funded status	30,56,890	4,67,336
4. Effect of asset ceiling	Nil	Nil
5. Net defined benefit liability (asset)	30,56,890	4,67,336
D. Components of defined benefit cost	31-03-2018	31-03-2017
	Rs.	Rs.
1. Service cost		
a. Current service cost	11,65,601	10,07,040
b. Past service cost	40,94,130	Nil
c. (Gain) / loss on settlements	Nil	Nil
d. Total service cost	52,59,731	10,07,040
2. Net interest cost		
a. Interest expense on DBO	6,56,537	5,47,154
b. Interest (income) on plan assets	6,64,735	6,25,118
c. Interest expense on effect of (asset ceiling)	Nil	Nil
d. Total net interest cost	(8,198)	(77,964)
3. Remeasurements (recognized in other comprehensive income)		
a. Effect of changes in demographic assumptions	Nil	Nil
b. Effect of changes in financial assumptions	(4,57,885)	4,79,008
c. Effect of experience adjustments	(10,39,287)	7,53,536
d. (Return) on plan assets (excluding interest income) *	1,14,439	64,353
e. Changes in asset ceiling (excluding interest income)	Nil	Nil
f. Total Remeasurements included in OCI	(16,11,611)	11,68,191
4. Total defined benefit cost recognized in P&L and OCI	36,39,922	20,97,267
E. Re-measurement	31-03-2018	31-03-2017
	Rs.	Rs.
a. Actuarial Loss/(Gain) on DBO	(14,97,172)	12,32,544
b. Returns above Interest Income	1,14,439	64,353
c. Change in Asset ceiling	Nil	Nil
Total Re-measurements (OCI)	(16,11,611)	11,68,191
F. Employer Expense (P&L)	31-03-2018	31-03-2017
	Rs.	Rs.
a. Current Service Cost	11,65,601	10,07,040
b. Interest Cost on net DBO	(8,198)	(77,964)
c. Past Service Cost	40,94,130	Nil
d. Total P& L Expenses	52,51,533	9,29,076



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G. Net defined benefit liability (asset) reconciliation	31-03-2018	31-03-2017
	Rs.	Rs.
1. Net defined benefit liability (asset)	4,67,336	(5,08,999)
2. Defined benefit cost included in P&L	52,51,533	9,29,076
3. Total Remeasurements included in OCI	(16,11,611)	11,68,191
4. a. Employer contributions	(10,50,368)	(11,20,932)
b. Employer direct benefit payments	Nil	Nil
c. Employer direct settlement payments	Nil	Nil
5. Net transfer	Nil	Nil
6. Net defined benefit liability (asset) as of end of period	30,56,890	4,67,336
H. Reconciliation of OCI (Re-measurement)	31-03-2018	31-03-2017
	Rs.	Rs.
1. Recognised in OCI at the beginning of period	3,53,499	(8,14,692)
2. Recognised in OCI during the period	(16,11,611)	11,68,191
3. Recognised in OCI at the end of the period	(12,58,112)	3,53,499
I. Sensitivity analysis - DBO end of Period	31-03-2018	31-03-2017
	Rs.	Rs.
1. Discount rate + 50 basis points	(4,69,829)	(4,02,703)
2. Discount rate -50 basis points	5,10,962	4,41,161
3. Salary Increase Rate + 0.5%	3,08,048	3,43,766
4. Salary Increase Rate -0.5%	(2,89,700)	(3,02,950)
J. Significant actuarial assumptions	31-03-2018	31-03-2017
1. Discount rate Current Year	7.55%	7.10%
2. Discount rate Previous Year	7.10%	7.70%
3. Salary increase rate	Uniform 8.0%	Uniform 8.0%
4. Attrition Rate	5% at younger ages reducing to 1% at older ages	5% at younger ages reducing to 1% at older ages
5. Retirement Age	60	60
6. Pre-retirement mortality	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)
7. Disability	Ultimate Nil	Ultimate Nil
K. Data	31-03-2018	31-03-2017
1. No.	127	122
2. Avg. Age (yrs.)	39	38
3. Avg. Past Service (yrs.)	7	7
4. Avg. Sal. Mly (Rs.)	25,337	24,695
5. Future Service (yrs.)	21	22
6. Weighted average duration of DBO	7	9
L. Expected cash flows for following year	31-03-2018	31-03-2017
	Rs.	Rs.
1. Expected employer contributions / Addl. Provision Next Year	2,43,62,056	99,31,252
2. Expected total benefit payments		
Year 1	67,45,170	43,10,519
Year 2	3,69,687	3,18,129



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Year 3	7,43,795	3,08,494
Year 4	3,72,934	6,40,328
Year 5	21,17,659	2,98,114
Next 5 years	36,41,116	28,56,577
M. Fair value of plan assets	31-03-2018	31-03-2017
	Rs.	Rs.
a. Cash and cash equivalents	Nil	Nil
b. Equity instruments	Nil	Nil
c. Debt instruments	Nil	Nil
d. Real estate	Nil	Nil
e. Derivatives	Nil	Nil
f. Investment funds	Nil	Nil
g. Assets held by insurance company	100%	100%
h. Other	Nil	Nil
i. Total	100%	100%
N. Defined benefit obligation at end of period	31-03-2018	31-03-2017
	Rs.	Rs.
Current Obligation	1,39,16,786	18,36,955
Non-Current Obligation	18,15,389	95,65,299
Total	1,57,32,175	1,14,02,254
SUMMARY		
Assets / Liabilities	31-03-2018	31-03-2017
	Rs.	Rs.
1. Defined benefit obligation at end of period	1,57,32,175	1,14,02,254
2. Fair value of plan assets at end of period	1,26,75,285	1,09,34,918
3. Net defined benefit liability (asset)	30,56,890	4,67,336
4. Defined benefit cost included in P&L	52,51,533	9,29,076
5. Total Remeasurements included in OCI	(16,11,611)	11,68,191
6. Total defined benefit cost recognized in P&L and OCI	36,39,922	20,97,267
B. Details of the Key actuarial assumptions used in the determination of long term compensated absences are as under		
Particulars	Projected Unit Credit Method	
Period Covered	2017-18	2016-17
A. Change in defined benefit obligation	31-03-2018	31-03-2017
	Rs.	Rs.
1. Defined benefit obligation at beginning of period	11,17,809	6,38,922
2. Service cost		
a. Current service cost	3,66,337	2,87,212
b. Past service cost	Nil	Nil
c. (Gain) / loss on settlements	Nil	Nil
3. Interest expenses	67,866	42,018
4. Cash flows		
a. Benefit payments from plan	(2,37,651)	(73,483)
b. Benefit payments from employer	Nil	Nil



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c. Settlement payments from plan	Nil	Nil
d. Settlement payments from employer	Nil	Nil
5. Remeasurements		
a. Effect of changes in demographic assumptions	Nil	Nil
b. Effect of changes in financial assumptions	(47,761)	54,984
c. Effect of experience adjustments	50,940	1,68,156
6. Transfer In /Out		
a. Transfer In	Nil	Nil
b. Transfer out	Nil	Nil
7. Defined benefit obligation at end of period	13,17,540	11,17,809
B. Change in fair value of plan assets	31-03-2018	31-03-2017
	Rs.	Rs.
1. Fair value of plan assets at beginning of period	Nil	Nil
2. Interest income	Nil	Nil
3. Cash flows		
a. Total employer contributions		
(i) Employer contributions	2,37,651	73,483
(ii) Employer direct benefit payments	Nil	Nil
(iii) Employer direct settlement payments	Nil	Nil
b. Participant contributions	Nil	Nil
c. Benefit payments from plan assets	Nil	Nil
d. Benefit payments from employer	(2,37,651)	(73,483)
e. Settlement payments from plan assets	Nil	Nil
f. Settlement payments from employer	Nil	Nil
4. Remeasurements		
a. Return on plan assets (excluding interest income)	Nil	Nil
5. Transfer In /Out		
a. Transfer In	Nil	Nil
b. Transfer out	Nil	Nil
6. Fair value of plan assets at end of period	Nil	Nil
C. Amounts recognized in the statement of financial position	31-03-2018	31-03-2017
	Rs.	Rs.
1. Defined benefit obligation	13,17,540	11,17,809
2. Fair value of plan assets	Nil	Nil
3. Funded status	13,17,540	11,17,809
4. Effect of asset ceiling	Nil	Nil
5. Net defined benefit liability (asset)	13,17,540	11,17,809
D. Components of defined benefit cost	31-03-2018	31-03-2017
	Rs.	Rs.
1. Service cost		
a. Current service cost	3,66,337	2,87,212
b. Past service cost	Nil	Nil
c. (Gain) / loss on settlements	Nil	Nil
d. Total service cost	3,66,337	2,87,212
2. Net interest cost		
a. Interest expense on DBO	67,866	42,018
b. Interest (income) on plan assets	Nil	Nil



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c.	Interest expense on effect of (asset ceiling)	Nil	Nil
d.	Total net interest cost	67,866	42,018
3.	Remeasurements (recognized in other comprehensive income)		
a.	Effect of changes in demographic assumptions	Nil	Nil
b.	Effect of changes in financial assumptions	(47,761)	54,984
c.	Effect of experience adjustments	50,940	1,68,156
d.	(Return) on plan assets (excluding interest income) *	Nil	Nil
e.	Changes in asset ceiling (excluding interest income)	Nil	Nil
f.	Total Remeasurements included in OCI	Nil	Nil
4.	Total defined benefit cost recognized in P&L and OCI	4,37,382	5,52,370
E.	Components of actuarial Loss / (Gain) on obligation	31-03-2018	31-03-2017
		Rs.	Rs.
a.	Effect of changes in demographic assumptions	Nil	Nil
b.	Effect of changes in financial assumptions	(47,761)	54,984
c.	Effect of experience adjustments	50,940	1,68,156
d.	(Return) on plan assets (excluding interest income) *	Nil	Nil
	Net actuarial Loss / (Gain) on obligation	3,179	2,23,140
F.	Employer Expense (P&L)	31-03-2018	31-03-2017
		Rs.	Rs.
a.	Current Service Cost	3,66,337	2,87,212
b.	Interest Cost on net DBO	67,866	42,018
c.	Past Service Cost	Nil	Nil
d.	Net value of remeasurements on the obligation and plan assets	3,179	2,23,140
e.	Total P&L Expenses	4,37,382	5,52,370
G.	Net defined benefit liability (asset) reconciliation	31-03-2018	31-03-2017
		Rs.	Rs.
1.	Net defined benefit liability (asset)	11,17,809	6,38,922
2.	Defined benefit cost included in P&L	4,37,382	5,52,370
3	a. Employer contributions		
	b. Employer direct benefit payments	(2,37,651)	(73,483)
	c. Employer direct settlement payments	Nil	Nil
4	Net transfer	Nil	Nil
5	Net defined benefit liability (asset) as of end of period	13,17,540	11,17,809
H.	Reconciliation of OCI (Re-measurement)	31-03-2018	31-03-2017
		Rs.	Rs.
1.	Recognised in OCI at the beginning of period	Nil	Nil
2.	Recognised in OCI during the period	Nil	Nil
3.	Recognised in OCI at the end of the period	Nil	Nil
J.	Significant actuarial assumptions	31-03-2018	31-03-2017
1.	Discount rate Current Year	7.55%	7.10%
2.	Discount rate Previous Year	7.10%	7.70%
3.	Salary increase rate	Uniform 8.0%	Uniform 8.0%
4.	Retirement Age	60	60
5.	Pre-retirement mortality	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
6.	Disability	Nil	Nil



Vikram Thermo (India) Limited

K.	Data	31-03-2018	31-03-2017
1.	No.	37	29
2.	Avg. Age (yrs.)	39	41
3.	Total Leave Balance	826	765
4.	Total Monthly Encashment Salary (Rs.)	14,65,852	14,65,852
L.	Expected cash flows for following year	31-03-2018	31-03-2017
		Rs.	Rs.
1.	Expected employer contributions / Addl. Provision Next Year	13,17,540	11,17,809
N.	Defined benefit obligation at end of period	31-03-2018	31-03-2017
		Rs.	Rs.
	Current Obligation	4,37,477	3,23,887
	Non-Current Obligation	8,80,063	7,93,922
	Total	13,17,540	11,17,809
SUMMARY			
	Assets / Liabilities	31-03-2018	31-03-2017
		Rs.	Rs.
1.	Defined benefit obligation at end of period	13,17,540	11,17,809
2.	Fair value of plan assets at end of period	Nil	Nil
3.	Net defined benefit liability (asset)	13,17,540	11,17,809
4.	Defined benefit cost included in P&L	4,37,382	5,52,370
5.	Total Remeasurements included in OCI	Nil	Nil
6.	Total defined benefit cost recognized in P&L and OCI	4,37,382	5,52,370
31	Finance Cost	Year ended 31/03/2018 Rs.	Year ended 31/03/2017 Rs.
	Interest Paid to Bank	58,94,357	1,80,213
	Interest Paid to Others	2,54,567	5,27,797
	Other borrowing cost	6,85,066	3,79,221
	Total	68,33,990	10,87,232
32	Depreciation And Amortisation Expense	Year ended 31/03/2018 Rs.	Year ended 31/03/2017 Rs.
	Depreciation of Property, Plant & Equipment	1,54,69,409	1,34,15,026
	Depreciation of Intangible Assets	42,865	49,941
	Total	1,55,12,274	1,34,64,967
33	Other Expenses	Year ended 31/03/2018 Rs.	Year ended 31/03/2017 Rs.
	Stores & Spares consumed	8,10,742	5,82,926
	Job work charges	Nil	50,505
	Labour expenses	42,32,373	40,29,244
	Testing fee charges	10,82,716	9,90,538
	Electricity, Fuel & Water charges	1,62,99,969	1,71,65,604


Repairs To:

Building	1,47,028	26,13,730
Machinery	20,09,924	19,29,800
Other	7,45,584	9,72,733
Total	29,02,536	55,16,263
Insurance	35,13,902	26,20,635
Rent	2,81,298	2,54,100
Rates & Taxes	4,71,115	35,71,156
Stationery, Printing & Communication expenses	10,75,199	10,50,157
Other Selling expenses	1,15,37,194	1,09,99,699
Traveling & Conveyance expense	8,94,018	7,57,413
Corporate Social Responsibility expenditure	13,65,000	23,00,000
Legal & Professional expenses	53,81,663	83,63,744
Freight & Delivery charges	58,01,289	51,65,004
(Increase)/decrease of excise duty on inventory	(42,06,162)	1,55,906

Auditor's Remuneration:

Audit Fees	2,50,000	1,00,000
Tax Audit Fees	50,000	50,000
In Other Capacity	2,25,000	Nil
For Certification	7,000	11,304
Total	5,32,000	1,61,304

Allowances for bad and doubtful debts	34,38,116	22,73,979
Provision for doubtful advances	3,70,000	Nil
Bad Debts	Nil	5,74,699
Commission expenses	84,83,625	1,01,63,652
Donation	1,66,500	6,00,000
Loss / (Gain) on Exchange fluctuation (net)	(4,51,900)	7,115
General Charges	24,22,849	21,99,426

(including Subscription expenses, Waste disposal expenses,

Listing fee expense & Other miscellaneous expenses)

Total	6,64,04,042	7,95,53,069
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Expenditure on Corporate Social Responsibilities activities

a) Gross amount required to be spent by the Company during the year Rs. 13,65,000/- (Previous year Rs 13,86,000/-)

b) Amount spent during the year:
Amount in Rs.

Sr. No	Particulars	In Cash	Yet to be paid	Total
1.	On Construction/acquisition of any asset	Nil (PY. Nil)	Nil (PY. Nil)	Nil (PY. Nil)
2.	On Purpose other than (1) above	13,65,000 /- PY 23,00,000 /-	Nil (PY. Nil)	13,65,000 /- (PY23,00,000/-)



34 Cost of Materials Consumed	Year ended 31/03/2018 Rs.	Year ended 31/03/2017 Rs.
Current tax	74,14,000	2,53,98,000
	74,14,000	2,53,98,000
Deferred tax	3,03,738	50,105
Other borrowing cost	3,03,738	50,105
Total	77,17,738	2,54,48,105
Income tax reconciliation		
Particulars	Year ended 31/03/2018 Rs.	Year ended 31/03/2017 Rs.
Profit before tax	3,11,57,522	7,25,28,694
Tax expenses reported during the year	77,17,738	2,54,48,105
Income tax expenses calculated at 27.5525% (P.Y 33.063%)	85,84,676	2,39,80,162
Difference	(8,66,938)	14,67,943
Permanent disallowances	2,60,003	8,25,519
Deferred tax	4,48,350	(3,86,239)
Effect of changes in tax rate	(35,03,341)	Nil
Adjustment recognised in the current year in relation to prior years expense	19,28,050	10,28,663
Total	(8,66,938)	14,67,943
Effective tax rate	24.77	35.09
35 Statement of Other Comprehensive Income	Year ended 31/03/2018 Rs.	Year ended 31/03/2017 Rs.
(i) Items that will not be reclassified to profit and loss		
Remeasurement of defined benefit plans		
Actuarial gain/(loss)	16,11,611	(11,68,191)
(ii) Income tax relating to these items that will not be reclassified to profit and loss		
Deferred tax impact on actuarial gain/(loss)	(4,48,350)	3,86,239
Total	11,63,261	(7,81,952)



Vikram Thermo (India) Limited

36 Earning Per Share

Particulars	Unit	Year ended 31/03/2018 Rs.	Year ended 31/03/2017 Rs.
Profit Attributable to Equity Share Holders from Continuing Operations (Profit after Tax)	Rs.	2,34,39,784	4,70,80,589
Weighted average No. of shares used as denominator for calculating Basic and Diluted	No. of Shares	55,82,570	55,82,570
Nominal Value of Share	Rs.	10	10
Basic and Diluted Earnings per Share	Rs.	4.20	8.43

37 Contingent liabilities and Commitments

Particulars	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
Contingent Liability not provided for claims against the Company not acknowledged as debt	Nil	Nil	Nil
Estimated amount of contracts remaining to be executed on Capital Account. Advance paid against such Contract is Rs. 34,00,112 /- (31st March, 2017: Rs. Nil /- ; 1st April, 2016: Rs. Nil) which is shown under the head other non current assets	71,44,485	1,39,31,000	10,84,96,500

38 Segment Reporting

The Company's management, consisting of the chief executive officer, the chief financial officer and the manager for corporate planning, monitors the operating results of the below business segments separately for the purpose of making decisions about resource allocation and performance assessment and accordingly, based on the principles for determination of segments given in Indian Accounting Standard 108 "Operating Segments " and in the opinion of management the Company is primarily engaged in the business of manufacturing of "Chemicals". All other activities of the Company revolve around the main business and as such there is no separate reportable business segment.

The company has identified geographical segment as its secondary business segment, the details are as follows:

Particulars	India		Rest of the world		Total	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
Segment Revenue	45,19,43,655	45,53,31,399	4,57,14,386	4,40,26,391	49,76,58,041	49,93,57,790
Additions to Property, Plant & Equipments	10,43,77,635	4,66,31,022	Nil	Nil	10,43,77,635	4,66,31,022
including intangible Assets						



Segment Assets	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 01/04/2016 Rs.
In India	59,30,96,829	52,90,34,133	40,56,27,765
Rest of the world	47,24,556	33,28,518	58,22,889
Total	59,78,21,385	53,23,62,651	41,14,50,654

There is no transactions with single customer which amounts to 10% or more of the Company's revenue.

39 Related Party Disclosure

Key Management Personnel

Sr. No	Name	Designation
1	Dr. Chimanbhai K Patel	Chairman Cum Director
2	Mr. Dhirajbhai K Patel	Managing Director
3	Dr. Dinesh H. Patel	Whole Time Director
4	Mrs. Alpaben A. Patel	Director
5	Mr. Ankur D. Patel	Whole Time Director
6	Mr. Motibhai D Fosi	C.F.O
7	Mr. Maheshkumar K. Shah	Company Secretary

List of Relatives of Key Management Personnel with whom transactions have taken place during the year

Sr. No	Name
1	Mr. Ambalal K. Patel
2	Mr. Harjivanbhai K Patel
3	Mr. Ghanshyambhai K Patel
4	Mr. Jaimin C Patel
5	Mr. Alpesh A. Patel
6	Mr. Vikalp D. Patel
7	Mrs. Rachana V Patel

Transactions with the Related Parties

1. Compensation to Key Management Personnel (Amount in Rs.)

Particular	Transaction during 2017-18	Transaction during 2016-17
Short term employee benefits	1,15,65,082	1,13,45,523
Post-employment benefits	Nil	Nil

Key Managerial Personnel and Relatives of Key Management Personnel who are under the employment of the Company are entitled to post employment benefits and other long term benefits recognised as per Ind As 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

2. Disclosure in respect of material transactions with related parties (Amount in Rs.)

Particulars	Transaction during 2017-18	Transaction during 2017-16	Balance outstanding as at 31/3/2018	Balance outstanding as at 31/3/2017	Balance outstanding as at 31/3/2016
Remuneration to Key Management Personnel					
Dr. Chimanbhai K Patel	12,21,600	12,21,600	Nil	Nil	Nil
Mr. Dhirajbhai K Patel	32,68,800	32,68,800	Nil	Nil	Nil
Dr. Dinesh H. Patel	24,58,800	24,40,050	Nil	Nil	Nil
Mr. Ankur D. Patel	24,58,800	24,40,050	Nil	Nil	Nil
Mr. Motibhai D Fosi	20,84,643	19,01,454	Nil	Nil	Nil
Mr. Maheshkumar K. Shah	72,439	73,569	Nil	Nil	Nil
	1,15,65,082	1,13,45,523			


**Remuneration to Relatives
of Key Management Personnel**

Mr. Ambalal K. Patel	9,81,600	9,81,600	Nil	Nil	Nil
Mr. Harjivanbhai K Patel	16,20,000	16,07,500	Nil	Nil	Nil
Mr. Ghanshyambhai K Patel	16,41,600	16,29,100	Nil	Nil	Nil
Mr. Jaimin C Patel	6,07,500	6,03,125	Nil	Nil	Nil
Mr. Alpesh A. Patel	7,57,850	6,22,850	Nil	Nil	Nil
Mr. Vikalp D. Patel	13,71,600	13,40,350	Nil	Nil	Nil
Mrs. Rachana V Patel	6,52,500	6,68,750	Nil	Nil	Nil
	76,32,650	74,53,275			

40 Fair Value Measurements

Financial instrument by category and their fair value

As at 31st March, 2018	Carrying Amount				Fair Value			
	FVPTL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
Trade Receivables	Nil	Nil	18,69,34,642	18,69,34,642	Nil	Nil	18,69,34,642	18,69,34,642
Cash and Cash Equivalents	Nil	Nil	4,58,455	4,58,455	Nil	Nil	4,58,455	4,58,455
Other Bank Balances	Nil	Nil	18,86,025	18,86,025	Nil	Nil	18,86,025	18,86,025
Other Financial Assets								
Non Current	Nil	Nil	32,76,227	32,76,227	Nil	Nil	32,76,227	32,76,227
Current	Nil	Nil	1,76,692	1,76,692	Nil	Nil	1,76,692	1,76,692
Total Financial Assets	Nil	Nil	19,27,32,041	19,27,32,041	Nil	Nil	19,27,32,041	19,27,32,041
Financial Liabilities								
Borrowings								
Non Current	Nil	Nil	5,17,95,506	5,17,95,506	Nil	Nil	5,17,95,506	5,17,95,506
Current	Nil	Nil	5,19,31,760	5,19,31,760	Nil	Nil	5,19,31,760	5,19,31,760
Other Financial Liabilities								
Current	Nil	Nil	2,11,20,009	2,11,20,009	Nil	Nil	2,11,20,009	2,11,20,009
Trade Payables	Nil	Nil	5,96,95,174	5,96,95,174	Nil	Nil	5,96,95,174	5,96,95,174
Total Financial Liabilities	Nil	Nil	18,45,42,449	18,45,42,449	Nil	Nil	18,45,42,449	18,45,42,449

As at 31st March, 2017	Carrying Amount				Fair Value			
	FVPTL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
Trade Receivables	Nil	Nil	14,26,06,590	14,26,06,590	Nil	Nil	14,26,06,590	14,26,06,590
Cash and Cash Equivalents	Nil	Nil	6,69,161	6,69,161	Nil	Nil	6,69,161	6,69,161
Other Bank Balances	Nil	Nil	17,49,255	17,49,255	Nil	Nil	17,49,255	17,49,255
Other Financial Assets								
Non Current	Nil	Nil	17,02,757	17,02,757	Nil	Nil	17,02,757	17,02,757
Current	Nil	Nil	1,10,112	1,10,112	Nil	Nil	1,10,112	1,10,112
Total Financial Assets	Nil	Nil	14,68,37,874	14,68,37,874	Nil	Nil	14,68,37,874	14,68,37,874
Financial Liabilities								
Borrowings								
Non Current	Nil	Nil	4,38,23,872	4,38,23,872	Nil	Nil	4,38,23,872	4,38,23,872
Current	Nil	Nil	57,81,670	57,81,670	Nil	Nil	57,81,670	57,81,670
Other Financial Liabilities								
Current	Nil	Nil	1,57,45,770	1,57,45,770	Nil	Nil	1,57,45,770	1,57,45,770
Trade Payables	Nil	Nil	6,61,72,682	6,61,72,682	Nil	Nil	6,61,72,682	6,61,72,682
Total Financial Liabilities	Nil	Nil	13,15,23,993	13,15,23,993	Nil	Nil	13,15,23,993	13,15,23,993



As at 31st March, 2016	Carrying Amount				Fair Value			
	FVPTL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
Investments								
Mutual Funds	45,06,794	Nil	Nil	45,06,794	Nil	45,06,794	Nil	45,06,794
Trade Receivables	Nil	Nil	14,62,61,505	14,62,61,505	Nil	Nil	14,62,61,505	14,62,61,505
Cash and Cash Equivalents	Nil	Nil	23,41,802	23,41,802	Nil	Nil	23,41,802	23,41,802
Other Bank Balances	Nil	Nil	18,44,806	18,44,806	Nil	Nil	18,44,806	18,44,806
Other Financial Assets								
Non Current	Nil	Nil	18,04,664	18,04,664	Nil	Nil	18,04,664	18,04,664
Current	Nil	Nil	1,28,195	1,28,195	Nil	Nil	1,28,195	1,28,195
Total Financial Assets	Nil	Nil	15,23,80,972	15,23,80,972	Nil	Nil	15,23,80,972	15,23,80,972
Financial Liabilities								
Borrowings								
Non Current	Nil	Nil	30,62,158	30,62,158	Nil	Nil	30,62,158	30,62,158
Other Financial Liabilities								
Current	Nil	Nil	59,78,656	59,78,656	Nil	Nil	59,78,656	59,78,656
Trade Payables	Nil	Nil	3,93,51,543	3,93,51,543	Nil	Nil	3,93,51,543	3,93,51,543
Total Financial Liabilities	Nil	Nil	4,83,92,358	4,83,92,358	Nil	Nil	4,83,92,358	4,83,92,358

The above fair value hierarchy explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost for which fair values are disclosed in the financial statements. To provide the indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments in to three levels prescribed is as under:

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

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

There were no transfers between the levels during the year

Valuation process

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. The fair valuation of level 1 and level 2 classified assets and liabilities are readily available from the quoted prices in the open market and rates available in secondary market respectively. The valuation method applied for various financial assets and liabilities are as follows-

1. Quoted price in the primary market (NAV) considered for the fair valuation of the current investment i.e Mutual fund. Gain / (loss) on fair valuation is recognised in profit and loss.
2. The carrying amount of trade receivable, trade payable, cash and bank balances, short term loans and advances, statutory/ receivable, short term borrowing, employee dues are considered to be the same as their fair value due to their short-term nature.

41 Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- I Credit Risk
- II Liquid Risk
- III Market Risk

Risk Management Framework

The Company's risk management is governed by policies and approved by the board of directors. Company's identifies, evaluates and hedges financial risks in close co-operation with the Company's operating units. The company has policies for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments.

The audit committee oversees how management monitors compliance with the company's risk management policies



and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

I Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Company maintain its cash and cash equivalents and bank deposits with banks having good reputation, good past track record and high quality credit rating and also reviews their credit-worthiness on an on-going basis. "The maximum exposure to credit risk at the reporting date is primarily from trade receivables. 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. "On account of the adoption of Ind AS 109, the company uses ECL model to assess the impairment loss or gain. The company uses a provision matrix to compute the ECL allowance for trade receivables and unbilled revenues. The provision matrix takes into account available external and internal credit risk factors and the company's experience for customers.

The Company reviews trade receivables on periodic basis and makes provision for doubtful debts if collection is doubtful. The Company also calculates the expected credit loss (ECL) for non-collection of receivables. The Company makes additional provision if the ECL amount is higher than the provision made for doubtful debts. In case the ECL amount is lower than the provision made for doubtful debts, the Company retains the provision made for doubtful debts without any adjustment.

The provision for doubtful debts including ECL allowances for non-collection of receivables and delay in collection, on a combined basis, was Rs. 62.94 lakhs as at March, 2017 and Rs. 97.32 lakhs as at March 31, 2018. The movement in allowances for doubtful accounts comprising provision for both non-collection of receivables and delay in collection is as follows:

Movement in allowance for bad and doubtful debts	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.
Balance at the beginning of the year	62,94,252	40,20,273
Add : Allowance made during the year	81,57,392	35,31,811
Less : Reversal of allowance made during the year	47,19,276	12,57,832
Balance at the end of the year	97,32,368	62,94,252

II Liquid Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management regularly monitors the position of cash and cash equivalents vis-à-vis projections. Assessment of maturity profiles of financial assets and liabilities including debt financing plans and maintenance of balance sheet liquidity ratios are considered while reviewing the liquidity position.

i) Exposure to Liquid Risk:

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

(Amount in Rs.)

31.03.2018	Carrying Amount	Contractual Cash Flows				
		< 1 year	1-2 year	3-5 years	More than 5 years	Total
Financial Liabilities						
Non Current Borrowings	5,17,95,506	Nil	3,51,73,335	1,66,22,172	Nil	5,17,95,506
Current Borrowings	5,19,31,760	5,19,31,760	Nil	Nil	Nil	5,19,31,760
Trade Payables	5,96,95,174	5,96,95,174	Nil	Nil	Nil	5,96,95,174
Current Financial liabilities	2,11,20,009	2,11,20,009	Nil	Nil	Nil	2,11,20,009
Total	18,45,42,449	13,27,46,943	3,51,73,335	1,66,22,172	Nil	18,45,42,449



(Amount in Rs.)

31.03.2017	Carrying Amount	Contractual Cash Flows				
		< 1 year	1-2 year	3-5 years	More than 5 years	Total
Financial Liabilities						
Non Current Borrowings	4,38,23,872	Nil	2,64,33,227	1,73,90,644	Nil	4,38,23,872
Current Borrowings	57,81,670	57,81,670	Nil	Nil	Nil	57,81,670
Trade Payables	6,61,72,682	6,61,72,682	Nil	Nil	Nil	6,61,72,682
Current Financial liabilities	1,57,45,770	1,57,45,770	Nil	Nil	Nil	1,57,45,770
Total	13,15,23,993	8,77,00,122	2,64,33,227	1,73,90,644	Nil	13,15,23,993

(Amount in Rs.)

31.03.2016	Carrying Amount	Contractual Cash Flows				
		< 1 year	1-2 year	3-5 years	More than 5 years	Total
Financial Liabilities						
Non Current Borrowings	30,62,158	Nil	30,19,672	42,486	Nil	30,62,158
Current Borrowings	Nil	Nil	Nil	Nil	Nil	Nil
Trade Payables	3,93,51,543	3,93,51,543	Nil	Nil	Nil	3,93,51,543
Current Financial liabilities	59,78,656	59,78,656	Nil	Nil	Nil	59,78,656
Total	4,83,92,358	4,53,30,200	30,19,672	42,486	Nil	4,83,92,358

III Market Risk

Market risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in market factors. Market risk comprises three type of risks:

- Currency Risk**
- Interest Risk**
- Price Risk**

a) Currency Risk

The functional currency of the Company is Indian Rupee. The Company is exposed to currency risk on account of payables and receivables in foreign currency. Company is exposed to currency risk on account of payables and receivables in foreign currency.

Company does not use derivative financial instruments for trading or speculative purposes.

i) Particulars of unhedged foreign currency exposures at the reporting date

Particulars	Currency	As at	As at	As at
		31/03/2018	31/03/2017	1/04/2016
		Rs.	Rs.	Rs.
a) Trade Receivables	USD	69,633	45,293	85,122
	INR	45,35,894	29,82,727	56,33,374
	EURO	Nil	Nil	8,144
	INR	Nil	Nil	5,74,280
b) Foreign Currency on hand	USD	2,766	2,985	2,159
	INR	1,80,177	2,03,725	1,30,037
	EURO	Nil	1,761	670
	INR	Nil	1,32,016	54,856
	EGP	181	530	Nil
	INR	670	1,880	Nil
	NPR	330	Nil	Nil
	INR	205	Nil	Nil
	REAL	310	Nil	Nil
	INR	6,110	Nil	Nil
	RIAL	7,50,000	Nil	Nil
	INR	1,500	Nil	Nil
	Taka	Nil	10,051	5,615
	INR	Nil	8,170	4,622



c) Trade Payables	USD	253	Nil	Nil
	INR	16,480	Nil	Nil
	EURO	10,727	Nil	Nil
	INR	8,61,184	Nil	Nil
Net Statement of Financial Exposure	USD	72,146	48,278	87,281
	INR	46,99,590	31,86,452	57,63,411
	EURO	(10,727)	1,761	8,814
	INR	(8,61,184)	1,32,016	6,29,136
	EGP	181	530	Nil
	INR	670	1,880	Nil
	NPR	330	Nil	Nil
	INR	205	Nil	Nil
	REAL	310	Nil	Nil
	INR	6,110	Nil	Nil
	RIAL	7,50,000	Nil	Nil
	INR	1,500	Nil	Nil
	Taka	Nil	10,051	5,615
	INR	Nil	8,170	4,622
	Total INR	38,46,892	33,28,518	63,97,169

ii) Foreign Currency Risk Sensitivity

A change of 5% in Foreign currency would have following Impact on profit before tax

Particulars	2017-18		2016-17	
	5% Increase	5% Decrease	5% Increase	5% Decrease
USD	2,34,980	(2,34,980)	1,59,323	(1,59,323)
EURO	(43,059)	43,059	6,601	(6,601)
Total	1,91,920	(1,91,920)	1,65,923	(1,65,923)

b) Interest Risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

According to the Company interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

i) Exposure to interest rate risk

Particulars	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 1/04/2016 Rs.
Fixed Rate Instruments			
Financial liabilities			
Non Current	Nil	42,486	6,10,154
Current	42,486	5,67,668	15,14,38
Total	42,486	6,10,154	21,24,534
Variable Rate Instruments			
Financial liabilities			
Non Current	5,17,95,506	4,37,81,386	24,52,004
Current	6,72,89,816	1,47,20,569	12,38,608
Total	11,90,85,322	5,85,01,955	36,90,612



Vikram Thermo (India) Limited

The outstanding position of borrowings at variable interest rate along with proportion of total loans is given below:

Particulars	As at 31/03/2018 Rs.	As at 31/03/2017 Rs.	As at 1/04/2016 Rs.
Total Borrowings	11,91,27,808	5,91,12,109	58,15,146
% of total borrowings out of above bearing variable rate of interest	99.96%	98.97%	63.47%

ii) Interest Rate Sensitivity

A change of 50 bps in interest rates would have following Impact on profit before tax

Particulars	2017-18	2016-17
50bp increase would decrease the profit before tax by	5,95,427	2,92,510
50bp increase would increase the profit before tax by	(5,95,427)	(2,92,510)

c) Price Risk

As of 31st March 2018, the company has nil exposure on security price risks.

42 Capital management

"The Company's capital management is intended to maximise the return to shareholders and benefits for other stakeholders for meeting the long-term and short-term goals of the Company; and reduce the cost of capital through the optimization of the capital structure i.e. the debt and equity balance." "The Company monitors the capital structure on the basis of Net debt to equity ratio and maturity profile of the overall debt portfolio of the Company."

The gearing ratio at the end of the reporting period was as follows:

Particulars	31.03.2018	31.03.2017	01.04.2016
Debt	11,91,27,808	5,91,12,109	58,15,146
Cash and bank balances	(23,44,480)	(24,18,416)	(41,86,609)
Net debt	11,67,83,328	5,66,93,693	16,28,537
Equity	38,69,56,154	37,34,39,542	33,72,19,480
Net debt to equity ratio	30.00%	15.00%	0.00%

43 The following pre-commissioning expenses incurred during the various have been included in of Property, Plant and Equipment / Capital Work in Progress

Particulars	31/03/2018 Rs.	31/03/2017 Rs.
Salary, Wages and Bonus	Nil	231810
Finance Cost	25,79,177	2334250
Total	25,79,177	25,66,060

44 The financial statement are approved for issue by the Audit Committee as at its meeting on 29th May,2018 and by the Board of Directors on 29th May,2018.

45 The board has recommended dividend of 5% (Re. 0.50 per share of face value of Rs. 10/- each) for the financial year ended 31st March, 2018 which is subject to approval of shareholders in the ensuing Annual General Meeting.

46 Transition to Ind-AS

These financial statements, for the year ended 31 March 2018, are the first the company has prepared in accordance with Ind-AS.

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 the opening Ind AS balance sheet at 1 April 2016 (the Company's date of transition to Ind AS). In preparing its opening Ind AS balance sheet the company has adjusted amount reported previously in financial statements in accordance with accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the act (previous GAAP). An explanation of how transition from previous GAAP to Ind AS has affected the Company's financials position, financial performance and cash flows is set out in following tables and notes.



46.1 Exemptions and exceptions availed

In preparing these financial statement, the Company has elected to apply the below optional exemptions and mandatory exceptions in line with principles of Ind AS 101.

I Optional exemptions

1 Property, Plant and Equipment (PPE) and intangible assets

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.

II Mandatory Exceptions

1 Estimates

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

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

- Impairment of financial assets based on expected credit loss model
- Determination of the discounted value for financial instruments carried at amortised cost.

2 Classification and measurement of financial assets

Ind AS 101 provides exemptions to certain classification and measurement requirements of financial assets under Ind AS 109, where these are impracticable to implement. Classification and measurement is done on the basis of facts and circumstances existing as on the transition date. Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the transition date.



Vikram Thermo (India) Limited

46.2 Reconciliation of Balance Sheet as at 1 April, 2016

Particulars	Footnote Reference	Regrouped Previous GAAP	Effects of transition to Ind As	Amount as per Ind As
ASSETS				
Non-current assets				
(a) Property, Plant and Equipment	1 & 2	17,21,67,069	47,97,298	17,69,64,367
(b) Capital Work-In-Progress		93,67,228	Nil	93,67,228
(c) Other Intangible assets		75,529	Nil	75,529
(d) Financial Assets				
(i) Other Financial Assets		18,04,664	Nil	18,04,664
(f) Other Non-Current Assets	1	15,16,080	58,021	15,74,101
Total Non - Current Assets		18,49,30,570	48,55,319	18,97,85,889
Current Assets				
(a) Inventories		3,73,14,226	Nil	3,73,14,226
(b) Financial Assets				
(i) Investments	3	45,00,000	6,794	45,06,794
(ii) Trade Receivables		14,62,61,505	Nil	14,62,61,505
(iii) Cash and Cash Equivalents		23,41,802	Nil	23,41,802
(iv) Other Bank Balances		18,44,806	Nil	18,44,806
(v) Other Financial Assets		1,28,195	Nil	1,28,195
(c) Current Tax Assets (Net)		Nil	Nil	Nil
(d) Other Current Assets	4	2,87,58,438	5,08,999	2,92,67,437
Total Current Assets		22,11,48,972	5,15,793	22,16,64,765
Total Assets (1+2)		40,60,79,542	53,71,112	41,14,50,654
EQUITY AND LIABILITIES				
Equity				
(a) Share Capital		5,58,25,700	Nil	5,58,25,700
(b) Other Equity	5	26,63,71,768	1,50,22,012	28,13,93,780
Total Equity		32,21,97,468	1,50,22,012	33,72,19,480
LIABILITIES				
Non-current Liabilities				
(a) Financial Liabilities				
(i) Borrowings		30,62,158	Nil	30,62,158
(b) Provisions	6	1,77,85,679	(2,11,247)	1,75,74,432
Total Non - Current Liabilities		2,08,47,837	(2,11,247)	2,06,36,590
Current liabilities				
(a) Financial Liabilities				
(i) Borrowings		Nil	Nil	Nil
(ii) Trade payables		3,93,51,543	Nil	3,93,51,543
(iii) Other Financial Liabilities		59,78,656	Nil	59,78,656
(b) Other Current Liabilities		70,82,498	Nil	70,82,498
(c) Provisions	2 & 7	1,00,78,575	(94,39,653)	6,38,922
(d) Current Tax Liabilities (Net)		5,42,964	Nil	5,42,964
Total Current Liabilities		6,30,34,237	(94,39,653)	5,35,94,584
Total Equity and Liabilities (1+2+3)		40,60,79,542	53,71,112	41,14,50,654



Vikram Thermo (India) Limited

46.3 Reconciliation of Balance Sheet as at 1 April, 2017

Particulars	Footnote Reference	Regrouped Previous GAAP	Effects of transition to Ind As	Amount as per Ind As
ASSETS				
Non-current assets				
(a) Property, Plant and Equipment	1 & 2	20,49,07,585	47,98,147	20,97,05,732
(b) Capital Work-In-Progress		7,23,84,407	Nil	7,23,84,407
(c) Other Intangible assets		65,488	Nil	65,488
(d) Financial Assets				
(i) Other Financial Assets		17,02,757	Nil	17,02,757
(f) Other Non-Current Assets	1	14,536	57,171	71,707
Total Non - Current Assets		27,90,74,773	48,55,318	28,39,30,091
Current Assets				
(a) Inventories		6,35,33,310	Nil	6,35,33,310
(b) Financial Assets				
(i) Investments	3	Nil	Nil	Nil
(ii) Trade Receivables		14,26,06,590	Nil	14,26,06,590
(iii) Cash and Cash Equivalents		6,69,161	Nil	6,69,161
(iv) Other Bank Balances		17,49,255	Nil	17,49,255
(v) Other Financial Assets		1,10,112	Nil	1,10,112
(c) Current Tax Assets (Net)		Nil	Nil	Nil
(d) Other Current Assets	4	3,97,64,132	Nil	3,97,64,132
Total Current Assets		24,84,32,560	Nil	24,84,32,560
Total Assets (1+2)		52,75,07,333	48,55,318	53,23,62,651
EQUITY AND LIABILITIES				
Equity				
(a) Share Capital		5,58,25,700	Nil	5,58,25,700
(b) Other Equity	5	30,45,23,960	1,30,89,882	31,76,13,842
Total Equity		36,03,49,660	1,30,89,882	37,34,39,542
LIABILITIES				
Non-current Liabilities				
(a) Financial Liabilities				
(i) Borrowings		4,38,23,872	Nil	4,38,23,872
(b) Provisions		Nil	Nil	Nil
(c) Deferred Tax Liabilities (Net)	6	1,79,30,685	(6,92,387)	1,72,38,298
Total Non - Current Liabilities		6,17,54,557	(6,92,387)	6,10,62,170
Current liabilities				
(a) Financial Liabilities				
(i) Borrowings		57,81,670	Nil	57,81,670
(ii) Trade payables		6,61,72,682	Nil	6,61,72,682
(iii) Other Financial Liabilities	2	1,37,86,658	19,59,112	1,57,45,770
(b) Other Current Liabilities		56,80,879	Nil	56,80,879
(c) Provisions	2 & 7	1,10,86,434	(95,01,289)	15,85,145
(d) Current Tax Liabilities (Net)		28,94,794	Nil	28,94,794
Total Current Liabilities		10,54,03,116	(75,42,177)	9,78,60,939
Total Equity and Liabilities (1+2+3)		52,75,07,333	48,55,318	53,23,62,651



Vikram Thermo (India) Limited

46.4 Reconciliation of total comprehensive income for the year ended 31.03.2017

Particulars	Footnote Reference	Regrouped Previous GAAP	Effects of transition to Ind As	Amount as per Ind As
I Revenue From Operations	8	45,25,19,588	4,68,38,202	49,93,57,790
II Other Income	3	25,52,267	(6,794)	25,45,473
III Total Income (I + II)		45,50,71,855	4,68,31,408	50,19,03,262
IV Expenses				
(a) Cost of Materials Consumed		24,73,18,007	Nil	24,73,18,007
(b) Purchases of Stock-In-Trade		Nil	Nil	Nil
(c) Changes in Inventories of Finished Goods, Stock-In-Trade and Work-In-Progress		(1,04,23,377)	Nil	(1,04,23,377)
(d) Excise Duty	8	Nil	4,68,38,202	4,68,38,202
(e) Employee Benefit Expense	2 & 4	4,92,90,325	22,46,143	5,15,36,468
(f) Finance Costs		10,87,232	Nil	10,87,232
(g) Depreciation and Amortisation Expense	1	1,34,65,817	(850)	1,34,64,967
(h) Other Expenses	1	8,18,26,198	850	7,95,53,069
Total Expenses		38,25,64,202	4,90,84,345	42,93,74,569
V Profit/(Loss) Before Tax (III- IV)		7,25,07,652	(22,52,938)	7,25,28,694
VI Tax Expense				
(a) Current Tax		2,53,98,000	Nil	2,53,98,000
(b) Deferred Tax	6	1,45,006	(94,901)	50,105
Total Tax Expense		2,55,43,006	(94,901)	2,54,48,105
VII Profit/(Loss) After Tax From Continuing Operations (V - VI)		4,69,64,646	(21,58,037)	4,70,80,589
VIII Profit/(Loss) for the Period (VII)		4,69,64,646	1,15,942	4,70,80,589
IX Other Comprehensive Income				
A (i) Items that will not be reclassified to profit or loss				
(a) Remeasurements of the defined benefit plans	9	Nil	(11,68,191)	(11,68,191)
(ii) Income tax relating to items that will not be reclassified to profit or loss	9	Nil	3,86,239	3,86,239
B (i) Items that may be reclassified to profit or loss		Nil	Nil	Nil
(ii) Income tax on items that may be reclassified to profit or loss		Nil	Nil	Nil
X Total Comprehensive Income for the period (VIII+IX)		4,69,64,646	(6,66,010)	4,62,98,637

46.5 Reconciliation of Equity as at 01.04.2016 and 31.03.2017

Particulars	Footnote Reference	As at March 31, 2017	As at April 01, 2016
Total Equity (Shareholder's Fund) as per previous GAAP		36,03,49,660	32,21,97,468
Ind AS Adjustments			
Proposed dividend including tax on dividend	7	1,10,86,433	1,00,78,575
Reclassification of Actuarial gains and losses of Gratuity in respect of prior years	2	(4,67,336)	5,08,999
Reclassification of Actuarial gains and losses of Leave Benefits in respect of prior years	2	(11,17,809)	(6,38,922)



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Depreciation written back on Property, Plant & Equipment in respect of prior year	2	48,55,319	48,55,319
Bonus expense in respect of prior year	2	(19,59,112)	Nil
Gain / (loss) on fair value of investments	3	Nil	6,794
Depreciation written back due to prepayment charges	1	850	Nil
prepayment expenses	1	(850)	Nil
Impact of deferred and current taxes in respect of the above adjustments	5 & 9	6,92,387	2,11,247
Total Equity as per Ind AS		37,34,39,542	33,72,19,480

46.6 Impact of Ind As adjustment on statement of cash flow for the year ended March 31, 2017

Particulars	Footnote Reference	Regrouped Previous GAAP	Effects of transition to Ind As	Amount as per Ind As
Net Cash Flow from operating activities		6,07,44,179	(38,92,090)	5,68,52,089
Net Cash Flow from investing activities		(10,48,33,067)	34,50,948	(10,13,82,119)
Net Cash Flow from financing activities		4,23,20,694	5,36,694	4,28,57,389
Net increase / (decrease) in cash and cash equivalents	1 to 9	(17,68,193)	95,552	(16,72,641)
Cash and cash equivalents as at April 1, 2016		42,86,609	(19,44,806)	23,41,802
Cash and cash equivalents as at March 31, 2017		25,18,416	(18,49,254)	6,69,161

46.6 Impact of Ind As adjustment on statement of cash flow for the year ended March 31, 2017

Particulars	Footnote Reference	As March 31, 2017
Profit after tax as per previous GAAP		4,92,38,625
Adjustments:		
Provision for leave benefits in respect of prior period items	2	(4,78,887)
Bonus expense in respect of prior year		
Recalssification of net actuarial (gain)/ loss on employee defined benefit obligations to OCI	4	1,91,856
Gain/ (Loss) on fair value of investments	3	(6,794)
Depreciation written back due to prepayment charges	1	850
Amortised due to prepayment charges	1	(850)
Impact of deferred and current tax in respect of above adjustments	6	94,901
Profit after tax as per Ind As		4,70,80,589
Other Comprehensive Income (net of tax)	9	(7,81,952)
Total Comprehensive income for the period under Ind As		4,62,98,637

1 Prepayment Charges

Under previous GAAP, leasehold land was shown as a part of property, plant and equipment and depreciated based on leasehold period. Whereas under Ind AS, all leases are considered as operating leases and therefore are shown as prepayment charges and amortized over the leasehold period. This reclassification resulted in depreciation by Rs. 850/- with corresponding increase in other expenditure.

2 Prior Period Items

Under Previous GAAP, prior period items were reflected as part of current year expense or income in the statement of profit & loss. Under Ind AS, material prior period items are adjusted to the period to which they relate and in case they relate to the period earlier than period presented, these are adjusted against opening equity of the earliest period presented.

Under previous GAAP, the defined benefit obligations in respect of gratuity were recognised as per the employee's gratuity fund managed by the Life Insurance Corporation of India (LIC). Also leave encashment and bonus was charged



to revenue on payment basis. Whereas under Ind As, the defined benefit obligations in respect of gratuity, leave encashment, bonus expense and depreciation written back were recognised as prior period item. All material prior period items are adjusted against the profit of the year to which it relates or against the opening equity as the case may be. The defined benefit obligations in respect of gratuity and leave encashment are recognised as per the actuary valuation under Ind As 19 - 'Employee Benefits'.

Accordingly, the prior period items of Rs. 47,25,396/- have been adjusted against equity as on the transition date i.e. 1 April, 2016 resulting in increase in other equity as on 1 April, 2016 and Rs. 24,37,999 /- have been adjusted against equity as on the 31 March, 2017 resulting in decrease in profit before tax for the year ended 31 March, 2017 .

3 Current Investments

Under previous GAAP, the company accounted for short term investments in mutual funds as investment measured at cost. As per Ind AS, investments in liquid mutual funds have been revalued at fair value. The resulting fair value changes of these investments have been recognised in profit and loss.

4 Remeasurement of post employment benefit obligations

As per Ind AS, remeasurement of defined benefit plans have been disclosed under 'Other Comprehensive Income' (OCI) , which was being debited to statement of profit and loss under previous GAAP.

5 Retained Earnings

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

6 Deferred Tax Liabilities (Net)

Tax adjustments include deferred tax impact on account of differences between previous GAAP and Ind AS adjustments

7 Proposed dividend

Under previous GAAP, the Company used to provide for proposed dividend including distribution tax as and when the same is declared by the Board of directors considering the same as adjusting event. Under Ind As, declaration of dividend by Board of Directors would be considered as non-adjusting event and the same would be provided once it is approved by the shareholders in their general meeting.

8 Excise Duty

Under previous GAAP, sale of goods was presented as net of excise duty. However, under Ind AS, sale of goods includes excise duty. Excise duty on sale of goods is separately presented on the face of statement of profit and loss.

9 Other Comprehensive Income

As per Ind AS, re-measurement of defined benefit plans have been disclosed under 'Other Comprehensive Income' (OCI). The impact of tax has been disclosed separately. The re-measurement of defined benefit plans was being debited to statement of profit and loss under previous GAAP.



Vikram Thermo (India) Limited

- 47** In the opinion of Management, any of the assets other than items of property, plant and equipment, intangible assets and Non-Current Investments have a value on realization in the ordinary course of business at least equal to the amount at which they are stated, unless otherwise stated.
- 48** Borrowing costs attributable to the acquisition or construction of Qualifying Assets amounting to Rs. 25,79,177 (Previous Year Rs. 23,34,250) is capitalized by the company.
- 49** The Company has entered into certain operating lease agreements and an amount of Rs. 2,81,298 (P.Y Rs.2,54,100) paid under such agreements has been charged to the Statement of Profit & Loss. These lease are generally non-cancellable and are renewable by mutual consent on mutually agreed terms. There are no restrictions imposed by such agreements.
- 50** On periodical basis and as and when required, the Company reviews the carrying amounts of its assets and found that there is no indication that those assets have suffered any impairment loss. Hence, no such impairment loss have been provided in the Financial Year 2017-18 (Previous Year Rs. Nil)
- 51** Previous year's figures have been regrouped and rearranged wherever necessary, to make them comparable with those of current year.

Signature to notes "1" to "51"
As Per Our Report of Even Date attached herewith

FOR, J. T. SHAH & CO
Chartered Accountants
(Firm Regd. No.109616W)

(J. T. Shah)
Partner
(M.No.3983)

Place : Ahmedabad
Date : 29/5/2018

For and on behalf of the Board

(Dr. C. K. PATEL)
Chairman

(D. K. PATEL)
Managing Director

(M.D FOSI)
C.F.O

(M.K SHAH)
COMPANY SECRETARY



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Vikram Thermo (India) Limited

ATTENDANCE SLIP

VIKRAM THERMO (INDIA) LIMITED

[CIN:L24296GJ1994LC021524]

Regd. Office: 101, Classic Avenue, Opp. Sales India, Ashram Road, Ahmedabad - 380 009

Email: exports@vikramthermo.com website: www.vikramthermo.com

Phone: 079-27543745 Fax: 079-27540562

Name of the attending Member (In Block Letters) : _____

Folio No/ DPID / Client ID : _____

Name of the Proxy : _____

(To be filled in if the Proxy attends instead of the Member)

No. of Shares held : _____

(In words) _____

I hereby record my presence at Annual General Meeting of the Company at THE GREEN PEARL Opp Satva Vikas School, Sindhu Bhavan Road, Bodakdev, Ahmedabad - 380059 on, 26th day of September, 2018 at 9:30 am and at any adjournment thereof.

Signature of Shareholder / Proxy

VIKRAM THERMO (INDIA) LIMITED

[CIN:L24296GJ1994LC021524]

Regd. Office: 101, Classic Avenue, Opp. Sales India, Ashram Road, Ahmedabad - 380 009

Email: exports@vikramthermo.com website: www.vikramthermo.com

Phone: 079-27543745 Fax: 079-27540562

Form No. 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): _____

Registered Address : _____

E-mail Id : _____

Folio No / Client ID No. : _____

DP ID : _____

I /We being the member (s) holding _____ Shares of the above named Company hereby appoint:

(1) Name: _____ Address: _____

Email ID: _____ Signature: _____

(2) Name: _____ Address: _____

Email ID: _____ Signature: _____

(3) Name: _____ Address: _____

Email ID: _____ Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of the company, to be held at THE GREEN PEARL Opp Satva Vikas School, Sindhu Bhavan Road, Bodakdev, Ahmedabad - 380059 on 26th day of September, 2018 At 09:30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars of Resolution	Optional	
		For	Against
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2018.		
2.	To declare dividend on Equity Shares for the F.Y 2017-18		
3.	Appointment of a director in place of Mr. Dhirajlal Patel, who retires by rotation and being eligible, seeks re-appointment.		
	SPECIAL BUSINESS		
4.	Reappointment of Mr. Dhirajlal Patel as a Managing Director of the Company for the term of 5 (five) years w.e.f. 14/08/2018		

Signed this _____ day of _____ 2018

Signature of Shareholder _____

Signature of Proxy holder (s) _____

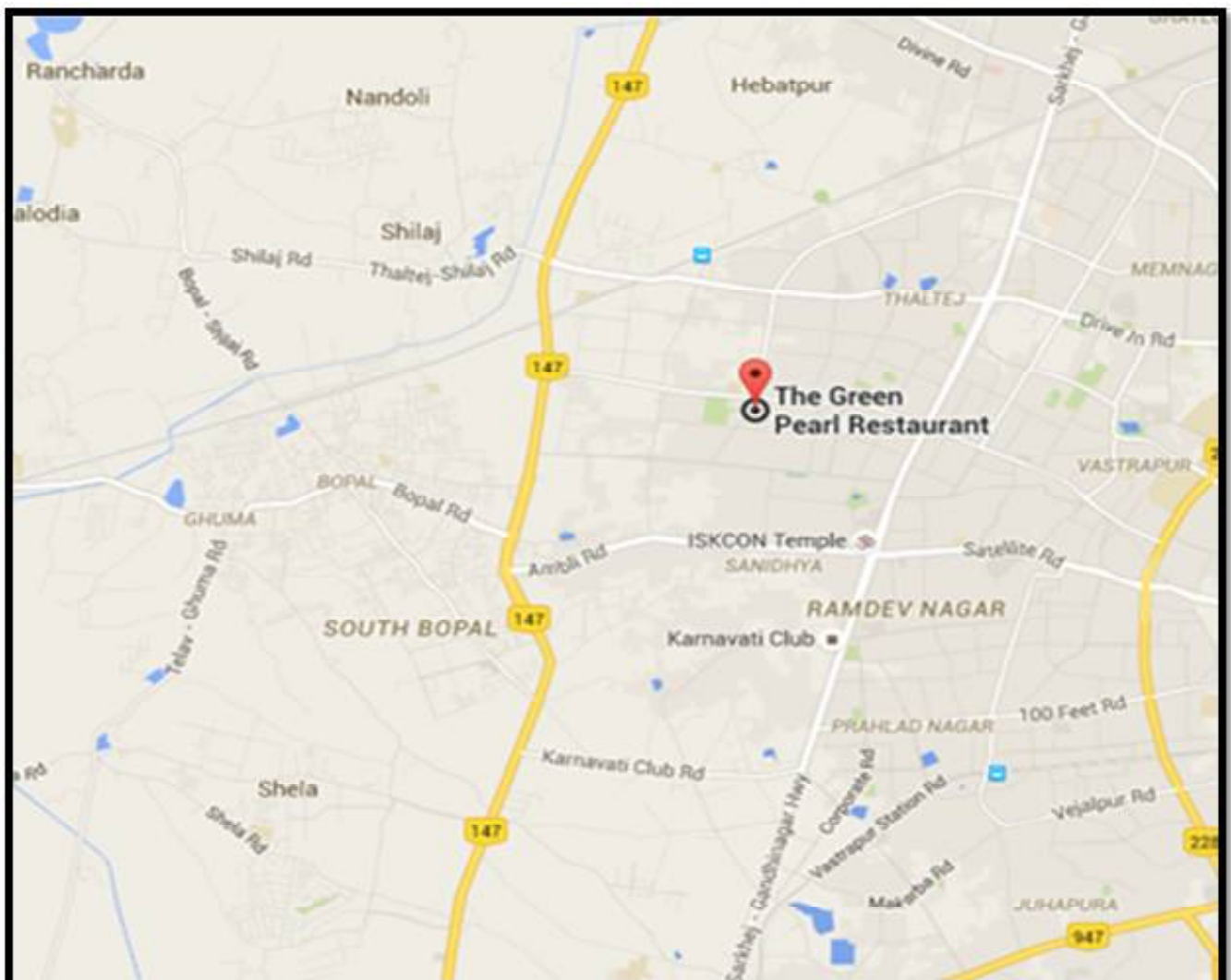
Affix
Re. 1/-
Revenue
Stamp

Note:

1. 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.



ROUTE MAP FOR AGM



**FORM NO. MGT-12****Polling Paper**

[Pursuant to section 109[5] of the Companies Act, 2013 and Rule 21[1][c] of the Companies [Management and Administration] Rules, 2014]

1. Name of the Company : **VIKRAM THERMO (INDIA) LIMITED**
 2. Registered Office Address : **101 CLASSIC AVENUE, OPP. SALES INDIA, ASHRAM ROAD, AHMEDABAD-380009.**

BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters) :	
2.	Postal address :	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form) :	
4.	Class of Share :	Equity Shares

I hereby exercise my vote in respect of Ordinary / Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item	No. of shares	I assent to the resolution	I dissent from the resolution
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2018.			
2.	To declare dividend on Equity Shares for the F.Y 2017-18			
3.	Appointment of a director in place of Mr. Ankur Dhirajlal Patel, who retires by rotation and being eligible, seeks re-appointment.			
4.	Reappointment of Mr. Dhirajlal Patel as a Managing Director of the Company for the term of 5(five) years w.e.f. 14/08/2018			

Place : Ahmedabad

Date : 26/09/2018

Signature: _____

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