



# **SAM INDUSTRIES LIMITED**

**24<sup>th</sup>**  
**ANNUAL REPORT**  
**2017-2018**

**BOARD OF DIRECTORS**

Mr. Ashutosh A. Maheshwari, Chairman  
Mrs. Gitanjali A. Maheshwari, Whole time Director  
Mr. Kishore Kale, Director  
Mr. Ritesh Kumar Neema, Independent Director  
Mr. Yogendra Vyas, Independent Director  
Mr. Devraj Singh Badgara, Independent Director

**CHIEF FINANCIAL OFFICER**

Mr. Gopal Prasad Shrivastava

**COMPANY SECRETARY**

Mr. Navin S. Patwa

**AUDITORS**

M/s. Manoj Khatri & Company,  
Chartered Accountants  
218, Silver Sanchura Castle,  
7-8, R. N. T. Marg, Indore – 452001

**SECRETARIAL AUDITOR**

M Maheshwari & Associates  
202-C, Kanchan Sagar, 18/1, Old Palasia,  
A. B. Road, Indore -452001

**BANKERS**

Indian Overseas Bank  
IDBI Bank  
Union Bank of India

**REGISTRAR & TRANSFER AGENT**

M/s. Ankit Consultancy Pvt. Ltd.,  
Plot No. 60, Electronic Complex,  
Pardeshipura, Indore – 452010 (M. P.)

**Registered Office**

Village: Dakachiya, A. B. Road, Tehsil: Sanwer,  
District – Indore – 453771 – M. P., India

Website: [www.sam-industries.com](http://www.sam-industries.com)  
Email: [secretarial@sam-industries.com](mailto:secretarial@sam-industries.com)

**NOTICE**

Notice is hereby given that the 24th Annual General Meeting (AGM) of the Members of Sam Industries Limited will be held on Tuesday, 25th September, 2018 at 4:00 P.M. at the Registered Office of the Company at Village: Dakachiya Tehsil: Sanwer, A. B. Road - Indore - 453771 – Madhya Pradesh, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 including Audited Balance Sheet as at 31st March, 2018 and audited Statement of Profit & Loss Account for the year ended on 31st March, 2018 and the Cash Flow Statement for the year ended on that date together with the Reports of Directors and Auditors thereon, and in this regard pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2018 including Audited Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss Account for the year ended on 31st March, 2018 and the Cash Flow Statement for the year ended on that date together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted.”

2. To appoint a director in place of Mr. Ashutosh A. Maheshwari who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment and to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** Mr. Ashutosh A. Maheshwari (DIN: 00094262), Director of the Company, who retires by rotation at this 24th Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company and he shall be liable to retire by rotation.”

**By order of the Board  
For Sam Industries Limited**

**Place: Indore  
Date:14/08/2018**

**Navin S. Patwa  
Company Secretary**

**Notes:**

1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of this meeting. Members/ Proxies should bring their attendance slip duly filled in order to attend the meeting.

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

Appointing a proxy does not prevent a member from attending the meeting in person or shareholder.

2. The Register of Members and Share Transfer Register of the Company will remain closed from **Wednesday, the 19th September 2018 to Tuesday, 25th September 2018(both days inclusive)**
3. Shareholders desiring any information regarding the accounts are requested to inform the Company at least 10 days before the Annual General Meeting to enable the Management to keep the information ready.
4. Shareholders are requested to bring their copy of the Annual Report along with them to the Annual General Meeting, as copies of the Report will not be distributed again at the Meeting, in view of the increasing cost of

**Annual Report.**

5. Members / Proxies should bring the Attendance Slip sent herewith duly filled in and handover the same at the entrance after affixing their signature for attending the Meeting.
6. In case of joint holders attending the meeting, the members whose name appears as first holder in the order of name will be entitled to vote.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices etc. from the Company electronically.
8. Section 72 of the Companies Act, 2013 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company in Form SH-13.
9. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is sent in the permitted mode.
10. The Ministry of Corporate Affairs (vide circular Nos.17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively, has undertaken Green initiative in 'Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by representing / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with Transfer Agent.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Transfer Agent of the Company.
12. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for the year 2017-18 will also be available on the Company's website at [www.sam-industries.com](http://www.sam-industries.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during business hours (11.00 A.M. to 1.00 P.M.) on all working days except Saturday and Sunday up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form upon making a request for the same, by post. For any communication, the shareholders may also send requests to the Company's investor email id: [secretarial@sam-industries.com](mailto:secretarial@sam-industries.com).
13. The relevant details as required by Regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 of person seeking appointment / re-appointment as Directors under item nos. 2 of the notice, are also annexed.
14. SEBI vide amendment in the Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated June 8, 2018, has mandated that the transfer of securities would be carried out in dematerialized form only w.e.f. December 5, 2018. You are accordingly advised to dematerialize your physical shareholding at earliest. After December 5, 2018, no request for transfer of shares in physical form can be processed by the Company/RTA.
15. Voting through electronic means In compliance with provisions of Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members' facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic



means and the business may be transacted through Remote e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for members voting electronically are as under:-

- (i) The voting period begins from **Saturday, 22nd September, 2018 at 9:00 A. M. and ends on Monday, 24th 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 (i.e. record date) i.e. Tuesday, 18th September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted in any earlier voting of any other company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>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 folio number in the PAN field.</li><li>In case the folio 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. E.g. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details of Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"><li>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 (iv).</li></ul>

**NOTE: Please keep the sequence number in safe custody for future e-voting.**

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 can also be used by the demat holders for voting of resolutions of any other company on which they are eligible to vote, provided that company opts for Remote 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.



- (x) For Members holding shares in physical form, the details can be used only for Remote e-Voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Sam Industries Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Other Instructions –**

- 1) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date on Tuesday, 18th September 2018**.
- 2) Mr. Manish Maheshwari, proprietor of M/s M. Maheshwari & Associates, Company Secretaries (Membership No. FCS 5174, CP No. 3860) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process in a fair and transparent manner.
- 3) The Chairman shall, at the end of the discussion on the resolutions on which voting is to be held at the AGM, allow the use of ballot paper for all those Members who are present at the AGM and who have not cast their votes by availing the Remote e-voting facility.



- 4) The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, will first count the votes casted at the meeting, thereafter unblock the votes cast at the meeting, thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and make, not later than forty eight hours (48) of conclusion of meeting a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- 5) The results declared along with the report of the scrutinizer will be placed on the website of the Company viz. [www.sam-industries.com](http://www.sam-industries.com) and website of CDSL immediately after the results are declared by the Chairman or a person authorized by him and will simultaneously be communicated to the BSE Limited, the Stock Exchange on which the securities of the Company are listed.
- 6) This Notice has been placed on the website of the company i.e. [www.sam-industries.com](http://www.sam-industries.com) and also on the website of CDSL .
- 7) Members please note that no gifts shall be distributed at the meeting.

**By Order of the Board  
For Sam Industries Limited**

**Place: Indore**  
**Date:14/08/2018**

**Navin S. Patwa**  
**Company Secretary**

**Particulars of Directors who are proposed to be Re-appointed / appointed at the Meeting are given below:**

<b>Name of Director</b>	<b>ASHUTOSH A. MAHESHWARI</b>
Director Identification Number (DIN)	00094262
Fathers Name	Ashokkumar H. Maheshwarri
Date of Birth	23rd April 1973
Nationality	Indian
Date of Appointment	17th February 1994
Inter se relationship with other directors	None of the directors, their relatives and the Key Managerial Personnel of the Company except Mrs. Gitanjali A. Maheshwari, are in any way, related with Mr. Ashutosh A. Maheshwari
Qualification	Commerce Graduate
Expertise in Specific Functional Area	Entrepreneurship and Strategic Planner of the Company
Number of Shares held in the Company either by him or on a beneficial basis for any other persons	One Lac Eight Thousand four hundred eighty two (1,08,482)
Board position held	Director is not an independent director and is retiring by rotation at the conclusion of this AGM
Terms & conditions of appointment / re-appointment	Director who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. He is liable to retire by rotation
List of outside Directorship held	Eight (8)
Chairman / Member of the Committee of the Board of Directors of the Company	NIL



**REPORT OF THE BOARD OF DIRECTORS**

To the Members,

Your Directors have pleasure in presenting the 24th Annual Report together with the Audited Statement of accounts of your Company for the year ended 31st March 2018:

**1. FINANCIAL HIGHLIGHTS:****(Rs. in Lakhs)**

<b>Particulars</b>	<b>2017-18</b>	<b>2016-17</b>
Sales & Other Income	1255.16	1125.56
Total Expenditure	998.74	776.60
Earning Before Finance Cost, Tax, Exceptional Items, Depreciation and Amortization Expenses	256.42	348.95
Less: Financial Costs	3.97	1.22
Depreciation and Amortization Expenses	40.88	67.94
Exceptional Items	0.00	0.09
Profit Before Extra-Ordinary Items & Tax	211.57	279.70
Less: Current Tax	89.00	113.60
Deferred Tax	(10.27)	(14.91)
Profit (Loss) for the year	132.84	181.01
Basic & Diluted Earnings Per Equity Share of Face Value of Rs.10 each	1.20	1.63

**2. DIVIDEND**

The Board of Directors has not recommended any dividend on equity shares for the year ended 31st March 2018. There are no amounts to be transferred to Investor Education and Protection Fund.

**3. PERFORMANCE****Company's Overall Performance**

During the year under review, your Company has received income amounting to Rs.1255.16 lakhs as compared to Rs.1125.56 lakhs in the previous year. Your Company has earned profit, after taxes, of Rs.132.84 lakhs as compared to profit of Rs. 181.01 lakhs in the previous year .

- **Segment wise Performance**
- **Welding Division**

During the year under review, the revenue of your Company's Welding Division was Rs. 806.91 lakhs as against Rs. 775.21 lakhs in the previous year, and it has incurred a loss Rs. 49.48 lakhs during this period as against profit of Rs. 110.18 lakhs during the previous year.

- **Real Estate Division**

During the year under review, the revenue of your Company's Real Estate Division was Rs. 368.20 lakhs as against Rs. 271.54 lakhs in the previous year, and earned a profit of Rs. 321.73 lakhs during this period in comparison to a profit of Rs. 187.94 lakhs during the previous year.

- **Investment Division**

During the year under review, the revenue of your Company's Investment Division was Rs. 80.04 lakhs as against Rs. 78.81 lakhs in the previous year, and has incurred a loss of Rs. 8.46 lakhs in comparison to a profit of Rs. 74.97 lakhs in the previous year.





#### **4. MANAGEMENT DISCUSSIONS AND ANALYSIS**

A detailed report on management discussions and analysis is annexed as **Annexure - I** in this Board Report.

##### **Outlook**

Your Company has three distinct businesses, viz., Welding Electrodes, Real Estate and Investment division. The modus operandi of these three businesses is different in terms of the nature of the products, customers profile, challenges and growth avenues.

##### **Welding Industry Scenario:**

In view of the growing industrialization and expenditure on infrastructure, we expect a buoyant demand for welding materials in India.

##### **Real Estate:**

The Real Estate scenario is very encouraging in Indore and Dewas.

#### **5. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES**

The Company has no Subsidiaries, Joint Venture and Associate Company.

The Policy for determining Material subsidiaries as approved may be accessed on the Company's website at the link: <http://www.sam-industries.com>.

#### **6. INTERNAL FINANCIAL CONTROL SYSTEM**

According to Section 134 (5) (e) of the Companies Act, 2013, the term 'Internal Financial Control' (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information.

The Company has a well placed, proper and adequate internal control system, which ensures the efficiency and profitability of operations, the reliability of information, adhering to rules and regulations, that all assets are safeguarded and protected, and that the transactions are authorized, recorded and reported regularly and correctly.

#### **7. FIXED DEPOSIT**

Your Company has not accepted any public deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 during the financial year 2017-18.

#### **8. DIRECTORS**

The Board of the Company at 31st March 2018 consisted of six directors out of whom one is Chairperson who is also the Promoter Director and one woman Whole time director, besides three independent Directors.

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149 of the Companies Act, 2013 and Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which have been relied by the Company and were placed before the Board. Retirement by Rotation

In terms of Section 152 of the Companies Act, 2013, Mr. Ashutosh A. Maheshwari is liable to retire by Rotation at the forthcoming Annual General Meeting (AGM), and being eligible, has offered him-self for re- appointment.

#### **9. KEY MANAGERIAL PERSONNEL**

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:



Mr. Ashutosh A. Maheshwari, Chairman (DIN: 00094262)

Mrs. Gitanjali A. Maheshwari, Whole time Director (DIN: 00094596)

Mr. Gopal Prasad Shrivastava, Chief Financial Officer, and

Mr. Navin S. Patwa, Company Secretary

## **10. AUDITORS**

Statutory Auditors

Messrs Manoj Khatri & Company, Chartered Accountants, as Statutory Auditors of the Company were appointed from the conclusion of the 23rd Annual General Meeting till the conclusion of 28th AGM to be held in the year 2022 and that they are eligible for such continuation of their appointment.

## **11. AUDITORS' REPORT**

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

## **12. SECRETARIAL AUDITOR**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company with the approval of its Board, appointed M/s. M. Maheshwari & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2019. The Secretarial Audit Report for financial year ended 31st March 2018 is annexed herewith as **Annexure – II** in this Board Report. There were no qualifications, reservation or adverse remark or disclaimer made by the auditor in the report except submission of Form CHG-1 with Roc for creation of charge on car loan taken, which is under the process of filing.

## **13. CORPORATE GOVERNANCE**

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. The new Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have strengthened the governance regime in the country. The Company is in compliance with the governance requirements provided under the new law and had proactively adopted many provisions of the new law ahead of time. The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by Securities Exchange Board of India (SEBI).

Your Company has complied with the requirements of corporate governance as per SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015. A detailed report on Corporate Governance is annexed as Annexure - III in this Board Report. A certificate from the Statutory Auditors of the Company regarding compliance of conditions of corporate governance has been obtained and is enclosed with this Report.

A Certificate of the Whole time Director, appointed in terms of Companies Act, 2013 and Chief Finance Officer (CFO) of the Company in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, inter alia, confirming the correctness of the financial statements and cash flow statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed as **Annexure – IV** in this Board Report.

## **14. DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of section 134(3)(c) of the Companies Act, 2013, your Directors state that:

a) in the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards read with requirements set out under Schedule III to the Act, had been followed and there are no material departures from the same;



b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit and loss of the Company for the financial year;

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

d) the directors 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.

#### **15. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is set out and enclosed herewith as **Annexure -V** to this Board Report.

#### **16. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED**

Pursuant to Section 134(3)(g) of the Companies Act, 2013 particulars of loans, guarantees or investments provided by the Company under Section 186(4) of the Act as at the end of the Financial Year 2017-18 are disclosed in the Notes to the Financial Statement attached with the Board Report.

#### **17. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

#### **18. NUMBER OF MEETINGS OF THE BOARD**

The details of the number of Board and Audit Committee meetings of the Company are set out in the Corporate Governance Report in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which forms part of this Report.

#### **19. DISCLOSURE BY INDEPENDENT DIRECTORS**

All Independent Directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

The constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not formulated by the company since there was no women employee in the Company.

#### **21. EXTRACT OF ANNUAL RETURN**

In accordance with the provisions of Section 134 (3) (a) of the Companies Act, 2013, the extract of Annual Return as on March 31, 2018 in the prescribed Form No. MGT- 9, pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 is attached herewith as **Annexure -VI** and forms part of this Board Report.

**22. AUDIT COMMITTEE**

The Audit Committee as on 31st March 2018 comprises Mr. Ritesh Kumar Neema, Independent Director, Mr. Yogendra Vyas, Independent Director and Mr. Devraj Singh Badgara, Independent Director. Further, all recommendations of Audit Committee were accepted by the Board of Directors.

**23. VIGIL MECHANISM**

The Company is committed to the highest standards of ethical, moral and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy on Whistle Blower / Vigil Mechanism has been hosted on the website of the company. The policy, inter alia, provides a direct access to the Chairman of the Audit Committee.

The policy provides for a framework and process whereby concerns can be raised by its employees against any kind of discrimination, harassment, victimization or any other unfair practice being adopted against them.

**24. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

During the financial year 2017-18, the Company has entered into transactions with related parties as defined under Section 2 (76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and on arms' length basis in accordance with the provisions of the Companies Act, 2013, Rules issued there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There were no materially significant related party transactions with Promoters, Directors, Key Managerial Personnel or other designated persons, which may have a potential conflict with interest of the Company at large.

In line with the requirements of the Companies Act, 2013, the Company has formulated a Policy on Related Party Transactions which is also available on Company's website at [www.sam-industries.com](http://www.sam-industries.com). The Policy intends to ensure that proper reporting; approval and disclosure processes are in place for all transactions between the Company and Related Parties.

**25. COMPLIANCE OF SECRETARIAL STANDARD**

The Company has complied with the Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Central Government as required under Section 118(10) of the Companies Act, 2013.

**26. CORPORATE SOCIAL RESPONSIBILITY:**

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013, and hence, it is not required to formulate policy on Corporate Social Responsibility.

**27. INDUSTRIAL RELATIONS**

Relation between the Management and its employees has been cordial. Your Directors place on record their appreciation of the efficient and loyal services rendered by the employees of the Company at all levels.

**28. DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS:**

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement in the said rules is **annexed** as **Annexure - VII** in this Board Report.

**29. RISK MANAGEMENT**

Company has properly analyzed and identified the key business risk area and a Risk Mitigation process. Company had extensively exercised at regular intervals to identify, evaluate, manage and monitor all business risk.

**30. MATERIAL CHANGES BETWEEN THE END OF FINANCIAL YEAR AND THE DATE OF THE BOARD REPORT.**

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the Board Report.

**31. TRANSFER TO RESERVES:**

The Company has not transferred any amount to the Reserves for the year ended 31st March 2018.

**32. ANNUAL EVALUATION OF BOARD'S PERFORMANCE**

In accordance with the provisions of schedule IV of the companies Act, 2013, a separate meeting of the independent Directors was held on 7th February, 2018. Without the attendance of Non independent Directors and Members of the Management the committee has reviewed the performance and effectiveness of the Board in the meeting as a whole for the Financial Year 2017-2018.

**33. ACKNOWLEDGEMENT**

The directors wish to convey their appreciation for the co-operation received from your Company's bankers and various government agencies. The directors also wish to thank the Shareholders, Employees, Customers and Suppliers for their support and co-operation.

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

**Ashutosh A. Maheshwari**

**Chairman**

**DIN: 00094262**

**Place: Indore**

**Date: 14th August, 2018**



**ANNEXURE – I**  
**TO THE BOARD'S REPORT**  
**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**Overview**

The Management Discussion and Analysis Report (MDA) is an integrated part of Company's annual financial statements. The purpose of the MDA is to provide a narrative explanation, through the eyes of management, of how the Company has performed in the past, its financial condition, and its future prospects. This report contains a description of the year gone by and some of the key factors that influenced the business of the Company during the year, as well as a fair and unbiased overview of the Company's past, present, and future.

Sam Industries Limited is a manufacturing diversified company and its total income received by the lease rent, real estate and dividend earnings.

**Industry and Business Overview and Future Outlook**

The Government of India has taken significant initiatives to strengthen the economic credentials of the country and make it one of the strongest economies in the world. India is fast becoming home to start-ups focused on high growth areas such as mobility, e-commerce and other vertical specific solutions - creating new markets and driving innovation.

Owing to higher infrastructure spending, increased fiscal devolution to states, and continued reforms in fiscal and monetary policy, the Indian economic outlook has strengthened. The Government of India is striving to move steadily to minimize structural and political bottlenecks, attract higher investment and improve economic performance.

The Government of India's attempt to implement reforms to unlock the country's investment potential to improve the business environments, liberalized FDI policies, quick solution to the corporate disputes, simplified tax structure, and a boost in both public and private expenditure.

**Opportunities & Threats**

With a stable government at the centre, growth is expect to revive, and with stalled projects coming on line, easing of capital availability, in the process improving general business confidence.

The Company's investments are predominantly in Companies engaged in Power Generation and Transmission, Auto Tyres & Rubber Products, Electric Utilities, Carbon Black, Pharmaceuticals, Retail etc. Any adverse impact on these industries could possibly have direct bearing on the performance of the Company. Any slowdown in the growth of Indian economy or any volatility in global financial markets, could also affect the business. The Company is also prone to risks pertaining to change in government regulations, tax regimes, other statutes and capital market fluctuations in respect of investments held.

**Risk and Concerns**

Risk Management is an important aspect of the corporate governance which aims to improvise the governance practices across the Company's activities. The Company is mainly exposed to market risks in the form of reduction in value of its investments and fall in returns due to dip in the Investee Company's performance.

The Board has taken appropriate measures for the risk management which will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities. It will help in business growth with financial stability.

**Human Resources**

Every Company is dependent on the quality of workforce. The Board places on record its appreciation for the dedicated services rendered by the employees for the smooth functioning of the Company. During the year under review, the company had only 16 (Sixteen) employees and a whole time director. The Company continued with its focus on training and development of its employees. The Company believes in retaining the best talent, clearly defining their roles and responsibilities.

**Cautionary Statement**

Statements in the Management Discussion and Analysis describing the Company's outlook, projections, estimates expectations or predictions are "Forward Looking Statements" within the meaning of applicable securities laws of regulations. Actual results could differ materially from those expressed or implied. As "forward looking statements" are based on certain assumptions and expectations of future events over which the Company exercise no control the Company cannot guarantee their accuracy nor can it warrant that the same will be realized by the Company Important developments that could affect the Company's operations include a downtrend in the Investee Company performance, significant changes in political and economic environment in India and tax law.



**ANNEXURE – II****Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,

The Members,

**SAM INDUSTRIES LIMITED**

CIN: L70102MP1994PLC041416

Village Dakachiya, A. B. Road .

Tehsil Sanwer, Dakachiya Indore MP 453771

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SAM INDUSTRIES LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **SAM INDUSTRIES 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 **March 31, 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 Company for the financial year ended on **March 31, 2018** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under read with notifications, exemptions and clarifications thereto;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time.
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014.
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.





- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 as amended from time to time regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time. (Not applicable as the Company during the reporting period under Audit)
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1999. (Not applicable as the Company during the reporting period under Audit)
  - vi. We have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for the compliances under the following applicable Act (if applicable), Law & Regulations to the Company
    - i. Workmen's compensation Act, 1923 and all other allied labor laws, as informed / confirmed to us.
    - ii. Applicable Direct and Indirect Tax Laws.
    - iii. Prevention of Money Laundering Act, 2002
    - iv. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- 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) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**During the period the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below -**

**1. Company has not filed form CHG 1 for creation of charge on car loan.**

We further report that:

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

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.

All the decisions at Board Meetings and Board Committee Meetings are carried out unanimously/majority as recorded in the Minutes of the Board of Directors of the Company or committee of the Board, as the case may be. The dissenting members' views, if any, are captured and recorded as part of the minutes of the respective meetings.

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 the Company has no specific events / actions that having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standard, etc.

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

**For M. Maheshwari & Associates  
Company Secretaries  
Firms U.C.N. I2001MP213000**

**Date : 14.08.2018**

**Place : Indore**

**Manish Maheshwari  
Proprietor  
FCS-5174  
CP-3860**



To,  
The Members,  
SAM INDUSTRIES LIMITED  
CIN: L70102MP1994PLC041416  
Village Dakachiya, A. B. Road .  
Tehsil Sanwer, Dakachiya Indore MP 453771

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliances of laws, rules, regulations and happening of events etc.
5. The compliances 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 of effectiveness with which the management has conducted the affairs of the company.

**For M. Maheshwari & Associates  
Company Secretaries  
Firms U.C.N. I2001MP213000**

**Date : 14.08.2018  
Place : Indore**

**Manish Maheshwari  
Proprietor  
FCS-5174  
CP-3860**



## Annexure - III

**ANNEXURE TO THE BOARDS' REPORT**  
**REPORT ON CORPORATE GOVERNANCE**

**I. Company's Philosophy on code of Corporate Governance**

Your Company's Philosophy on code of Corporate Governance is based on the attainment of the highest level of transparency, accountability, and adequate disclosures and economic value addition. All employees are guided by the Company's policies on important issues, including our relationship with consumers, stakeholders and Government.

**II Board of Directors**

The Board of Directors of company has a combination of Executive and Non Executive Directors. The Chairman of your Company is a non-executive promoter director. The Board of Directors of the Company consists of 6 Directors, out of which 5 are non-executive as on 31st March 2018.

During the year, 7 Meetings of the Board of Directors of the Company were held on 10.04.2017, 02.06.2017, 27.06.2017, 18.08.2017, 12.09.2017, 14.12.2017 and 07.02.2018 and not more than 120 days have elapsed between two meetings.

The inter-se relationship between Mr. Ashutosh A. Maheshwari and Mrs. Gitanjali A. Maheshwari is of Husband and wife.

The particulars of the Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting and also the number of directorships and committee memberships as on that date are as follows:

Name of Director	Category	No. of Board Meetings Attended	Attendance in last AGM	No. of Director ship	Committee Membership	
					Chairman	Membership
Mr. Ashutosh A. Maheshwari	Promoter Non-Executive	7	No	9	-	-
Mrs. Gitanjali A. Maheshwari	Executive	7	Yes	13	-	-
Mr. Ritesh Kumar Neema	Independent	7	Yes	2	1	2
Mr. Kishore Kale	Non-Executive	7	Yes	2	-	-
Mr. Devraj Singh Badgara*	Independent	6	Yes	1	2	1
Mr. Yogendra Vyas	Independent	7	No	7	-	3

\* Mr. Devraj Singh Badgara, Independent Director appointed w. e. f. 2<sup>nd</sup> June 2017.

The terms of reference of the Board Committees, their composition and attendance of the respective Members at the various Committee Meetings held during fiscal year 2017-18 are set out below:

**III Audit Committee****Terms of Reference**

The objective of the Audit Committee is to monitor and provide effective supervision of the Management's financial reporting processes with a view to ensure accurate and proper disclosure, transparency and quality of financial reporting. The committee also reviews the financial and risk management policies, and the adequacy of internal control systems of the Company, and meets Statutory Auditors periodically.

Your Company has an Audit Committee consisting of following Directors and the Audit Committee Meetings were held on 29.05.2017, 12.09.2017, 14.12.2017 and 07.02.2018. The details of the meetings held and attended are as given below:



Name of Directors	Meetings Held	Meetings Attended
Mr. Yogendra Vyas	4	4
Mr. Ritesh Kumar Neema (Chairman)	4	4
Mr. Devraj Singh Badgara	3	3

#### IV. Nomination and Remuneration Committee

##### Terms of Reference

The functions of the Committee include recommending appointment of Directors to the Board, identifying persons who are qualified to become Directors in accordance with the criteria laid down and recommending to the Board their appointment and removal, formulate criteria for evaluation of the performance of Directors and the Board and to extend or continue the term of appointment of independent Director on the basis of the report of performance evaluation, recommending to the Board a policy relating to the remuneration subject to applicable regulations, approving the policy for and quantum of bonus payable to the members of the staff including senior management and key managerial personnel, formulating the criteria for determining qualifications, positive attributes and independence of Director.

The composition of the remuneration committee is as follows:

Mr. Devraj Singh Badgara, (Chairman), Mr. Yogendra Vyas and Mr. Ritesh Kumar Neema, Members .

During the year under review, the remuneration paid to the whole time Director of the Company Mrs. Gitanjali A. Maheshwari was Rs.1,19,88,480/- (Rupees One Crore Nineteen Lakhs Eighty Eight Thousand and Four Hundred Eighty only).

The Committee met 4 times during the financial year. The dates of the Committee's meetings were 29.05.2017, 12.09.2017, 14.12.2017 and 07.02.2018.

Note: Salary includes Basic Salary, Allowances, contribution to Provident and Other Funds and perquisites (including monetary value of taxable Perquisites), etc.

Details of equity shares of the company held by the Directors as on **31st March, 2018**, are given below:

S. No.	Name of Directors	Number of Equity Shares
1	Mr. Ashutosh A. Maheshwari	1,08,482
2	Mrs. Gitanjali A. Maheshwari	4,22,714
3	Mr. Devraj Singh Badgara	Nil
4	Mr. Kishore Kale	Nil
5	Mr. Ritesh Kumar Neema	Nil
6	Mr. Yogendra Vyas	Nil

#### V. Remuneration of Directors

##### (a) Transactions of the non-executive directors

The non-executive directors of the Company have not paid any sitting fees for attending meetings during the financial year 2017-18. The total amount of sitting fees paid to non- executive directors during the financial year 2017-18 was Rs.Nil. The non-executive directors of the Company do not have any material pecuniary relationship or transactions of vis-à-vis the company.

##### (b) Remuneration to executive directors.

The appointment and remuneration of executive director is governed by recommendation of Nomination and



Remuneration committee, the resolutions passed by the Board of Directors and share holders of the company. The total amount of remuneration paid to executive directors during the financial year 2017-18 was Rs.1,19,88,480/-.

Presently the company does not have any stock options scheme for its directors

## **VI. Stakeholders Relationship Committee**

### **Terms of Reference**

The Board has constituted the Stakeholders Relationship Committee to look into the redress of investors' complaints. There were no complaints pending for reply as on 31st March 2018 and no share transfers pending for registration as on the said date.

The Committee had met 4 times on 29.05.2017, 12.09.2017, 14.12.2017 and 07.02.2018 during the financial year 2017-18.

The composition of the Stakeholders Relationship committee is as follows:

Mr. Devraj Singh Badgara (Chairman), and other Members are Mr. Ritesh Kumar Neema, Mr. Yogendra Vyas, and Mr. Gopal Prasad Shrivastava . Mr. Navin Patwa is the Company Secretary of the Company and acts as the Compliance Officer of the Company

## **VII. General Body Meetings**

The details of Annual General Meetings held in last 3 years are as under:

<b>Financial Year</b>	<b>Date</b>	<b>Time</b>	<b>Venue</b>
2014-2015	28.10.2015	12.30 P.M.	CII, Naoroji Godrej Centre of Excellence, Godrej Station-side Colony, Opp Railway Station, Vikhroli (East), Mumbai 400079
2015-2016	28.09.2016	4.00 P.M.	Village: Dakachiya, Tehsil: Sanwer: A. B. Road, Indore 453771 M. P.
2016-2017	29.09.2017	4.00 P.M.	Village: Dakachiya, Tehsil: Sanwer: A. B. Road, Indore 453771 M. P.

The details of the Special Resolutions passed in the General Meetings held in the previous three years are given below:

<b>General Body Meeting</b>	<b>Day, Date</b>	<b>Resolution</b>
2014-2015	Wednesday, 28.10.2015	-
2015-2016	Wednesday, 28.09.2016	<ol style="list-style-type: none"> <li>1. Appointment of Mr. Santosh Muchhal (DIN: 00645172) as an Independent director</li> <li>2. Appointment of Mr. Ritesh Kumar Neema, (DIN: 03086671) as an Independent Director</li> <li>3. Appointment of Mr. Yogendra Vyas, (DIN: 06603344) as an Independent Director</li> <li>4. Approval to deliver documents through a particular mode</li> </ol>
2016-2017	Friday, 29.09.2017	<ol style="list-style-type: none"> <li>1. Appointment of Mr. Devraj Singh Badgara (DIN: 07429570) as an independent director</li> <li>2. Revised Remuneration of Mrs. Gitanjali A. Maheshwari, (DIN: 00094596) Whole time Director</li> <li>3. Approval of Related Party Transactions with the Company.</li> </ol>

**Details of Postal Ballot**

Special Resolution was passed through postal ballot during the Financial Year 2015-16 vide Postal Ballot Notice dated July 25th 2015 under Section 110 of the Companies Act, 2013. The Company followed the procedure as prescribed under the Companies (Management and Administration), Rules, 2014, as amended and Secretarial Standard Two issued by the Institute of Company Secretaries of India. The Members were provided the facility to cast their votes through electronic voting (e-voting) or through postal ballot. The Board of Directors of the Company, appointed M. Maheshwari & Associates Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process. The scrutinizer submitted his report to the Chairman after the completion of the scrutiny of the postal ballots (including e-voting). Considering the combined results of the Postal Ballot via postal ballot forms and e-voting facility, the resolution was approved on 16th September, 2015. The results were declared on 16th September, 2015 and communicated to the stock exchanges and displayed on the Company's website.

The details of the voting pattern are given below:

Particulars	Type of Resolution	Votes cast in favor (in Numbers)	% of Votes in favour	Votes cast against (In numbers)	% of votes against
Shifting of the Registered office of the Company from state of Maharashtra to the state of Madhya Pradesh	Special	8909864	100	30	0.00
Authorization to the Board of Directors of the company for investment exceeds the limits specified under section 186, of the Companies Act, 2013	Special	8909889	100	5	0.00

**VIII. Means of Communication**

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges Immediately after the Board has approved them. These are widely published in national and regional newspapers.

Sam Industries website ([www.sam-industries.com](http://www.sam-industries.com)) serves as a key awareness facility for all its stakeholders, allowing them to access information at their convenience. It provides comprehensive information on Company's financial performance, operational performance and the latest Information.

**IX. General Shareholders Information**

Annual General Meeting	Day, Date & Time	Venue
24th Annual General Meeting	Tuesday, 25th September 2018 at 4.00 P.M.	Village: Dakachiya, A. B. Road, Tehsil: Sanwer, District: Indore – 453771 Madhya Pradesh, India

**a. Date of Book Closure**

The Register of Members and Share Transfer Books of the Company shall remain closed from **Wednesday, the 19th day of September 2018 to Tuesday, the 25th day of September 2018** (both days inclusive).

**b. Financial Year: April 1st 2017 to March 31st 2018.****c. Financial Calendar 2018-2019 (Tentative)**

1	First Quarter Results	On or before 14 <sup>th</sup> August 2018
2	Second Quarter & Half Yearly Results	On or before 14 <sup>th</sup> November, 2018
3	Third Quarter Results	On or before 14 <sup>th</sup> February 2019
4	Fourth Quarter / Annual Results	On or before 30 <sup>th</sup> May 2019

**d. Listing of Securities**

Name of the Stock Exchange: BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

**e. Listing Fee**

Your Company confirms that it has paid annual listing fees to the BSE Limited, for the year 2018-19; and as such there are no arrears.

**f. BSE Script Code: 532005****g. Market Price Data**

High, low of market price of the Company's equity shares traded on BSE Limited during each month in the last financial year are as under:

**Quotation at Mumbai Stock Exchange & High & Low**

Month	High Price	Low Price	Close Price	Turnover (Rs.)
Apr-17	13.32	9.19	13.32	2,96,647
May-17	13.32	12.66	13.00	2,56,802
Jun-17	13.32	12.35	12.35	49,664
Jul-17	12.75	12.10	12.75	49,81,261
Aug-17	13.32	12.66	13.32	48,46,177
Sep-17	13.32	12.80	13.32	18,08,156
Oct-17	18.10	13.01	18.02	36,30,343
Nov-17	19.80	17.10	18.95	3,32,501
Dec-17	28.10	16.20	28.10	20,45,341
Jan-18	34.05	23.70	24.80	17,88,144
Feb-18	27.50	15.95	17.45	10,84,893
Mar-18	18.30	15.10	16.40	70,66,809

**h. Registrar & Transfer Agent**

Name & Address: M/s. Ankit Consultancy Private Limited,  
Plot No. 60, Electronic Complex,  
Pardeshipura,  
Indore – 452010, (M. P.)

Telephone: 0731-4281333, 4065799, 4065797

Fax: 0731-4065798

Email: ankit\_4321@yahoo.com

All the Share transfer and the relating queries may please be forwarded to the Share Transfer Agent directly at their address.

**i. Share Transfer Systems**

Shares received for transfer in physical form are registered and dispatched within fifteen days of the receipt of the documents. If shares are under objection then the same are to be returned within fifteen days. Request for dematerialization of shares is processed within fifteen days.



**j. Shareholding as on 31st March 2018:****Distribution of Shareholding of Equity Shares of Rs. 10/- each as on 31st March 2018:**

Shareholding of nominal Value of Rs.	No. of Share Holders	% of Share Holders	Amount in Rs.	% of Share Holdings
Up to 1000	260	24.03%	95,770	0.09%
1001 – 2000	70	6.47%	1,22,740	0.11%
2001 – 3000	39	3.60%	1,07,180	0.10%
3001 – 4000	203	18.76%	8,07,500	0.73%
4001 – 5000	118	10.91%	5,86,170	0.53%
5001 – 10000	196	18.11%	17,76,040	1.60%
10001 – 20000	83	7.67%	12,98,990	1.17%
20001 – 30000	33	3.05%	7,72,200	0.70%
30001 – 40000	13	1.20%	4,64,610	0.42%
40001 – 50000	14	1.29%	6,20,170	0.56%
50001 – 100000	15	1.39%	10,77,880	0.97%
100001 & above	38	3.51%	10,31,55,450	93.03%
Grand Total	1082	100.00	11,08,84,700	100.00

**b. Category of equity shareholders as on 31st March 2018.**

S.No.	Category	No. of Equity Share Held	Percentage of Shareholding (in%)
1.	Promoters	82,97,906	74.83
2.	Govt. Co./Fin. Institutions	59.00	0.53
3.	Corporate Bodies	7,36,652	6.64
4.	Individual Shareholders	19,87,128	17.92
5.	NRI's I& OCBs (Foreign holding)	7,784	0.07
	Grand Total	11,088,470	100%

**k. Dematerialization of Shares and Liquidity**

The company's shares are traded in dematerialized form and are available for trading on both the depositories in India, viz. NSDL and CDSL. Equity shares of the company representing **97.02%** of the Company's total equity shares capital representing **1,07,58,435** equity shares are dematerialized on March 31, 2018 and the balance **2.98%** representing 3,30,035 were in physical form.

l. There are no foreign exchange risk and hedging activities during financial year 2017-18.

**m. Plant and Registered Office**

The registered office of the company at Works situated at Village: Dakachiya, A. B. Road, Tehsil: Sanwer, District: Indore - 453771, Madhya Pradesh, India (w. e. f. 16th August 2016)

The Company has a manufacturing facility at Village: Dakachiya, A. B. Road, Tehsil: Sanwer, District: Indore - 453771, Madhya Pradesh, India.

**n. Address for Correspondence**

**The Shareholders may address their communications to.**

**Company Secretary****Sam Industries Limited**

Village: Dakachiya, A. B. Road, Tehsil: Sanwer, Indore – 453771, Madhya Pradesh

Telephone No. 0731-4229717

Designated Email address for Investor Services:

- Email: [secretarial@sam-industries.com](mailto:secretarial@sam-industries.com)
- Company's Website: [www.sam-industries.com](http://www.sam-industries.com)

**X. Disclosures**

- (i) During the year under review, besides the transactions reported elsewhere in the Annual Report, there were no other related parties' transaction viz., Promoters, Directors or the Management, their subsidiaries or relatives that had any potential conflict with the interest of the Company at large.
- (ii) No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- (iii) In terms of the Whistle Blower Policy, Vigil Mechanism of the Company, no employee of the Company has been denied access to the Audit Committee.
- (iv) The Company has complied with the mandatory requirements and adoption of the non mandatory requirements.
- (v) The website of the company Sam Industries Limited's 'website ([www.sam-industries.com](http://www.sam-industries.com)) discloses policy for determining material subsidiaries.
- (vi) The website of the company Sam Industries website ([www.sam-industries.com](http://www.sam-industries.com)) discloses policy on dealing with related party transactions.

**CEO/CFO Certification**

The Whole Time Director (WTD) and Chief Financial Officer (CFO) Certified to the Board with regard to the financial statements and other matters as required in Regulation 17(8) of SEBI (LODR), Regulations, 2015 and the said certificate is contained in this annual report.

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**Declaration Regarding Code of Conduct**

I hereby declare that all the directors and Senior Management Personnel have affirmed compliance during the financial year 2017-18 with the provisions of Code of Conduct as adopted by the Company.

**Date: 14th August, 2018**

**Place: Indore**

**Gitanjali A. Maheshwari**

**Whole Time Director**

**INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members,

**Sam Industries Limited**

1. We have examined the compliance of conditions of corporate governance by Sam Industries Limited (the 'Company') for the year ended 31 March 2018, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

**Management's Responsibility**

2. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

**Auditor's Responsibility**

3. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 1 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by Institute of Chartered Accountants of India ("The ICAI"), and the Guidance Note on the Reports or certificates for special purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

6. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31 March 2018.
7. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**Restriction on use**

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

**Date: 12th May 2018**  
**Place: Indore**

**For, Manoj Khatri & Co.**  
**Chartered Accountants**  
**Firm Reg. No. 011546C**

**Ashish Jain**  
**(Partner)**  
**Membership No. 403161**

**ANNEXURE - IV****Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification**

**[Compliance Certificate pursuant to Regulation 17(8) and as per schedule –II part –B of SEBI (L ODR), Regulations, 2015]**

**To,**  
**The Board of Directors,**  
**Sam Industries Limited**  
**Village: Dakachiya,**  
**A.B. Road, Indore - 453771**

We the undersigned, in our respective capacities as Whole Time Director and chief financial officer of Sam Industries Limited (the Company) to the best of our knowledge and belief certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2018 and that to the best of our knowledge and belief, we state that:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violation of the Company's code of conduct.
- C. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
- (1) significant changes, if any, in internal control over financial reporting during the year;
  - (2) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**For Sam Industries Limited**

**Date: 14th August, 2018**  
**Place: Indore**

**Gitanjali A. Maheshwari**  
**Whole Time Director**

**Gopal P. Shrivastava**  
**Chief Finance Officer**

**ANNEXURE - V**

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo [Section 134 (3) (m) of The Companies Act, 2013 read with Rule 8(3) of The Companies Accounts Rules, 2014]**

**A) Conservation of energy**

S.No.	Particulars	
i)	the steps taken or impact on conservation of energy;	All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques.
ii)	the steps taken by the company for utilizing alternate sources of energy;	NA
iii)	the capital investment on energy, conservation equipments	NIL

**(B) Technology absorption**

(i)	the efforts made towards technology absorption	Updating of in house Technology is a Continuous process of absorption implemented in our Industry and technology developed in house; This is fully absorbed for development in the existing product and new models.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	The Company has been able to successfully indigenize the toolings to a large extent. Increased efficiency, better performance and wider product range.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year	NIL
(a)	the details of technology imported	NA
(b)	the year of import	NA
(c)	whether the technology been fully absorbed; and	NA
(d)	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NA
(iv)	the expenditure incurred on Research and Development	NIL

**(C) Foreign exchange earnings and Outgo**

	2017-18	2016-17
The Foreign Exchange earned in terms of actual inflows during the year; and	Nil	Nil
The Foreign Exchange outgo during the year in terms of actual outflows.	Nil	Nil



## Annexure -VI

## Annexure - to the Board's Report

## 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 &amp; Administration) Rules, 2014.

I.	<b>REGISTRATION &amp; OTHER DETAILS:</b>	
1	CIN	L70102MP1994PLC041416
2	Registration Date	17.02.1994
3	Name of the Company	SAM INDUSTRIES LIMITED
4	Category/Sub-category of the Company	Company Limited By Shares Indian Non Government Company
5	Address of the Registered office & contact details	Village: Dakachiya, A. B. Road, Tehsil: Sanwer, District-Indore-453771- (M.P.) Tel: 0731- 4229717
6	Whether listed company	Yes, with BSE Limited
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Ankit Consultancy P. LTD., Plot No.60, Electronic Complex, Pardesipura, Indore - 452010 (Madhya Pradesh) Tel: 0731-4281333

## 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:-

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Sale of services (Lease Rent)	68100	63.10%
2	Sale of (Traded goods) Real Estate( Plot)	68100	29.31%

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

S. No.	Name and address of the Company	CIN/GLN	Holding/Subsidiary / Associate	% of sharesheld	Applicable Section
1	NA	NA	NA	NA	NA

## IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

## (i) Category-wise Share Holding

Category of the Shareholders	No. of Shares held at the beginning of the year (As on 01st April 2017)				No. of Shares held at the end of the year as on 31, March, 2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	554,406	-	554,406	5.00%	554,406	-	554,406	5.00%	0.00%
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-



d) Bodies Corp.	7,353,500	-	7,353,500	66.32%	7,743,500	-	7,743,500	69.83%	3.52%
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (1)</b>	<b>7,907,906</b>	<b>-</b>	<b>7,907,906</b>	<b>71.32%</b>	<b>8,297,906</b>	<b>-</b>	<b>8,297,906</b>	<b>74.83%</b>	<b>3.52%</b>
(2) Foreign									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-
<b>TOTAL (A)</b>	<b>7,907,906</b>	<b>-</b>	<b>7,907,906</b>	<b>71.32%</b>	<b>8,297,906</b>	<b>-</b>	<b>8,297,906</b>	<b>74.83%</b>	<b>3.52%</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	59,000	-	59,000	0.53%	59,000	-	59,000	0.53%	0.00%
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>59,000</b>	<b>-</b>	<b>59,000</b>	<b>0.53%</b>	<b>59,000</b>	<b>-</b>	<b>59,000</b>	<b>0.53%</b>	<b>0.00%</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	2,239,709	3,000	2,242,709	20.23%	733,652	3,000	736,652	6.64%	-13.58%
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	316,691	293,335	610,026	5.50%	403,919	291,635	695,554	6.27%	0.77%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	231,829	35,400	267,229	2.41%	1,256,174	35,400	1,291,574	11.65%	9.24%
c) Others (specify)	1,200		1,200	0.01%	7,384		7,384	0.07%	0.06%
Non Resident Indians									
Overseas Corporate Bodies			-	-			-	-	-
Foreign Nationals			-	-			-	-	-
Clearing Members	400		400	0.00%	400		400	0.00%	0.00%
Trusts			-	-			-	-	-
Foreign Bodies - D R			-	-			-	-	-
<b>Sub-total (B)(2):-</b>	<b>2,789,829</b>	<b>331,735</b>	<b>3,121,564</b>	<b>28.15%</b>	<b>2,401,529</b>	<b>330,035</b>	<b>2,731,564</b>	<b>24.63%</b>	<b>-3.52%</b>
<b>Total Public (B)</b>	<b>2,848,829</b>	<b>331,735</b>	<b>3,180,564</b>	<b>28.68%</b>	<b>2,460,529</b>	<b>330,035</b>	<b>2,790,564</b>	<b>25.17%</b>	<b>-3.52%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>10,756,735</b>	<b>331,735</b>	<b>11,088,470</b>	<b>100.00%</b>	<b>10,758,435</b>	<b>330,035</b>	<b>11,088,470</b>	<b>100.0%</b>	<b>0.00%</b>





**ii. Shareholding of Promoters**

	Shareholders Name	Shareholding at the beginning of the year on 1st April 2017			Shareholding at the end of the year 31st March 2018			% Change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of shares Pledged / encumbered of total shares	No. of Shares	% of total shares of the Company	% of shares Pledged / encumbered of total shares	
1	A.H.MAHESHWARI (HUF)	20,000	0.18%	-	20,000	0.18%	-	0.0%
2	ASHUTOSH A. MAHESHWARI	108,482	0.98%	-	108,482	0.98%	-	0.0%
3	GITANJALI A. MAHESHWARI	422,714	3.81%	-	422,714	3.81%	-	0.0%
4	ARVIND ASHOKKUMAR MAHESHWARI	3,190	0.03%	-	3,190	0.03%	-	0.0%
5	ASHOKKUMAR H.MAHESHWARI	10	0.00%	-	10	0.00%	-	0.0%
6	SUMAN ASHOKKUMAR MAHESHWARI	10	0.00%	-	10	0.00%	-	0.0%
7	SAM EXIM LIMITED	5,322,398	48.00%	-	5,322,398	48.00%	-	0.0%
8	STEWART TRADING & INVESTMENTS P. LTD.	307,000	2.77%	-	307,000	2.77%	-	0.0%
9	SAM FARMS AND FOODS P. LTD.	786,000	7.09%	-	786,000	7.09%	-	0.0%
10	CELESTIAL COMMERCIAL P. LTD.	196,500	1.77%	-	386,500	3.49%	-	1.71%
11	SAM HOTELIERS AND RESORTS P. LTD.	101,000	0.91%	-	301,000	2.71%	-	1.80%
12	DWEKAM WELD TECH P. LTD.	640,602	5.78%	-	640,602	5.78%	-	0.0%
	<b>TOTAL</b>	<b>7,907,906</b>	<b>71.32%</b>	<b>-</b>	<b>8,297,906</b>	<b>74.83%</b>	<b>-</b>	<b>3.52%</b>

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

S. No.	Particulars	Reason for Change (Decrease/Increase in Shares)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
1	<b><u>CELESTIAL COMMERCIAL P. LTD.</u></b>					
	At the beginning of the year		196,500	1.77%	196,500	1.77%
	Changes during the year	31-07-2017 (Purchase)	190,000	1.71%	386,500	3.49%
	At the end of the year		386,500	3.49%	386,500	3.49%
2	<b><u>SAM HOTELIERS &amp; RESORTS P. LTD.</u></b>					
	At the beginning of the year		101,000	0.91%	101,000	0.91%
	Changes during the year	31-07-2017 (Purchase)	200,000	1.80%	301,000	2.71%
	At the end of the year		301,000	2.71%	301,000	2.71%



**(iv) Shareholding Pattern of top ten Shareholders**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For each of the Top 10 shareholders	Reason for Change (Decrease/Increase in Shares)	Shareholding at the beginning of the year i.e. 1st April 2017		Cumulative Shareholding during the year i.e. 31st March 2018	
			No. of shares	% of total shares	No. of shares	% of total shares
1	<b>VIMLADEVI RAVIKUMAR MOHATTA</b> At the beginning of the year Changes during the year  At the end of the year	 08-08-2017 (Purchase) 17-08-2017 (purchase) 23-03-2018 (Purchase)	 - 140,875 110,000 275,600 526,475	  1.27% 0.99% 2.49% 4.75%	  140,875 250,875 526,475 526,475	  1.27% 2.26% 4.75% 4.75%
2	<b>ISHITA GAURAV MOHATTA</b> At the beginning of the year Changes during the year  At the end of the year	 23-08-2017 (Purchase) 22-09-2017 (Purchase) 03-11-2017 (Purchase) 01-12-2017 (Purchase) 15-12-2017 (Purchase) 29-12-2017 (Sell) 16-02-2018 (Purchase) 02-03-2018 (Sell) 23-03-2018 (Purchase)	 90,600 100,000 216,450 150 49,899 (49,899) 550 (810) 164,900 471,840	 0.82% 0.90% 1.95% 0.00% 0.45% -0.45% 0.00% -0.01% 1.49% 4.26%	 - 90,600 190,600 307,050 307,200 357,099 307,200 307,750 306,940 471,840 471,840	  0.82% 1.72% 2.77% 2.77% 3.22% 2.77% 2.78% 2.77% 4.26% 4.26%
3	<b>KRISHNA KRIPA HOLDINGS PVT. LTD.</b> At the beginning of the year Changes during the year  At the end of the year	 No change	 376,161 - 376,161	 3.39%  3.39%	 376,161 - 376,161	 3.39%  3.39%
4	<b>SHEETAL KRAFTS PVT LTD</b> At the beginning of the year Changes during the year At the end of the year	 No change	 157,000 - 157,000	 1.42%  1.42%	 157,000 - 157,000	 1.42%  1.42%
5	<b>MP STATE INDUSTRIAL DEVELOPMENT CORPORATION LIMITED</b> At the beginning of the year Changes during the year At the end of the year	 No change	 59,000 - 59,000	 0.53%  0.53%	 59,000 - 59,000	 0.53%  0.53%
6	<b>EMKAY GLOBAL FINANCIAL SERVICES LIMITED</b> At the beginning of the year Changes during the year	 11-08-2017 (Purchase) 25-08-2017 (Purchase) 01-09-2017 (Purchase) 08-09-2017 (Purchase) 13-10-2017 (Sell) 24-11-2017 (Sell) 08-12-2017 (Purchase) 05-01-2018 (Purchase)	 140,875 110,000 90,600 100,000 (325,025) (116,350) 49,799 4,811	 1.27% 0.99% 0.82% 0.90% -2.93% -1.05% 0.45% 0.04%	 140,875 250,875 341,475 441,475 116,450 100 49,899 54,710	 1.27% 2.26% 3.08% 3.98% 1.05% 0.00% 0.45% 0.49%



		12-01-2018 (Purchase)	3,189	0.03%	57,899	0.52%
		26-01-2018 (sell)	(7,756)	-0.07%	50,143	0.45%
		09-02-2018 (Purchase)	306	0.00%	50,449	0.45%
		02-03-2018 (Sell)	100	0.00%	50,549	0.46%
		16-03-2018 (Sell)	(550)	0.00%	49,999	0.45%
		23-03-2018 (sell)	(100)	0.00%	49,899	0.45%
	At the end of the year		49,899	0.45%	49,899	0.45%
7	<b>ACME FERRO ALLOYS PVT. LTD.</b>					
	At the beginning of the year		41,204	0.37%	41,204	0.37%
	Changes during the year	No change	-	-	-	-
	At the end of the year		41,204	0.37%	41,204	0.37%
8	<b>MUKESH P. PUROHIT</b>					
	At the beginning of the year		35,400	0.32%	35,400	0.32%
	Changes during the year	No change	-	-	-	-
	At the end of the year		35,400	0.32%	35,400	0.32%
9.	<b>ARHAM CREDIT CAPITAL PVT. LTD.</b>					
	At the beginning of the year		34,500	0.31%	34,500	0.31%
	Changes during the year	No change	-	-	-	-
	At the end of the year		34,500	0.31%	34,500	0.31%
10	<b>DILIP CHHOTALAL MORZARIA</b>					
	At the beginning of the year		28,300	0.26%	28,300	0.26%
	Changes during the year	No change	-	-	-	-
	At the end of the year		28,300	0.26%	28,300	0.26%
11	<b>ACTIVE SHARE &amp; STOCKS PVT LTD</b>					
	At the beginning of the year		533,700	4.81%	533,700	4.81%
	Changes during the year	31-07-2017 (Sell)	(190,000)	-1.71%	343,700	3.10%
		31-07-2017 (Sell)	(200,000)	-1.80%	143,700	1.30%
		08-08-2017 (Sell)	(143,700)	-1.30%	-	0.00%
	At the end of the year		-	0.00%	-	0.00%
12	<b>CEREBRAL SECURITIES PVT LTD</b>					
	At the beginning of the year		531,393	4.79%	531,393	4.79%
	Changes during the year	18-08-2017 (Sell)	(250,000)	-2.25%	281,393	2.54%
		06-10-2017 (Sell)	(280,900)	-2.53%	493	0.00%
		24-11-2017 (Sell)	(150)	0.00%	343	0.00%
		21-02-2018 (Sell)	(343)	0.00%	-	0.00%
	At the end of the year		-	0.00%	-	0.00%
13	<b>QUICKAGE SECURITIES PVT LTD</b>					
	At the beginning of the year		500,000	4.51%	500,000	4.51%
	Changes during the year	08-12-2017 (Sell)	(50,000)	-0.45%	450,000	4.06%
		08-12-2017 (Sell)	(200)	0.00%	449,800	4.06%
		19-01-2018 (Sell)	(5,550)	-0.05%	444,250	4.01%
		09-02-2018 (Sell)	(250)	0.00%	444,000	4.00%
		16-03-2018 (Sell)	(1,100)	-0.01%	442,900	3.99%
		16-03-2018 (Sell)	(100)	0.00%	442,800	3.99%
		19-03-2018 (Sell)	(1,300)	-0.01%	441,500	3.98%
		20-03-2018 (Sell)	(441,500)	-3.98%	-	0.00%
	At the end of the year		-	0.00%	-	0.00%

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

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Reason for Change (Decrease/Increase in Shares)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of shares	% of total shares
	NOT APPLICABLE		0	0.00%	0	0.00%

**V. INDEBTEDNESS**

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

(Total Amt. in Lacs)

Particular	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i + ii + iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
* Addition	70.01	-	-	70.01
* Reduction	7.55			7.55
Net Change	62.46	-	-	62.46
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	62.46	-	-	62.46
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i + ii + iii)</b>	<b>62.46</b>	-	-	<b>62.46</b>

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

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

(Total Amt. in Lacs)

S. No.	Particulars of Remuneration	Name of MD/WTM/ Manager		
	Name	Gitanjali A. Maheshwari	-	
	Designation	Whole Time Director	-	
1	Gross salary	-		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	<b>119.88</b>	-	<b>119.88</b>
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>119.88</b>	-	<b>119.88</b>
	Ceiling as per the act	With in Provisions of Sec. 197 & 198 read with Schedule V of the Companies Act, 2013		



**B. Remuneration to other Directors**

S. No.	Particulars of Remuneration	Name of Director			Total Amount Rs./Lacs)
1	Independent Directors	Devraj Singh Badgara	Ritesh Kumar Neema	Yogendra Vyas	
	Fee for attending board & committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (1)</b>	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	<b>Total Managerial Remuneration</b>	-	-	-	-
	Overall Ceiling as per the Act	With in Provisions of Sec. 197 & 198 read with Sechedule V of the Companies Act,2013			

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTB**

(Amt. Rs./Lacs)

S. No.	Particulars of Remuneration	Name of Managerial Personnel			Total Amount Rs (Lacs)
	Name	-	GOPAL P. SHRIVASTAVA	NAVIN PATWA	
	Designation	CEO	CFO	CS	
1	Gross salary	-	6.64	5.05	11.69
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit-	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	6.64	5.05	11.69

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:****(Amt. Rs./Lacs)**

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

**FOR AND ON BEHALF OF BOARD OF DIRECTOR**

**ASHUTOSH A. MAHESHWARI**  
**CHAIRMAN**  
**DIN: 00094262**

**Date : 14/08/2018**  
**Place : Indore**



## Annexure -VII

**Disclosure of Remuneration under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) (i) of The Companies (Appointment and Remuneration) Rules, 2014**

1. The details of Remuneration (including Sitting fees) paid during the Financial Year as per pursuant to Section 197 read with Rule 5 (1) (i) of The Companies (Appointment and Remuneration) Rules, 2014 are as follows:

Name	Designation	Amount (in Lakhs) 2017-18	Amount (in Lakhs) 2016-17
Mrs. Gitanjali A. Maheshwari	Whole Time Director	119.88	69.93
Navin Patwa	Company Secretary	5.05	4.66
Gopal P. Shrivastava	Chief Finance Officer	6.64	6.04

2. Number of permanent Employees on the Rolls of the Company as on 31st March 2018 is Sixteen excluding Whole Time Director.
3. Ratio of remuneration of each director, CFO, Company Secretary to the median remuneration of the employees of the Company for the Financial Year:

Name	Designation	Ratio*
Mrs. Gitanjali A. Maheshwari	Whole Time Director	104.25
Mr. Navin Patwa	Company Secretary	4.39
Mr. Gopal Shrivastava	CFO	5.78

Note: Remuneration includes Sitting Fees

\*Number of times the median remuneration

4. The Key parameters for any variable component of remuneration availed by the directors: N. A.

**PARTICULARS OF EMPLOYEES**

During the year under review the details of employee of the company who is drawing more than rupees one crore and two lakh during the financial year or rupees eight lakh and fifty thousand per month for the part of the year. During the year as per requirement of Particulars of the employees under Section 197 of Companies Act, 2013 read with rule 5 (2) & rule 5 (3) of Companies (appointment and remuneration) Rules 2014 are as follows:-

**Details of Particular of Employee**

S. No. Particular

- Name of the Employee - Mrs. Gitanjali Maheshwari
- Designation of Employee - Whole Time Director
- Nature of Employee - Permanent
- Qualification and Experience of Employee- Graduation (Commerce & Economics) and having 16 years and above years Experience.
- Date of Commencement of Employment - 14th August, 2014
- Age of Employee - 40 Years
- Last employment held - Nil
- Shares held by the Employee along with his spouse and children

S. No.	Name	No. Share Held	Percentage
1.	Mrs. Gitanjali A. Maheshwari	4,22,714	3.81%
2.	Mr. Ashutosh A. Maheshwari	1,08,482	0.98%

9. Relation with Directors Mr. Ashutosh A. Maheshwari- Husband
10. Salary Drawn- Rs. 1,19,88,480/- (Rupees One Crore Nineteen Lakhs Eighty Eight Thousand and Four Hundred Eighty only) per annum.

**INDEPENDENT AUDITOR'S REPORT****To the Members of****Sam Industries Limited****Report on the Financial Statements**

We have audited the accompanying Financial Statements of Sam Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the Financial Position, Financial Performance including Other Comprehensive Income, Cash Flows and the Statement of Changes in Equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these 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 Financial Statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free from material misstatement.

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, its Profit including Other Comprehensive Income, its Cash Flows and the Statement of Changes in Equity for the year ended on that date.



**Other Matters**

The comparative financial information of the company for the year ended March 31, 2017 included in these standalone Ind AS financial statements have been audited by the predecessor auditor who had audited the financial statements for the relevant periods. The report of the predecessor auditor on the comparative financial information dated June 2, 2017 expressed an unmodified opinion.

Our opinion is not modified in respect of the above matter.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1, 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 purpose of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements – Refer Note 33 to the Financial Statements;
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For, Manoj Khatri & Co.  
Chartered Accountants  
Firm Reg. No. 011546C**

**Date: 12th May 2018  
Place: Indore**

**Ashish Jain  
(Partner)  
Membership No. 403161**

**Annexure 1****To the Independent Auditor's Report on the Financial Statements of Sam Industries Limited**

The Annexure referred to in Independent Auditor's Report to the members of the Company on the Ind AS financial statements for the year ended March 31, 2018, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets of the company has physically verified by the management at reasonable intervals. As informed to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. The inventory, have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stock and the book records were not material.
- iii. According to the information's and explanations given to us the Company has granted loans unsecured, to the companies covered in the register maintained under section 189 of the Companies Act, 2013 for which :
  - (a) The terms and conditions of the grant of such loans are not prejudicial to the interest of the company.
  - (b) Receipt of interest and principal is regular, based on the terms of loans.
  - (c) Reasonable steps have been taken by the company for the recovery of principal amount and the interest due, if any.
- iv. According to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from public with the meaning of section 73 to 76 or any other relevant provisions of the Act.
- vi. According to information and explanations given to us the company has already discontinued its manufacturing activities in previous years hence cost records as prescribed under Section 148(1) of the Act are not required to maintain by the company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Sales tax, Service Tax, Goods and Service Tax, duty of Customs, duty of Excise, Value Added Tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income tax, Sales tax, Service Tax, Goods and Service Tax, duty of Customs, duty of Excise, Value Added Tax, cess and other material statutory dues were in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues of Income tax, Sales Tax, Service tax, duty of Customs, duty of Excise and Value Added Tax which have not been deposited with the appropriate authorities on account of any dispute.
- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings from financial institutions or banks. The Company did not have any



outstanding loan or borrowings from government or debenture holders during the year.

- ix. According to the information and explanation given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the provision of paragraph 3(ix) of the Order is not applicable to the Company.
- x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us and based on our examination of the records, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, the provision of paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, wherever applicable, and the details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provision of paragraph 3(xiv) of the Order is not applicable.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the provision of paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provision of paragraph 3(xvi) of the Order is not applicable.

**For, Manoj Khatri & Co.  
Chartered Accountants  
Firm Reg. No. 011546C**

**Date: 12th May 2018  
Place: Indore**

**Ashish Jain  
(Partner)  
Membership No. 403161**

**Annexure 2****To the Independent Auditor's Report on the Financial Statements of Sam Industries Limited****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 Sam Industries Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

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

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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor's 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 as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

**Meaning of Internal Financial Controls Over Financial Reporting**

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



being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

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

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

#### **Opinion**

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

**For, Manoj Khatri & Co.  
Chartered Accountants  
Firm Reg. No. 011546C**

**Date: 12th May 2018  
Place: Indore**

**Ashish Jain  
(Partner)  
Membership No. 403161**



## BALANCE SHEET AS AT MARCH 31, 2018

CIN No.- L70102MP1994PLC041416

(Amount in Rs.)

	PARTICULARS	Note No.	As at 31-03-2018	As at 31-03-2017	As at 01-04-2016
I	ASSETS				
1	Non-current assets				
	(a) Property, plant and equipment	2	9,485,296	4,428,217	8,655,102
	(b) Investment property	2	288,287,510	182,332,567	184,865,605
	(c) Financial assets				
	(i) Investments	3	65,020,263	55,050,504	33,440,827
	(ii) Other financial assets	4	163,019	130,000	130,000
	(d) Other non-current assets	5	2,991,540	98,284,915	84,905,927
	Total non-current assets		365,947,628	340,226,203	311,997,461
2	Current assets				
	(a) Inventories	6	31,630,490	34,898,413	38,150,047
	(b) Financial assets				
	(i) Trade receivables	7	7,517,451	7,465,148	2,831,610
	(ii) Cash and cash equivalents	8	601,057	325,837	2,971,508
	(iii) Loans	9	50,888,000	58,907,583	72,838,081
	(iv) Other financial assets	10	5,687,078	7,289,108	5,304,515
	(c) Current Tax Assets (Net)	11	957,835	956,340	4,535,384
	(d) Other current assets	12	638,556	330,648	345,543
	Total current assets		97,920,467	110,173,077	126,976,688
3	Assets classified as held for sale		1,137,075	1,137,075	1,137,075
	Total assets		465,005,170	451,536,355	440,111,224
II	EQUITY AND LIABILITIES				
1	Equity				
	(a) Equity share capital	13	111,998,200	111,998,200	111,998,200
	(b) Other equity (refer SOCIE)		296,225,266	282,940,922	264,839,508
	Total equity		408,223,466	394,939,122	376,837,708
2	Non-current liabilities				
	(a) Financial liabilities				
	(i) Borrowings	14	3,159,307	-	-
	(ii) Other financial liabilities	15	18,015,000	17,915,373	17,819,437
	(b) Deferred tax liabilities (Net)	16	11,549,985	12,577,223	14,068,321
	(c) Provisions	17	252,826	226,589	198,138
	Total non-current liabilities		32,977,118	30,719,185	32,085,896
3	Current liabilities				
	(a) Financial liabilities				
	(i) Borrowings	18	3,086,836	-	-
	(ii) Trade payables	19	748,504	-	-
	(iii) Other financial liabilities	20	10,560,104	10,834,329	9,433,825
	(b) Other current liabilities	21	9,241,489	15,013,291	21,703,660
	(c) Current Tax Liabilities (Net)	22	140,658	-	-
	(d) Provisions	23	26,995	30,428	50,135
	Total current liabilities		23,804,586	25,878,048	31,187,620
	Total equity and liabilities		465,005,170	451,536,355	440,111,224

Significant accounting policies and notes to the Ind AS financial statements 1-48

The explanatory notes referred to above form an integral part of the Ind AS financial statements

As per our report of even date attached

For Manoj Khatri &amp; Co.

Chartered Accountants

ICAI Firm Reg. No.: 011546C

CA Ashish Jain

Partner

Membership No.: 403161

Place: Indore

Date: 12 May 2018

for and on behalf of the Board of Directors

Ashutosh A Maheshwari (Chairman)

(DIN: 00094262)

Gitanjali A Maheshwari (Whole Time Director)

(DIN: 00094596)

Kishore Kale (Director)

(DIN: 01743556)

Yogendra Vyas (Director)

(DIN: 06603344)

Navin S. Patwa (Company Secretary)

Gopal Shrivastava (Chief Financial Officer)



## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

CIN No.- L70102MP1994PLC041416

(Amount in Rs.)

	PARTICULARS	Note No.	For the Year Ended 31-03-2018	For the Year Ended 31-03-2017
I	Revenue from operations (gross)	24	115,993,375	102,726,300
II	Other income	25	9,522,935	9,829,603
III	<b>Total income ( I + II )</b>		<b>125,516,310</b>	<b>112,555,903</b>
IV	<b>Expenses:</b>			
	Cost of materials consumed			
	Changes in inventories of finished goods and work-in-progress	26	2,811,965	2,795,675
	Employee benefits expenses	27	19,047,931	16,258,534
	Finance costs	28	396,879	122,435
	Depreciation and amortisation expenses	29	4,087,799	6,793,814
	Other expenses	30	78,014,381	58,606,388
	<b>Total expenses</b>		<b>104,358,955</b>	<b>84,576,846</b>
V	<b>Profit/(loss) before exceptional item and tax (III-IV)</b>		21,157,355	27,979,058
VI	Exceptional item	31	250	9,185
VII	<b>Profit/(loss) before tax (V-VI)</b>		<b>21,157,105</b>	<b>27,969,873</b>
VIII	Tax expenses:	32		
	Current tax		8,900,000	11,359,557
	Deferred tax		(1,027,238)	(1,491,098)
IX	<b>Profit/(loss) for the year (VII-VIII)</b>		13,284,343	18,101,414
X	Other Comprehensive income/(loss)		-	-
XI	<b>Total Comprehensive income/(loss) for the year (IX+X)</b>		<b>13,284,343</b>	<b>18,101,414</b>
XII	<b>Earnings per equity share (of Rs. 10/- each) Basic and Diluted</b>		<b>1.20</b>	<b>1.63</b>

Significant accounting policies and notes to the Ind AS financial statements

1-48

The explanatory notes referred to above form an integral part of the Ind AS financial statements

As per our report of even date attached  
For Manoj Khatri & Co.  
Chartered Accountants  
ICAI Firm Reg. No.: 011546C

CA Ashish Jain  
Partner  
Membership No.: 403161

Place: Indore  
Date: 12 May 2018

for and on behalf of the Board of Directors  
Ashutosh A Maheshwari (Chairman)  
(DIN: 00094262)

Gitanjali A Maheshwari (Whole Time Director)  
(DIN: 00094596)

Kishore Kale (Director )  
(DIN: 01743556)

Yogendra Vyas (Director )  
(DIN: 06603344)

Navin S. Patwa (Company Secretary)

Gopal Shrivastava (Chief Financial Officer)





## STATEMENT OF CASH FLOW STATEMENT FOR THE YEAR 2017-18

CIN No.- L70102MP1994PLC041416

(Amount in Rs.)

1	CASH FLOW FROM OPERATING ACTIVITIES	31-03-2018	31-03-2017
	Net Profit before taxation	21,157,105	27,969,873
	Adjustment for:		
	Depreciation	4,087,799	6,793,814
	Interest Paid	391,616	116,851
	Interest received	(7,872,003)	(7,243,774)
	Dividend Received	(156,908)	(60,552)
	Profit/Loss on Sale of investments	(155,238)	(374,271)
	Provision for leave encashment and gratuity	27,620	25,265
	Provision for Diminution in value of Shares	6,875,823	(373,866)
	Notional Rent	(864,659)	(1,729,319)
	Unwinding of discount on SD	964,286	1,825,255
	Miscellaneous Balance written off	-	(2,447)
	Inventory written off	455,958	455,958
	Operating Profit before Working Capital Changes	24,911,399	27,402,787
	Increase/Decrease in Inventory	2,811,965	2,795,676
	Increase/Decrease in Trade and Other Receivables	104,521,759	(1,623,452)
	Increase/Decrease in Trade Payables	943,804	(5,306,386)
	Cash generated from Operations	133,188,927	23,268,625
	Income Tax	(8,760,837)	(12,206,340)
	<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>124,428,090</b>	<b>11,062,285</b>
2	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Sale of investment	27,983,510	5,578,363
	Interest received	7,872,003	7,243,774
	Dividend received	156,908	60,552
	Purchase of Fixed Assets	(115,099,821)	(151,173)
	Purchase of Investment	(44,673,854)	(26,322,621)
	Sale of Asset	-	-
	<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>(123,761,254)</b>	<b>(13,591,105)</b>
3	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Interest Paid	(391,616)	(116,851)
	<b>NET CASH FLOW FROM FINANCING ACTIVITIES</b>	<b>(391,616)</b>	<b>(116,851)</b>
	<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>275,220</b>	<b>(2,645,671)</b>
	<b>Cash and Cash Equivalents at the beginning of the period</b>	<b>325,837</b>	<b>2,971,508</b>
	<b>Cash and Cash Equivalents at the end of the period</b>	<b>601,057</b>	<b>325,837</b>

## Notes:

- The above cash flow statement has been prepared under the "Indirect Method" as set out in the IND AS 7 on Statement of Cash Flow notified under Companies (Accounts) Rules, 2015.
- Figures in brackets represents Cash outflows
- Cash & Cash equivalents represents Cash & Bank Balances only

Significant accounting policies and notes to the Ind AS financial statements 1-48

The explanatory notes referred to above form an integral part of the Ind AS financial statements

As per our report of even date attached

For Manoj Khatri & Co.  
Chartered Accountants  
ICAI Firm Reg. No.: 011546C

CA Ashish Jain  
Partner  
Membership No.: 403161

Place: Indore  
Date: 12 May 2018

for and on behalf of the Board of Directors  
Ashutosh A Maheshwari (Chairman)  
(DIN: 00094262)

Gitanjali A Maheshwari (Whole Time Director)  
(DIN: 00094596)

Kishore Kale (Director )  
(DIN: 01743556)

Yogendra Vyas (Director )  
(DIN: 06603344)

Navin S. Patwa (Company Secretary)

Gopal Shrivastava (Chief Financial Officer)



## STATEMENT OF CHANGES IN EQUITY

CIN No.- L70102MP1994PLC041416

## a. Equity Share Capital

(Amount in Rs.)

Balance as at April 1,2016	111,998,200
Add: Changes in Equity Share Capital during FY 2016-17	-
<b>Balance as at March 31,2017</b>	<b>111,998,200</b>
Add: Changes in Equity Share Capital during FY 2017-18	-
<b>Balance as at March 31,2018</b>	<b>111,998,200</b>

## b. Other Equity

As at transition date 1st April, 2016

Particulars	Other Equity			Total
	Retained Earning	Capital Reverse	Security Premium Reverse	
Balance as on 1 April 2016	108,989,587	105,000,000	55,442,000	269,431,587
Add / (less): Transition impact due to Ind AS adjustment	(4,592,079)			(4,592,079)
<b>Opening Balance as on 01 April 2016 (as per Ind AS)</b>	<b>104,397,508</b>	<b>105,000,000</b>	<b>55,442,000</b>	<b>264,839,508</b>

For the year ended 31st March 2017

Particulars	Other Equity			Total
	Retained Earning	Capital Reverse	Security Premium Reverse	
Balance as on 01 April 2016	104,397,508	105,000,000	55,442,000	264,839,508
Profit for the period	18,101,414			18,101,414
<b>Balance as at 31 March 2017</b>	<b>122,498,922</b>	<b>105,000,000</b>	<b>55,442,000</b>	<b>282,940,922</b>

For the year ended 31st March 2018

Particulars	Other Equity			Total
	Retained Earning	Capital Reverse	Security Premium Reverse	
Balance as on 01 April 2017	122,498,922	105,000,000	55,442,000	282,940,922
Profit for the year	13,284,344			13,284,344
<b>Balance as on 31 March 2018</b>	<b>135,783,265</b>	<b>105,000,000</b>	<b>55,442,000</b>	<b>296,225,266</b>

Significant accounting policies and notes to the Ind AS financial statements

1-48

The explanatory notes referred to above form an integral part of the Ind AS financial statements

As per our report of even date attached

For Manoj Khatri & Co.  
Chartered Accountants  
ICAI Firm Reg. No.: 011546C

CA Ashish Jain  
Partner  
Membership No.: 403161

Place: Indore  
Date: 12 May 2018

for and on behalf of the Board of Directors  
Ashutosh A Maheshwari (Chairman)  
(DIN: 00094262)

Gitanjali A Maheshwari (Whole Time Director)  
(DIN: 00094596)

Kishore Kale (Director )  
(DIN: 01743556)

Yogendra Vyas (Director )  
(DIN: 06603344)

Navin S. Patwa (Company Secretary)

Gopal Shrivastava (Chief Financial Officer)

**Notes to the Ind AS financial statements for the year ended March 31, 2018****NOTE- 1 NOTES AND SIGNIFICANT ACCOUNTING POLICIES****1. COMPANY OVERVIEW**

SAM INDUSTRIES LIMITED was incorporated on 17TH February 1994 and is a Public Limited Company domiciled in India. It has commenced its business operation on 5TH October 1994. The registered office of the company is situated at Vill: Dakachya, Teh: Sanwer, A.B. road, Indore (M.P.). The Company is presently doing the business of Real estate, Investment business and operating lease of Welding Electrodes.

**2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to year ended March 31, 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act. These financial statements has been restated to comply with Ind AS. These financial statements for the year ended 31st March 2018 are the first financial statements, the Company has prepared in accordance with Ind AS.

Refer note 48 for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

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

**3. SIGNIFICANT ACCOUNTING POLICIES**

The Company has applied following accounting policies to all periods presented in the Ind AS Financial Statement.

**A. Presentation and Disclosure of Financial Statements**

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 the Schedule III of the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non - current classification of assets and liabilities.

**B. Fair Value Measurement**

The company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure the fair value.

**C. Use of Estimates**

The preparation of Standalone Financial Statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, like provision for employee benefits, provision for doubtful



trade receivables / advances / contingencies, provision for warranties, allowance for slow / non-moving inventories, useful life of Property, Plant and Equipment, provision for retrospective price revisions, provision for taxation, etc., during and at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities. Any revision to the accounting estimates is recognized prospectively.

#### **D. Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, value added taxes, goods and service tax and amounts collected on behalf of third parties.

##### **a. Sale of Products and Services**

Revenue from sale of goods is recognized when the significant risks and rewards of ownership have been transferred to the buyer as per the terms of the contract and the amount of revenue can be measured reliably. Revenue from services is accounted for when the work is performed.

##### **b. Dividend income is recognized in the year when the right to receive the payment is established.**

##### **c. Interest income is recognized on time proportionate basis.**

##### **d. Rental income arising from operating lease is accounted for on a straight line basis over the lease terms and is included in revenue in the statement of profit and loss due to its operating nature.**

##### **e. Sales of Real Estate business is recognized on actual sale on legal transfer or giving possession of plots on receiving full payments.**

##### **f. Agriculture income is recognized on crop sale basis.**

#### **E. Tangible Fixed Assets – Property, Plant and Equipment**

##### **a. Property, plant and equipment**

The Company has applied Ind AS 16 with retrospective effect for all of its property, plant and equipment as at the transition date, viz., 1 April 2016

Property, Plant and equipment are stated at historical cost less accumulated depreciation and impairment losses, if any. Freehold land is measured at cost and not depreciated.

The initial cost of property, plant and equipment comprises its purchase price, attributable borrowing cost and any other directly attributable costs of bringing an asset to working condition and location for its intended use.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the statements of profit and loss in the period in which the costs are incurred. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income/other expenses in statement of profit and loss. An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal.

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.



Assets in the course of construction and which are not ready for intended use are capitalized in capital work in progress account and are carried at cost. Assets in the course of development or construction and freehold land are not depreciated.

Depreciation commences when the assets are ready for their intended use.

Depreciation is calculated on the depreciable amount, which is the cost of an asset less its residual value. Depreciation is provided on a pro rata basis as per useful lives prescribed by schedule II of the Act on Straight Line method as follows:

<b>Asset Category</b>	<b>Estimated Useful Life (In years)</b>
Plant & Equipment	15
Electrical Installation/ Lab Equipment	10
Office Equipment & Tools	5
Computer Equipment	3
Furniture & Fixtures	10
Vehicles	8
Agriculture Equipment	8

#### **F. Investment Properties**

Investment property represents property held to earn rentals or for capital appreciation or both. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any

Depreciation on factory building and other building classified as investment property has been provided on the straight-line method over a period of 30 years and 60 years as prescribed in Schedule II to the Companies Act, 2013. Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in the statement of profit and loss in the period of derecognition.

#### **G. Inventories**

- Raw material, stores and spares, fuel and packing materials are valued at cost, including freight.
- Finished goods are valued at market value or cost whichever is less. The by - Products are valued at net realizable value.
- Stock of land of Real Estate division is valued on cost after capitalizing the expenses incurred on development of land.

#### **H. Financial Instruments**

##### **a. Financial assets:**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of other company. Financial assets and financial liabilities are recognized when a Company becomes a party to the contractual provisions of the instruments.

**Initial Recognition:**

Financial assets are initially measured at fair value. In case of financial assets which are recognized at fair value through profit and loss (FVTPL) their transaction costs are recognized in the statement of profit and loss, while in other cases, the transaction costs are attributed to the acquisition value of financial assets.

**Classification and Subsequent Measurement:** The Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

**Amortized Cost:**

A financial asset shall be classified and measured at amortized cost if both of the following conditions are met:

- 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 asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**Fair Value through OCI:**

A financial asset shall be classified and measured at fair value through OCI if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.

**Fair Value through Profit or Loss:** A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through OCI.

The company has made an irrevocable election to present in Profit and Loss, subsequent changes in the fair value of equity instruments held as investments.

**De-recognition:**

The Company de-recognizes a financial asset when the 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.

**b. Financial Liabilities:****Initial Recognition:**

All financial liabilities are initially recognized at fair value and in case of Loans and Borrowings, net of directly attributable transaction costs.

**Classification and Subsequent Measurement:**

Financial liabilities are subsequently classified as either financial liabilities at amortized cost or at Fair Value through Profit and Loss (FVTPL). Financial liabilities are measured at amortized cost using the Effective interest rate (EIR) method. Financial liabilities carried at fair value through profit and loss are measured at fair value with all changes in fair value recognized in the statement of Profit and Loss.

**De-recognition:**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires

**I. Investments:**

Investment comprising of Investment in Quoted and Unquoted Equity shares and units of mutual funds are carried at fair value. For fair value determination, in case of shares and units quoted on a recognized stock exchange, the closing market price as on balance sheet date is taken as fair value. For others, the book value of the company in which investment is made is treated as its fair value.

**J. Employees benefits**

The company's Contribution to provident funds is made to the recognized provident funds and is charged to the profit and loss account. The company has taken a gratuity policy from LIC of India and premium paid for the year has been debited to profit and loss account. The liability towards leave encashment has been ascertained by actuarial valuation using projected unit credit method done at the end of the financial year.

**K. Lease Rent/Operating Lease**

Leases in which a substantial portion of the risks and rewards of ownership are retained by the lessor are classified as operating lease. Payments and receipts under such leases are recognized in the statement of Profit and Loss on a straight line basis over the term of lease.

Lease are classified as finance lease whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of the lessee.

**L. Impairment of Assets**

An asset is treated as impaired when the carrying cost of the assets exceeds its recoverable value. An impairment loss is charged to the profit and loss account in the year in which an asset is identified as impaired. If impairment loss recognized in previous accounting periods cease to exist, the reversal of same is done and recognized in the statement of profit and loss account.

**M. Foreign currency transaction& Translations**

Foreign exchange transactions are recorded at the rates of exchange on the date of respective transaction. The assets and liabilities designated in foreign currency are converted into the rupee at the rates of exchange prevailing as on the balance sheet date or at the contracted rate and corresponding adjustment is being made to the relevant income/expense and assets/liability.

**N. Segment Reporting**

Operating segments are reported in a manner consistent with internal reporting provided to chief operating decision maker. The Segments identified by the company are as under:

- 1) Welding Division
- 2) Investment Division
- 3) Real Estate Division

The company has followed the following accounting policies for the segment reporting.

- a) Segment revenue includes sales and other income directly identifiable with or allocable to a particular segment.
- b) Segment expenses that are directly identifiable with/allocable to a segment are considered for determining the segment results. The expenses, which relates to the company as a whole and not allocable to a particular segment are included under un-allocable expenses.





- c) Income, which relates to the company, as a whole and not allocable to a segment is included under un-allocable income.
- d)
  - i) Segment assets include those assets which are directly identifiable with respective segments and employed by a segment in its operating activities but does not include income tax assets.
  - ii) Segment liabilities include those liabilities directly identifiable to a segment and operating liability that result from operating activities of a segment, but does not include income tax liabilities and financial tax liabilities.

**O. Income Taxes**

The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the company. Deferred tax assets and liabilities are recognized for future tax consequences attributable to the timing differences that result between the profits offered for income tax and the profit as per the financial statements.

**P. Borrowing Cost**

Borrowing Cost that is attributable to the acquisition of qualifying assets is capitalized as part of such cost till the said assets put to use. All other borrowing cost is charged to revenue account.

**Q. Provisions, Contingent Liability & Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be outflow of resources. Contingent liability are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

**R. Earnings per Share**

Basic earnings per share is computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of shares outstanding during the year. Diluted earnings per share amounts are computed after adjusting the effects of all dilutive potential equity shares. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share, and also the weighted average number of equity shares, which could have been issued on the conversion of all dilutive potential shares. In computing dilutive earnings per share, only potential equity shares that are dilutive and that decrease profit per share are included.

**S. Cash Flows**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Company are segregated.



## NOTES FORMING PART OF THE IND AS FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

## NOTE NO. 2 PROPERTY, PLANT AND EQUIPMENT

(Amount in Rs.)

Particulars	Gross Block				Depreciation and Amortisation			Net Book Value	
	01-04-2016	Addition	Deductions	31-03-2017	01-04-2016	Addition	Deductions	31-03-2017	01-04-2016
<b>A.Tangible assets :</b>									
Plant and equipment	36,022,440	-	-	36,022,440	30,152,154	3,410,567	-	33,562,721	2,459,719
	36,022,440	-	-	36,022,440	26,749,846	3,402,308	-	30,152,154	5,870,286
Electrical Installation	4,086,235	-	-	4,086,235	3,498,135	335,078	-	3,833,213	253,022
	4,086,235	-	-	4,086,235	3,162,139	335,996	-	3,498,135	588,100
Office equipment	1,045,585	-	-	1,045,585	1,039,123	2,234	-	1,041,357	924,096
	1,045,585	-	-	1,045,585	1,029,827	9,296	-	1,039,123	6,462
Computer equipment	2,795,447	-	-	2,795,447	2,795,447	-	-	2,795,447	15,758
	2,795,447	-	-	2,795,447	2,787,045	8,402	-	2,795,447	-
Furniture and fixtures	3,901,810	25,673	-	3,927,483	2,294,793	452,433	-	2,747,226	8,402
	3,901,810	-	-	3,901,810	1,856,825	437,967	-	2,294,792	1,607,018
Vehicles	1,271,270	-	-	1,271,270	688,034	177,746	-	865,780	2,044,985
	1,271,270	-	-	1,271,270	509,819	178,215	-	688,034	583,236
Lab Equipment	2,539,883	-	-	2,539,883	2,539,883	-	-	2,539,883	761,451
	2,539,883	-	-	2,539,883	2,539,883	-	-	2,539,883	-
Tools	180,338	-	-	180,338	180,338	-	-	180,338	-
	180,338	-	-	180,338	175,609	4,729	-	180,338	-
Agricultural Equipment	-	125,500	-	125,500	-	-	-	-	4,729
	-	-	-	-	-	-	-	-	125,500
	-	-	-	-	-	-	-	-	-
<b>Total (Current Year)</b>	<b>51,843,008</b>	<b>151,173</b>	<b>-</b>	<b>51,994,181</b>	<b>43,187,905</b>	<b>4,378,058</b>	<b>-</b>	<b>47,565,963</b>	<b>8,655,103</b>
<b>Total (Previous Year)</b>	<b>51,843,008</b>	<b>-</b>	<b>-</b>	<b>51,843,008</b>	<b>38,810,993</b>	<b>4,376,913</b>	<b>-</b>	<b>43,187,906</b>	<b>13,032,015</b>
<b>B.Intangible assets :</b>									
C. Investment Property:									
Land Free Hold	7,296,978	-	-	7,296,978	-	-	-	-	-
	7,296,978	-	-	7,296,978	-	-	-	-	7,296,978
Agricultural Land	113,889,861	-	117,282	113,772,579	-	-	-	-	7,296,978
	110,264,661	3,625,200	-	113,889,861	-	-	-	-	113,889,861
Factory Buildings	40,412,890	-	-	40,412,890	20,362,364	1,349,791	-	21,712,155	110,264,661
	40,412,890	-	-	40,412,890	19,012,574	1,349,791	-	20,362,365	20,050,526
Other Buildings	61,685,258	-	-	61,685,258	18,057,018	1,065,965	-	19,122,983	21,400,316
	61,685,258	-	-	61,685,258	17,028,725	1,028,293	-	42,562,275	43,628,240
<b>Total (Current Year)</b>	<b>223,284,987</b>	<b>-</b>	<b>117,282</b>	<b>223,167,705</b>	<b>38,419,382</b>	<b>2,415,756</b>	<b>-</b>	<b>40,835,138</b>	<b>44,656,533</b>
<b>Total (Previous Year)</b>	<b>219,659,787</b>	<b>3,625,200</b>	<b>-</b>	<b>223,284,987</b>	<b>36,041,299</b>	<b>2,378,084</b>	<b>-</b>	<b>38,419,383</b>	<b>184,865,605</b>
<b>Total (Current Year)</b>	<b>275,127,995</b>	<b>151,173</b>	<b>117,282</b>	<b>275,161,886</b>	<b>81,607,287</b>	<b>6,793,814</b>	<b>-</b>	<b>88,401,101</b>	<b>183,618,488</b>
<b>Total (Previous Year)</b>	<b>271,502,795</b>	<b>3,625,200</b>	<b>-</b>	<b>275,127,995</b>	<b>74,852,291</b>	<b>6,754,997</b>	<b>-</b>	<b>81,607,288</b>	<b>193,520,708</b>
									<b>193,520,707</b>
									<b>196,650,504</b>

Notes :

- a. All the above assets are owned by the company unless otherwise stated as leased asset  
b. Previous Year Figures are give in brackets



(Amount in Rs.)

Particulars		Gross Block				Depreciation and Amortisation				Net Book Value	
		01-04-2017	Addition	Deductions	31-03-2018	01-04-2017	Addition	Deductions	31-03-2018	31-03-2018	31-03-2017
A. Tangible assets :	Plant and equipment	36,022,440	-	2,953,826	33,068,614	33,562,721	532,610	2,953,826	31,141,505	1,927,109	2,459,719
	Electrical Installation	36,022,440	-	-	36,022,440	30,152,154	3,410,567	-	33,562,721	2,459,719	5,870,286
		4,086,235	-	-	4,086,235	3,833,213	250,692	-	4,083,904	2,331	253,022
	Office equipment	4,086,235	-	-	4,086,235	3,498,135	335,078	-	3,833,213	253,022	588,100
		1,045,585	-	-	1,045,585	1,041,357	2,234	-	1,043,590	1,995	4,228
	Computer equipment	1,045,585	-	-	1,045,585	1,039,123	2,234	-	1,041,357	4,228	6,462
		2,795,447	-	-	2,795,447	2,795,447	-	-	2,795,447	-	-
	Furniture and fixtures	2,795,447	-	-	2,795,447	2,795,447	-	-	2,795,447	-	-
		3,927,483	-	-	3,927,483	2,747,226	327,642	-	3,074,868	852,615	1,180,257
	Vehicles	3,901,810	25,673	-	3,927,483	2,294,793	452,433	-	2,747,226	1,180,257	1,607,018
		1,271,270	6,291,958	-	7,563,228	865,780	505,452	-	1,371,232	6,191,996	405,490
	Lab Equipment	1,271,270	-	-	1,271,270	688,034	177,746	-	865,780	405,490	583,236
		2,539,883	-	-	2,539,883	2,539,883	-	-	2,539,883	-	-
	Tools	2,539,883	-	-	2,539,883	2,539,883	-	-	2,539,883	-	-
		180,338	-	-	180,338	180,338	-	-	180,338	-	-
Agricultural Equipment	180,338	-	-	180,338	180,338	-	-	180,338	-	-	
	125,500	456,000	-	581,500	-	72,250	-	72,250	509,250	125,500	
Total (Current Year)		-	125,500	-	125,500	-	-	-	-	125,500	-
Total (Current Year)		51,994,181	6,747,958	2,953,826	55,788,313	47,565,963	1,690,879	2,953,826	46,303,017	9,485,296	4,428,217
Total (Previous Year)		51,843,008	151,173	-	51,994,181	43,187,905	4,378,058	-	47,565,963	4,428,217	8,655,102
B. Intangible assets :											
C. Investment Property:	Land Free Hold	7,296,978	-	-	7,296,978	-	-	-	-	7,296,978	7,296,978
	Land Lease Hold	7,296,978	-	-	7,296,978	-	-	-	-	7,296,978	7,296,978
		-	108,351,863	-	108,351,863	-	-	-	-	108,351,863	-
	Agricultural Land	-	-	-	-	-	-	-	-	-	-
		113,772,579	-	-	113,772,579	-	-	-	-	113,772,579	113,772,579
	Factory Buildings	113,889,861	-	117,282	113,772,579	-	-	-	-	113,772,579	113,889,861
		40,412,890	-	-	40,412,890	21,712,155	1,349,791	-	23,061,946	17,350,944	18,700,735
	Other Buildings	40,412,890	-	-	40,412,890	20,362,364	1,349,791	-	21,712,155	18,700,735	20,050,526
		61,685,258	-	-	61,685,258	19,122,983	1,047,129	-	20,170,112	41,515,146	42,562,275
	Total (Current Year)		223,167,705	108,351,863	-	331,519,568	40,835,138	2,396,920	-	43,232,058	288,287,510
Total (Previous Year)		223,284,987	-	117,282	223,167,705	38,419,382	2,415,756	-	40,835,138	182,332,567	184,865,605
Total (Current Year)		275,161,886	115,099,821	2,953,826	387,307,881	88,401,101	4,087,799	2,953,826	89,535,075	297,772,806	186,760,784
Total (Previous Year)		275,127,995	151,173	117,282	275,161,886	81,607,287	6,793,814	-	88,401,101	186,760,784	193,520,708

Notes:

a. All the above assets are owned by the company unless otherwise stated as leased asset.

b. Previous Year Figures are given below current year figures for each item.

c. The fair market value of the Investment Properties determined by external independent valuer based on current market prices is 49,65,96,800.

d. Rental Income from Investment Property is 7,92,00,000 (PY 7,56,00,000) and expenses directly relating to the same including depreciation amounts to 6,72,17,588 (PY 5,76,38,961). The fair market value of the investment Properties determined by external independent auditor based on current market prices is 42,00,00,000.

e. The Company has no restriction on the disposal of its Investment Property.



**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018**

**NOTE 3 NON CURRENT INVESTMENT**

(Amount in Rs.)

(a)	TRADE INVESTMENTS	31-03-2018		31-03-2017		01-04-2016	
		No.	Amount	No.	Amount	No.	Amount
	<b>In Quoted Equity shares at fair value through FVTPL</b>						
	<b>(Fully Paid Up)</b>						
	The Andhra Sugars Limited of Rs. 10 each	-	-	-	-	579	79,728
	Arvind Remedies Limited of Rs. 10 each	1,250	-	1,250	-	1,250	5,013
	Axis Bank Limited of Rs. 2 each	-	-	28	13,742	14	6,224
	Abbott India Limited of Rs. 10 each	-	-	16	74,222	-	-
	Ajanta Pharma Limited of Rs. 2 each	5	7,029	5	8,801	-	-
	Akar Auto Industries Limited of Rs. 5 each	50	2,345	-	-	-	-
	Aksh Optifibre Limited of Rs. 5 each	500	15,675	-	-	-	-
	Alok Industries Limited of Rs. 10 each	250	747	-	-	-	-
	Apex Forzen Food Limited Of Rs.10 each	100	61,095	-	-	-	-
	Asian Granito India Limited of Rs. 10 each	60	27,057	-	-	-	-
	Astec Life science Limited of Rs.2 each	9	5,235	-	-	-	-
	Atul Auto Limited of Rs.5 each	500	220,775	-	-	-	-
	Aurobindo Pharma Limited of Rs.1 each	120	66,870	-	-	-	-
	Automotive Axes Limited of Rs. 10 each	50	72,990	-	-	-	-
	Avonmore Capital Limited of Rs. 10 each	250	6,588	-	-	-	-
	Bajaj Finance Limited of Rs. 2 each	50	88,488	50	58,705	-	-
	Bajaj Finserv Limited of Rs. 5 each	5	25,893	-	-	-	-
	Balmer Lawrie & Company Limited of Rs. 10 each	1,050	228,060	800	305,280	25	14,331
	Balmer Lawrie Investment Limited of Rs. 10 each	799	317,722	-	-	-	-
	Bharat Elect. Limited of Rs. 1 each (10/- each)	570	80,969	570	89,120	57	69,512
	B.F. Investment Limited of Rs. 5 each	-	-	50	8,257	50	6,035
	Bharat Petroleum Corp Limited of Rs. 10 each	20	8,559	50	32,448	-	-
	Biocon Limited of Rs. 5 each	-	-	-	-	402	193,804
	Bombay Burmah Trading Limited of Rs. 2 each	210	245,480	185	158,323	-	-
	BSE Limited of Rs. 2 each	25	18,905	-	-	-	-
	Chembond Chemical Limited of Rs.5 each	-	-	600	110,190	300	125,190
	Cadila Healthcare Limited of Rs.1 each	28	10,602	-	-	-	-
	Ceat Limited of Rs.10 each	5	7,509	-	-	-	-
	CESC Limited of Rs.10 each	10	9,662	-	-	-	-
	Chennai Petroleum Limited of Rs.10 each	79	25,952	-	-	-	-
	Cipla Limited of Rs. 2 each	21	-	21	-	21	-
	Claris Lifesciences Limited of Rs. 10 each	-	-	-	-	40	5,220
	Cochin Shipyard Limited of Rs.10 each	160	80,536	-	-	-	-
	Colgate Pamolive India Limited of Rs. 1 each	-	-	-	-	8	6,621
	Compucom software Limited of Rs.2 each	250	2,758	-	-	-	-
	Container Corporation Limited of Rs.10 each	10	12,438	-	-	-	-
	Coromandel International Limited of Rs.1 each	20	10,476	-	-	-	-
	Countrycodon Limited of Rs.1 each	45,000	85,950	-	-	-	-
	Dilip Buildcon Limited of Rs.10 each	10	10,012	-	-	-	-
	DLF Limited of Rs. 2 each	137	27,612	-	-	-	-
	Dr. Reddy's Labs Limited of Rs. 5 each	-	-	10	26,325	10	30,349
	EIH Associated Hotels Limited of Rs. 10 each	100	47,505	170	59,500	170	49,300
	Eimco Elecon India Limited Of Rs.10 each	100	41,510	-	-	-	-
	Engineers India Limited Of Rs.5 each	380	60,078	-	-	-	-
	Federal Bank Limited of Rs. 2 each	340	30,379	-	-	-	-
	Fiberweb India Limited Of Rs. 10 each	200	23,150	-	-	-	-
	Future Lifestyle Fashions Limited of Rs. 2 each	-	-	5	1,394	5	398
	Future Market Networks Limited of Rs. 10 each	-	-	7	515	7	171
	Future Retail Limited of Rs. 2 each	100	55,165	15	4,010	15	1,930
	Future Enterprises Limited of Rs. 2 each	-	-	15	453	-	-
	Flex Foods Limited of Rs. 10 each	5	526	-	-	-	-


**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018**
**NOTE 3 NON CURRENT INVESTMENT**
**(Amount in Rs.)**

TRADE INVESTMENTS	31-03-2018		31-03-2017		01-04-2016	
Foseco India Limited Of Rs. 10 each	5	7,509	-	-	-	-
Gammon Infra Project Limited of Rs. 2 each	2,515	6,212	-	-	-	-
Gateway Distripark Limited Of Rs. 10 each	250	43,638	-	-	-	-
Genus Power Infra Limited of Rs. 1 each	505	25,705	500	20,300	500	26,375
GIC Housing finance Limited of Rs. 10 each	125	46,825	-	-	-	-
Godawri Power & Ispat Limited of Rs. 10 each	25	10,796	-	-	-	-
Granules India Limited of Rs. 1 each	400	41,400	-	-	-	-
Gruh Finance Limited of Rs. 2 each	20	11,543	-	-	-	-
Greaves Cotton Limited of Rs. 2 each	25	2,848	-	-	-	-
Govind Rubber Limited of Rs. 10 each	-	-	500	16,900	500	7,990
Gujarat Nre Coke Limited of Rs. 10 each	1,500	-	336	870	336	991
Gujarat Nre Coke Limited (DVR) of Rs. 10 each	5,000	-	-	-	-	-
Gujarat Tele Cable Limited of Rs.10 each	2,400	-	2,400	-	2,400	-
Havells India Limited of Rs. 1 each	25	12,194	-	-	-	-
Hindustan Const. Company Limited of Rs. 1 each	1,000	22,300	-	-	-	-
HDFC Bank Limited of Rs. 2 each	10	18,915	-	-	-	-
HDFC Limited of Rs. 2 each	20	36,488	-	-	-	-
Hero Motocorp Limited of Rs. 2 each	2	7,091	-	-	-	-
HIL Limited of Rs. 10 each	250	404,500	-	-	25	12,600
Hindalco Industries Limited of Rs. 1 each	200	42,840	-	-	-	-
Hindustan Oil Exploration Limited of Rs. 10 each	400	44,160	-	-	-	-
Hindustan Petroleum Corp. Limited of Rs. 10 each	550	189,283	-	-	-	-
Housing Develop. & Infra Limited of Rs. 10 each	1,000	38,650	-	-	-	-
Housing & urban dev. Corp Limited of Rs. 10 each	120	7,962	-	-	-	-
H. T. Media Limited of Rs. 2 each	100	8,430	-	-	-	-
IDFC Bank Limited of Rs. 10 each	587	27,794	-	-	-	-
IB Power Limited of Rs. 10 each	-	-	5,000	40,800	5,000	49,750
Icici Bank Limited of Rs. 2 each	7,500	-	7,500	-	7,500	-
Ikf Technologies Limited of Rs. 1 each	2,500	1,325	2,500	1,775	2,500	2,000
Indbank Merchant banking Service Limited of Rs. 10 each	2,500	48,250	-	-	-	-
Inter Globe Aviation Limited of Rs. 10 each	5	6,433	40	42,026	22	19,206
IRB Infra Developers Limited of Rs. 10 each	500	111,525	500	118,075	500	116,175
IIFL Holdings Limited of Rs. 2 each	322	226,543	-	-	-	-
IL&FS Investment Manager Limited of Rs. 2 each	20,000	342,000	20,000	276,400	20,000	322,000
Ineos Styrolution Limited of Rs. 10 each	-	-	324	223,025	110	61,534
IL&FS Transportation Limited of Rs. 10 each	1,250	75,938	-	-	-	-
Infosys Limited of Rs. 5 each	31	35,166	-	-	-	-
Intrasoft Tech Limited of Rs. 10 each	150	103,515	-	-	-	-
India Motor parts and acc. Limited of Rs. 2 each	-	-	-	-	59	39,560
Indian Oil Corporation Limited of Rs. 10 each	1,780	313,814	-	-	-	-
Indian Bank of Rs. 10 each	250	74,850	-	-	-	-
Indusind Bank Limited of Rs. 10 each	30	53,868	-	-	-	-
IVRCL Limited of Rs. 2 each	2,000	5,920	-	-	-	-
JM Financial Limited of Rs. 1 each	770	99,138	-	-	-	-
JSW Energy Limited of Rs 10 each	100	7,280	-	-	-	-
ITC Limited of Rs. 1 each	-	-	37	10,377	-	-
Jay Bharat Maruti Limited of Rs. 5 each	300	111,885	-	-	1,000	126,900
JVL Agro Industries Limited of Rs. 1 each	-	-	5,000	102,000	5,000	88,750
JB Chemicals & Pharma Limited of Rs. 2 each	1,450	448,340	1,450	503,150	559	139,415
JK Tyre & Industries Limited of Rs. 2 each	310	50,112	-	-	-	-
Kalpataru Power Trans. Limited of Rs. 10 each	25	12,036	-	-	-	-
Kamadri Fashions Limited of Rs. 10 each	50	5,720	-	-	-	-
Karnataka Bank Limited of Rs. 10 each	7,358	836,500	-	-	-	-
KEC International Limited of Rs. 2 each	40	15,614	-	-	-	-
Kennametal India Limited of Rs. 10 each	25	17,733	-	-	-	-



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

## NOTE 3 NON CURRENT INVESTMENT

(Amount in Rs.)

TRADE INVESTMENTS	31-03-2018		31-03-2017		01-04-2016	
Kotak Mahindra Bank Limited of Rs. 5 each	10	10,486	-	-	-	-
Karur Vysya Bank Limited of Rs. 10 each	790	79,672	2,180	244,487	17	7,419
KCP Sugar Indust Limited of Rs. 1 each	-	-	5,000	190,500	12,100	338,800
Kpit Technologies Limited of Rs. 2 each	25	5,419	25	3,241	25	3,685
Lakshmi Machine Works Limited of Rs. 2 each	13	89,348	-	-	-	-
Lakshmi Elec. Control Syst. Limited of Rs. 10 each	100	59,000	-	-	-	-
LIC Housing Finance Limited of Rs. 2 each	115	61,542	-	-	-	-
Laurus Lab Limited of Rs. 10 each	250	125,775	-	-	-	-
Laresn & Toubro Limited of Rs. 2 each	57	74,778	-	-	-	-
L&T Finance Holdings Limited of Rs. 10 each	300	47,115	-	-	-	-
Lupin Limited of Rs. 2 each	110	81,004	-	-	-	-
Mahindra & Mahindra Financial Services Limited of Rs. 2 each	120	55,416	-	-	-	-
Mahindra Cie Automative Limited of Rs. 2 each	460	99,084	-	-	-	-
Mahindra Holidays & Resorts India Limited of Rs. 10 each	500	146,150	-	-	-	-
Maithan Alloy Limited of Rs. 10 each	25	19,595	-	-	-	-
Manpasand Beverage Limited of Rs. 10 each	520	191,984	-	-	-	-
Maruti Suzuki Limited of Rs. 5 each	54	478,610	-	-	-	-
Meghmani Organics Limited of Rs. 1 each	500	42,250	-	-	-	-
MIRC electronic Limited of India Rs. 1 each	754	34,835	-	-	-	-
Monarch Net worth cap Limited of India Rs. 10 each	500	29,950	-	-	-	-
Monte carlo Fashion Limited of Rs. 10 each	100	46,765	-	-	-	-
Morganite Cruc. (India) Limited Of Rs. 10 each	50	62,438	-	-	-	-
Motherson Sumi System Limited of Rs. 1 each	250	77,938	-	-	-	-
Mavi Industries Limited of Rs. 10 each	3,145	-	3,145	34,375	3,145	-
Menon Pistons Limited of Rs. 1 each	450	11,340	500	12,400	-	-
Moil Limited of Rs. 10 each	4,494	879,701	582	182,719	-	-
Manapuram Finance Limited of Rs. 10 each	750	81,938	-	-	-	-
Mphasis Limited of Rs. 10 each	-	-	-	-	87	42,613
Moser Baer Limited of Rs. 10 each	150	-	150	-	150	-
MRF Limited of Rs. 10 each	5	361,504	5	303,619	-	-
Nagarjuna Fert. & Chem. Limited of Rs. 1 each	1,258	19,436	-	-	-	-
National Plastic Indus. Limited of Rs. 10 each	700	37,030	-	-	-	-
Nahar Capital & Finance Limited of Rs. 10 each	50	6,150	-	-	-	-
Nandan Denim Limited Of Rs. 10 each	200	24,410	-	-	-	-
Navkar Corp Limited of Rs. 10 each	1,002	151,753	-	-	-	-
NTPC Limited of Rs. 10 each	573	97,238	-	-	-	-
Natco Pharma Limited of Rs. 2 each	-	-	15	12,705	-	-
Nbcc Limited of Rs. 2 each	1,536	292,378	1,500	258,150	-	-
Nestle India Limited of Rs. 10 each	10	82,022	-	-	-	-
Nesco Limited of Rs. 10 each	636	351,008	-	-	-	-
Neuland Laboratries Limited Of Rs. 10 each	150	106,058	-	-	-	-
Nrb bearing Limited of Rs. 2 each	500	76,550	-	-	-	-
NTC Industries Limited of Rs. 10 each	500	21,175	-	-	-	-
Oberoi Realty Limited of Rs. 10 each	50	25,423	25	9,196	25	6,044
Oricon Enterprises Limited of Rs. 2 each	1,000	49,200	25	-	-	-
Orient Abrasives Limited of Rs. 1 each	-	-	5,000	175,250	5,000	250,500
Orient Refractories Limited of Rs. 1 each	-	-	2,500	323,125	2,500	192,875
Page Industries Limited of Rs. 10 each	5	113,423	5	73,198	-	-
Petronet LNG Limited of Rs. 10 each	220	50,886	-	-	-	-
Peria Karamalai Tea & Produce Company Ltd. of Rs. 10 each	50	14,828	-	-	-	-
PNB Housing Finance Limited of Rs. 10 each	42	54,380	-	-	-	-
Pokarna Industries Limited of Rs. 10 each	50	8,903	-	-	-	-
Polaris Consultant & Ser. Limited of Rs. 5 each	-	-	300	54,315	135	25,670
Power Finance Corp. Limited of Rs. 10 each	80	6,872	400	58,360	200	34,370
Power Grid Corp. of India Rs. 10 each	71	13,763	-	-	-	-
Prestige Estate Projects Limited of Rs. 10 each	25	7,201	-	-	-	-




**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018**
**NOTE 3 NON CURRENT INVESTMENT**
**(Amount in Rs.)**

TRADE INVESTMENTS	31-03-2018		31-03-2017		01-04-2016	
PSL Limited of Rs. 10 each	22,450	69,595	-	-	-	-
Ramco Systems Limited of Rs. 10 each	25	9,031	-	-	-	-
Rajratan Global Wire Limited of Rs.10 each	337	206,564	337	67,164	-	-
Reliance Naval & Engg. Limited of Rs.10 each	1	28	-	-	-	-
RSWM Limited of Rs.10 each	140	46,186	-	-	-	-
Rural Electrification Limited of Rs. 10 each	500	62,525	500	90,475	-	-
Rama New Print Limited of Rs.10 each	8,500	-	8,500	280,925	8,500	218,025
Siemens Limited of Rs. 2 each	25	26,826	-	-	-	-
Singer India Limited of Rs. 2 each	500	24,975	-	-	-	-
Sintex Industries Limited of Rs.1 each	248	4,452	-	-	-	-
Shipping Corp of India Limited of Rs.10 each	1,798	115,701	1,798	136,648	1,798	116,960
SBI (State Bank of Travancore) of Rs. 1 each	303	75,780	138	83,352	-	-
State Bank of India of Rs. 1 each	170	42,517	-	-	-	-
Steel tube of India Limited of Rs. 10 each	2,500	-	2,500	-	2,500	-
Sudarshan Chemical Ind. Limited of Rs. 2 each	500	219,400	500	174,525	-	-
Sun Pharm Industries Limited of Rs. 1 each	225	111,465	125	85,963	-	-
Sun Pharm Adv. Res. Co. Limited of Rs. 1 each	100	37,835	-	-	-	-
Sutlaj textiles & Ind. Limited of Rs. 1 (10 ) each	1,500	106,650	200	164,520	200	91,600
Suprajit Engineering Limited of Rs. 1 each	35	9,786	-	-	-	-
Shilpa Medicare Limited of Rs. 1 each	-	-	16	10,173	-	-
SVP Global Ventures Limited of Rs. 10 each	600	194,220	-	-	-	-
Syndicate bank Limited of Rs. 10 each	100	-	100	-	100	-
South Indian Bank Limited of Rs. 1 each	11,129	253,741	1,243	26,600	500	8,800
Sumeet Industries Limited of Rs. 10 each	1,000	15,550	-	-	-	-
Take Solution Limited of Rs. 1 each	100	16,300	-	-	-	-
Tata chemicals Limited of Rs. 10 each	10	6,768	-	-	-	-
Tata Metalics Limited of Rs. 10 each	9	6,648	-	-	-	-
Tata Motors (DVR) Limited of Rs. 2 each	300	55,170	-	-	-	-
Tata Motors Limited of Rs. 2 each	200	65,490	-	-	-	-
Tata Sponge Iron Limited of Rs. 10 each	350	323,295	-	-	-	-
Thyrocare Technologies Limited of Rs. 10 each	500	294,000	-	-	-	-
Indus. & Prud. Invest. Co. Limited of Rs.10 each	25	29,750	-	-	-	-
Transgene biotek Limited of Rs. 10 each	-	-	200	360	200	360
Tilak Nagar Industries Limited of Rs. 10 each	89,995	1,592,912	-	-	-	-
Tinplate Comp. of India Limited of Rs. 10 each	250	46,913	-	-	-	-
Transformer & Retifiers Limited of Rs. 10 each	1,000	26,500	-	-	-	-
Triveni Engeneering Limited of Rs 1 each	2,000	81,700	-	-	-	-
TRF Limited of Rs. 10 each	8	1,782	-	-	-	-
Ujjivan Financial Services Limited of Rs. 10 each	-	-	18	7,630	-	-
Unitech Limited of Rs. 2 each	3,000	16,680	3,000	16,710	3,000	14,790
Union bank of India of Rs. 10 each	176	-	176	-	176	-
United spirits Limited of Rs. 10 each	4	12,503	-	-	-	-
UPL Limited of Rs. 2 each	80	58,244	-	-	-	-
Vedanta Limited of Rs. 1 each	670	186,461	-	-	-	-
Va Tech Wabag Limited of Rs. 2 each	500	247,925	-	-	-	-
Videocon Industries Limited of Rs. 10 each	1,600	20,912	-	-	-	-
Viceroy Hotel Limited of Rs. 10 each	-	-	250	5,163	250	3,988
Vorin Laboratories Limited of Rs. 10 each	500	-	500	-	500	-
Vinati Organics Limited of Rs. 2 each	352	316,782	300	226,275	300	116,370
Vindhya Telelinks Limited of Rs. 10 each	25	26,259	378	248,157	-	-
Welspun Corporation Limited of Rs. 10 each	100	13,460	-	-	-	-
Willard India Limited of Rs. 5 each	15,000	-	15,000	-	15,000	-
Wipro Limited of Rs. 2 each	10	-	10	-	10	-
Yes Bank Limited of Rs. 2 each	225	68,603	10	15,491	-	-
Zee Enter Enterprises Limited of Rs. 1 each	500	-	500	-	500	-
		<b>15,907,920</b>		<b>6,022,154</b>		<b>3,147,102</b>





**NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018**

**NOTE 3 NON CURRENT INVESTMENT**

(Amount in Rs.)

	TRADE INVESTMENTS	31-3-2018		31-3-2017		01-04-2016	
(b)	<b>In Unquoted Equity shares of companies in which directors are interested at Fair Value through FVTPL (Fully Paid Up)</b>						
	D&H Secheron Industries Pvt. Ltd. of Rs. 10 each	900,000	2,529,000	900,000	2,605,910	900,000	1,800,000
	D&H Secheron Infra. Pvt. Ltd. of Rs. 10 each	1,677,400	41,935,000	1,677,400	45,289,800	977,400	27,367,200
			<b>44,464,000</b>		<b>47,895,710</b>		<b>29,167,200</b>
(c)	<b>In Other Unquoted Equity Shares at Fair Value through FVTPL (Fully Paid Up)</b>						
	Sam Hoteliers & Holdings Pvt.Ltd. of Rs. 10 each	15,500	888,305	15,500	882,570	15,500	876,525
(d)	<b>In Bonds (At Amortized Cost) (Fully Paid Up)</b>	250	250,000	250	250,000	250	250,000
	HUDCO Ltd. of Rs. 1000 each (Non- Convertible) (Unquoted)						
(e)	<b>In Mutual Fund at Fair Value through FVTPL</b>						
	IIFL Special Opportunities Fund Series 7	349,738	3,509,967	-	-	-	-
	Reliance Mutual Fund ETF Liquid Bees	0.07	71	0.07	70	-	-
	Gross Total of Investments (a + b+c+d+e )		<b>65,020,263</b>		<b>55,050,504</b>		<b>33,440,827</b>
	<b>Aggregate amount of Quoted Investment and Market Value thereof</b>		<b>19,417,958</b>		<b>6,022,224</b>		<b>3,147,102</b>
	<b>Aggregate amount of Un-Quoted Investment</b>		<b>45,602,305</b>		<b>49,028,280</b>		<b>30,293,725</b>
	<b>Aggregate Provision in diminution in value of Investment</b>		<b>6,875,823</b>		<b>-</b>		<b>26,635,657</b>

**Note-4**

**OTHER FINANCIAL ASSETS**

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
Bank deposits maturing after 12 months	1,63,019	1,30,000	1,30,000
	<b>1,63,019</b>	<b>1,30,000</b>	<b>1,30,000</b>

**Note-5**

**OTHER NON CURRENT ASSETS**

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
a Balances with Statutory / Government Authorities	2,991,540	2,296,040	2,246,140
b Capital Advances (IDA)	-	95,988,875	82,659,787
	<b>2,991,540</b>	<b>98,284,915</b>	<b>84,905,927</b>

\*Capital Advances (IDA) were transferred to Investment Property due to possession acquired by company in FY 2017-18



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

## Note-6

## INVENTORIES

(Amount in Rs.)

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
a Stock in Trade (Trading Activity)	29,958,642	32,770,607	35,566,282
b Stores & Spares	1,671,848	2,127,806	2,583,765
	<b>31,630,490</b>	<b>34,898,413</b>	<b>38,150,047</b>

Stores & spares, fuel and packing materials are valued at cost(FIFO) including freight,subject to provision for slow moving /Non- moving stores of Rs. 4,55,958/- (Prev. Year: 4,55,958).

Stock of land of real estate division is valued on cost after capitalizing the expenses incurred on development of land.

## Note 7

## TRADE RECEIVABLES

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
a Outstanding for a period exceeding 6 months from the due date Unsecured Considered Good	-	-	-
b Others			
Unsecured Considered Good	7,517,451	7,465,148	2,831,610
	<b>7,517,451</b>	<b>7,465,148</b>	<b>2,831,610</b>

## Note 8

## CASH &amp; CASH EQUIVALENTS

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
a Cash On Hand	145,885	39,505	172,035
b Balances with Banks in Current Accounts	455,172	286,332	2,799,473
c Deposits with Bank			
(i) Maturity up to 12 months	-	-	-
(ii) Maturity above 12 months	163,019	130,000	130,000
Total	<b>764,076</b>	<b>455,837</b>	<b>3,101,508</b>
Less: Amount Disclosed under Non Current Assets	<b>163,019</b>	<b>130,000</b>	<b>130,000</b>
	<b>601,057</b>	<b>325,837</b>	<b>2,971,508</b>

## Note -9

## LOANS

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
Loans at Interest	50,888,000	58,907,583	72,838,081
	50,888,000	58,907,583	72,838,081
Loans and advances given in the nature of Loans to related parties	<b>36,713,000</b>	<b>40,708,000</b>	<b>51,733,519</b>

## Note -10

## OTHER FINANCIAL ASSETS

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
Advances Recoverable in cash	5,000	5,000	5,000
Interest accrued on Loan	5,682,078	7,284,108	4,979,515
Refund due from Sales Tax	-	-	320,000
	<b>5,687,078</b>	<b>7,289,108</b>	<b>5,304,515</b>



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

## Note-11

## CURRENT TAX ASSETS (Net)

(Amount in Rs.)

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
Net Current Tax Assets	957,835	956,340	4,535,384
	<b>957,835</b>	<b>956,340</b>	<b>4,535,384</b>

## Note-12

## OTHER CURRENT ASSETS

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
(Unsecured Considered Good)			
Prepaid Expenses	607,291	251,380	236,151
Advance for purchase of Capital Assets	-	5,000	-
Interest Accrued on Deposits	7,265	29,997	19,014
Others	24,000	44,271	90,378
	<b>638,556</b>	<b>330,648</b>	<b>345,543</b>

## Note-13

## EQUITY

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
<b>a. Particulars</b>			
<b><u>Authorized</u></b>			
1,15,00,000 Equity Shares			
(Prev. Year 1,15,00,000) of Rs. 10 Each	115,000,000	115,000,000	115,000,000
10,50,000 Preference Shares			
(Prev. Year 10,50,000) of Rs. 100 Each	105,000,000	105,000,000	105,000,000
	<b>220,000,000</b>	<b>220,000,000</b>	<b>220,000,000</b>
<b><u>Issued and Subscribed</u></b>			
1,13,04,270 Equity Shares (Prev. Year 1,13,04,270)	113,042,700	113,042,700	113,042,700
of Rs. 10 Each			
<b><u>Paid Up</u></b>			
1,10,88,470 Equity Shares (Prev. Year 1,10,88,470)	110,884,700	110,884,700	110,884,700
of Rs. 10 Each			
<b><u>Forfeited</u></b>			
2,15,800 shares originally paid up	1,113,500	1,113,500	1,113,500
	<b>111,998,200</b>	<b>111,998,200</b>	<b>111,998,200</b>

## b Reconciliation of Shares outstanding at the beginning and at the end of the year

Equity Shares	As at 31.03.2018		As at 31.03.2017		As at 01.04.2016	
	Nos.	Amount	Nos.	Amount	Nos.	Amount
At the Beginning of the Year	11,088,470	110,884,700	11,088,470	110,884,700	11,088,470	110,884,700
Issued during the year	-	-	-	-	-	-
Outstanding at the end of the year	11,088,470	110,884,700	11,088,470	110,884,700	11,088,470	110,884,700



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

## c Terms / Rights Attached to Shares

## Equity Shares

The Company has only one class of Equity shares having a par value of 10/-. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividends in Indian rupees if any.

During the Year Ended 31st March 2018 the amount per share dividend recognized as distributions to equity shareholders was Rs. NIL ( For 31st March 2017 was Rs NIL).

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. The distribution will be in proportion to the number of equity shares held by the shareholders.

## d Shares held by holding / ultimate holding and or their subsidiaries / associates

## Equity Shares

Holding Company (Sam Exim Ltd.)

01.04.2016	
Nos.	Amount
6,388,000	63,880,000
6,388,000	63,880,000

Sam Exim Ltd. ceased to be a holding company from March 2017.

## e Details of Shareholders holding more than 5% shares in the Company

Name of the Share holders	31-03- 2018		31-03- 2017		01-04- 2016	
Equity	Nos.	%	Nos.	%	Nos.	%
Sam Exim Ltd	53,22,398	48.00	53,22,398	48.00	63 88 000	57.61
Sam Farms & Foods Pvt. Ltd.	7,86,000	7.09	7,86,000	7.09	-	-
Dwekam Weldtech Pvt. Ltd.	6,40,602	5.78	6,40,602	5.78	-	-

f Shares Forfeited			
Amount Originally Paid up	1,113,500	1,113,500	1,113,500

## Note-14

## Borrowings

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
ICICI BANK LIMITED ( Car Loan )	3,159,307	-	-
	3,159,307	-	-

The Loan is taken for a period of 3 years @ 8.01% per annum. It is repayable in 36 instalments of Rs. 1,62,135 and one instalment of Rs. 1,53,141. The loan is secured by way of Hypothecation of car. There is no default in the repayment of loan.

## Note-15

## Other financial liabilities

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
D&H Secheron Electrodes P. Ltd. (Lease Rent Deposit)	18,000,000	17,035,714	15,210,459
Advance Rent	-	864,659	2,593,978
Contacto Deposit ( Canteen)	15,000	15,000	15,000
	18,015,000	17,915,373	17,819,437



## Note-16

## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

## DEFERRED TAX LIABILITIES

(Amount in Rs.)

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
Deferred Tax Assets			
Disallowances under 43B	258,618	288,221	355,638
	258,618	288,221	355,638
Deferred Tax Liabilities			
Depreciation	11,808,603	12,865,444	14,423,959
	11,808,603	12,865,444	14,423,959
	<b>11,549,985</b>	<b>12,577,223</b>	<b>14,068,321</b>

## Note-17

## PROVISIONS

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
Gratuity	17,537	17,537	17,537
Leave Encashment	235,289	209,052	180,601
	<b>252,826</b>	<b>226,589</b>	<b>198,138</b>

## Note -18

## Borrowings

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
ICICI Bank Ltd ( Car Loan Secured by Hypoth. of Car )	1,621,348	-	-
J.M.Financial Services (MTF) (secured by shares)	1,465,487	-	-
	<b>3,086,836</b>	<b>-</b>	<b>-</b>

The Loan is taken for a period of 3 years @ 8.01% per annum. It is repayable in 36 instalments of Rs. 1,62,135 and one instalment of Rs. 1,53,141. There is no default in the repayment of loan.

Loan from JM Financial Service has been taken 12% per annum. It is repayable after 60 days from the date of Loan. There is no default in the repayment of loan.

## Note -19

## Trade payables

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
Trade payables (Refer Note 40)	748,504	-	-
	<b>748,504</b>	<b>-</b>	<b>-</b>

## Note-20

## OTHER FINANCIAL LIABILITIES

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
Outstanding Expenses	10,560,104	10,834,329	9,433,825
	<b>10,560,104</b>	<b>10,834,329</b>	<b>9,433,825</b>

## Note-21

## OTHER CURRENT LIABILITIES

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
Advance against Sales of Goods	6,085,000	11,437,500	13,750,000
Other Payables	3,156,489	3,575,791	7,953,660
	<b>9,241,489</b>	<b>15,013,291</b>	<b>21,703,660</b>



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

## Note-22

## CURRENT TAX LIABILITIES (NET)

(Amount in Rs.)

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
Provision for Income Taxes	140,658	-	-
	<b>140,658</b>	<b>-</b>	<b>-</b>

## Note-23

## PROVISIONS

Particulars	As at	As at	As at
	31-03- 2018	31-03- 2017	01-04- 2016
Leave Encashment	10,431	9,048	12,234
Bonus	16,564	21,380	37,901
	<b>26,995</b>	<b>30,428</b>	<b>50,135</b>

## Note-24

## Revenue from operations

Particulars	As at	As at
	31-03- 2018	31-03- 2017
<b>Sale of products (gross)</b>		
Sale of Traded Goods	36,793,375	27,126,300
Sale of Services	79,200,000	75,600,000
	<b>115,993,375</b>	<b>102,726,300</b>
<b>Details of Product Sold</b>		
Traded Goods (Plot)	36,793,375	27,126,300
	<b>36,793,375</b>	<b>27,126,300</b>
<b>Details of Sale of Services</b>		
Lease Rent	79,200,000	75,600,000
	<b>79,200,000</b>	<b>75,600,000</b>
<b>Total</b>	<b>115,993,375</b>	<b>102,726,300</b>

## Note-25

## Other income

Particulars	As at	As at
	31-03- 2018	31-03- 2017
a.Interest Income from financial assets at amortised cost		
(i) From Long Term Investments	32,707	21,275
(ii) Others	7,839,296	7,222,499
b.Dividend		
(i) From Current Investments	-	-
(ii) From Long Term Investments	156,908	60,552
c.Net Profit on Sale of Investment		
(i) From Current Investment	-	-
(ii) From Long Term Investments	155,238	279,393
d. Agriculture Income	-	27,305
e. Capital Gain on land	-	94,878
f.Effect of measuring equity investment at fair value	-	373,866
g.Miscellaneous balance written off	-	2,447
h.Prior Year Income	14,951	-
i.Notional Rent as per IND AS	864,659	1,729,319
j. Other Non Operating Income	459,176	18,070
<b>Total</b>	<b>9,522,935</b>	<b>9,829,603</b>



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

## Note-26

## Changes in inventories of finished goods and Stock in Trade

(Amount in Rs.)

Particulars	As at	As at
	31-03- 2018	31-03- 2017
<b>Opening inventories</b>		
Finished goods	-	-
Stock in Trade (Trading Activity )	32,770,607	35,566,282
	32,770,607	35,566,282
<b>Closing inventories</b>		
Finished goods	-	-
Stock in Trade (Trading Activity )	29,958,642	32,770,607
	29,958,642	32,770,607
<b>Total</b>	<b>2,811,965</b>	<b>2,795,675</b>

## Note-27

## Employee benefits expenses

Particulars	As at	As at
	31-03- 2018	31-03- 2017
(a) Salaries and wages	6,061,012	8,387,820
(b) Bonus	16,564	21,380
(c) Contributions to provident and other funds	219,999	210,455
(d) Staff welfare expenses	649,425	552,896
(e) Gratuity & Leave Encashment	112,131	92,053
(f) Medical reimbursements	320	650
(g) Directors Remuneration	11,988,480	6,993,280
<b>Total</b>	<b>19,047,931</b>	<b>16,258,534</b>

Details of Payment to Auditors	For the year ended	For the year ended
	March 31, 2018	March 31, 2017
Salary	1,07,04,000	62,44,000
Perquisites	-	-
Contribution	12,84,480	7,49,280
<b>Total</b>	<b>1,19,88,480</b>	<b>69,93,280</b>

## Note-28

## Finance cost

Particulars	For the year ended	For the year ended
	March 31, 2018	March 31, 2017
Interest on Late Payment	167,551	-
Interest on Loan	171,355	-
Interest on late payment of TDS	2,093	3,358
Interest on late payment of Service Tax & PF	50,617	113,493
Bank Charges	5,263	5,584
<b>Total</b>	<b>396,879</b>	<b>122,435</b>

## Note-29

## Depreciation and amortisation expense

Particulars	For the year ended	For the year ended
	March 31, 2018	March 31, 2017
Tangible assets (Refer note no.2)	4,087,799	6,793,814
Intangible assets (Refer note no.2)	-	-
<b>Total</b>	<b>4,087,799</b>	<b>6,793,814</b>



**Note-30** NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018**Other expenses**

Particulars	For the year ended	For the year ended
	March 31, 2018	March 31, 2017
a) Manufacturing Expenses		
Power and Fuel Expenses	24,316,136	18,753,820
Factory Expenses	38,599,679	31,830,388
Repairs to Machinery	2,000	20,130
Insurance	298,520	255,105
	63,216,335	50,859,443
b) Selling Expenses		
Brokerage	478,685	410,013
Advertisement Expenses	15,400	20,000
	494,085	430,013
c) Establishment Expenses		
Rent	450,564	433,411
Repairs others	49,635	37,862
Rates and taxes	1,384,991	1,309,993
Auditor Remuneration	95,025	95,100
Legal and Professional charges	1,106,760	1,179,713
Office and General Expenses	870,030	1,528,399
Telephone and Fax	69,945	106,454
Printing and Stationery	70,490	62,047
Postage and Telegram	9,326	10,236
Travelling Expenses	234,343	90,461
Director Sitting Fees	-	100,625
	4,341,110	4,954,301
d) Others		
Loss on Sale of Share in Intraday	60,860	-
Loss on F&O Business	1,229,542	-
Donation	-	40,000
Penalty	186,353	11,988
Service Tax Expenses	169,103	-
CST Paid	-	29,430
Unwinding of discount on security deposit	9,64,286	1,825,255
Agricultural Expenses (Net of Income)	16,216	-
Loss by Theft	-	-
Miscellaneous balance written off	4,711	-
Provision for Dimunition in Value of Stores	455,958	455,958
Provision for Dimunition in Value of Share	6,875,823	-
	9,962,852	2,362,631
<b>Total</b>	<b>78,014,381</b>	<b>58,606,388</b>

Details of Payments to auditors	For the year ended	For the year ended
	March 31, 2018	March 31, 2017
Audit Fees	50,000	50,000
Tax Audit Fees	25,000	25,000
Limited Review	20,000	20,000
Swacch Bharat Cess	25	100
<b>Total</b>	<b>95,025</b>	<b>95,100</b>



## NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2018

## Note-31

## Exceptional item

(Amount in Rs.)

Particulars	For the year ended	For the year ended
	March 31, 2018	March 31, 2017
Prior Year Income	-	9,185
Prior Year Expenses	250	-
<b>Total</b>	<b>250</b>	<b>9,185</b>

## Note-32

## Tax Expenses

Particulars	For the year ended	For the year ended
	March 31, 2018	March 31, 2017
Income Tax :		
Current Year	8,900,000	11,250,000
Excess/Short Provision of previous year	-	1,09,557
	8,900,000	11,359,557
Deferred Tax	(1,027,238)	(1,491,098)
<b>Total</b>	<b>7,872,762</b>	<b>9,868,459</b>

## Reconciliation of Effective Tax Rate

Particulars	For the year ended	For the year ended
	March 31, 2018	March 31, 2017
Accounting Profit before Income Tax	21,157,105	27,969,873
Income Tax Rate as applicable	27.55%	33.06%
Tax at applicable Statutory Income Tax Rate without adjustments	5,829,311	9,247,679
Tax Effects of:		
Disallowances as per Income Tax Act	3,812,000	5,168,238
Expenses allowed and Income not subject to tax	(924,000)	(3,410,615)
Sale Proceeds U/s 50	124,000	-
Others	58,689	354,255
Reported Income Tax Expense	8,900,000	11,359,557
Effective Tax Rate	42.07%	40.61%

## Reconciliation of Deferred Tax Liability (Net)

Particulars	Amount
Opening Balance as of April, 1 2016	14,068,321
Tax (income)/ expenses during 2016-17 recognized in P&L	(1,491,098)
Closing Balance as on March, 31 2017	12,577,223
Tax (income)/ expenses during 2017-18 recognized in P&L	(1,027,238)
Closing Balance as on March, 31 2018	11,549,985



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

**33. Earnings Per Share**

Earnings per share is computed by dividing net profit or loss for the year attributable to equity shareholders by the weighted average number of shares outstanding during the year.

	<b>31.03.2018</b>	<b>31.03.2017</b>
Profit/ Loss After Tax	1,32,84,343	1,81,01,414
Net Profit attributable to equity shareholders	1,32,84,343	1,81,01,414
No of Shares (Basic & diluted)	1,10,88,470	1,10,88,470
Earnings Per Share (Basic & diluted)	1.20	1.63

**34. Employee Benefit**

As required by Ind AS19, Provident fund and gratuity are defined contribution scheme and the contributions made are charged to profit & loss account. Leave encashment liability is a defined benefit obligation and is provided for on the basis of actuarial valuation done using projected unit credit method at the end of the financial year.

Defined Benefit Plans/ Long Term Compensated Absence as per Actuarial Valuation on March 31' 2018:-

**Leave Encashment****Expense recognized in the statement on profit & Loss Account for the year ended March 31' 2018**

<b>Particulars</b>	<b>31.03.2018</b>	<b>31.03.2017</b>
Current Service Cost	<b>39,178</b>	30,579
Interest Cost (On PBO as of 31.03.2017)	16946	14,058
Employee Contributions	-	-
Expected return on Plan Assets	-	-
Actuarial (Gains)/ Losses	<b>(28,504)</b>	(19,372)
Plant Service Cost	-	-
Settlement Cost	-	-
Total Expense	<b>27,620</b>	25,625

**Net Asset/(Liability ) recognized in the Balance Sheet as at March 31st 2018****Particulars**

Present Value of Defined benefit obligation as at March 31' 2018	<b>2,45,720</b>	2,18,100
Fair Value of Plan Assets as at March 31'2018	<b>NIL</b>	NIL
Funded status Surplus (Deficit)	<b>(-)2,45,720</b>	(-) 2,18,100
Net Asset/( Liability) as at March 31' 2018	<b>(-)2,45,720</b>	(-)2,18,100

**Change in obligation during the year ended March 31' 2018****Particulars**

Present Value of Defined benefit obligation at the beginning of the year 01.04.2017	<b>2,18,100</b>	1,92,835
Current Service Cost	<b>39,178</b>	30,579
Interest Cost(On PBO as of 31.03.2018)	<b>16,946</b>	14,058
Settlement Cost	-	-
Past Service Cost	-	-
Employee Contributions	-	-



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

Actuarial (Gains) / Losses	(28,504)	(19,372)
Benefits Payments	-	-
Present Value of Defined benefit obligation at the end of the year	2,45,720	2,18,100

## Change in Assets during the year ended March 31' 2018

## Particulars

Plan Assets at the beginning of the year 01.04.2017	-	-
Assets acquired in amalgamation in previous year	-	-
Settlements	-	-
Expected return on plan assets	-	-
Contributions by employees	-	-
Actual benefits paid	-	-
Actuarial gains/ ( Losses)	-	-
Plan Assets at the end of the year	-	-
Actual return on plan assets	-	-

## The major categories of plan assets as a percentage of total plan

## Particulars

Qualifying insurance policy	-	-
-----------------------------	---	---

## Actuarial Assumption

## Particulars

Discount Rate	7.77%	7.29%
Future Salary Increase	6.50%	6.50%

The Liability relating to current year has been debited to profit & loss account.

## 35. Leases

The company has not taken so for any assets on finance lease during the year .In respect of operating lease of office premises the leasing arrangements which are not non cancelable range between 11 months and 39 months generally or longer and are usually renewable by mutual consent on mutually agreeable terms .The aggregate of lease rental payable are charged as under the head office or administrative expenses Rs 4,50,564/- (Previous year Rs 4,33,411/- ) has been charged to revenue accordance with the terms & conditions of respective lease agreement.

Future Minimum lease rental in respect of Assets given on operating lease in the form of Building and Plant & Machinery

The minimum future lease payment as on 31/03/2018 are as under ;

	31/03/2018	31/03/2017
(a) Receivable within one year	79,200,000	79,200,000
(b) Receivable within one to five years	396,000,000	396,000,000
(c) Receivable after five year	-	-

**36. Segment Reporting:****36.1 Reportable Segments:-**

Based on the "management approach" as defined in Ind AS 108 and as per the explanation given to us, there are three reportable segments of the company based on the activities undertaken

- 1) Welding Division (Revenue received from Lease of Building, Plant & Machinery)
  - 2) Real Estate Division (Revenue received from Sale of Plots)
  - 3) Investment Division (Revenue received from Interest and Profits from Investment in Securities)
- a. Segmental revenue includes sales and other income directly identifiable with \ allocable to the Particular segment.
- b. Segmental expenses that are directly identifiable with allocable to particular segment are considered for determining the segment result.

(Amount in Rupees)

S. No	Particulars	Welding Division		Investment Division		Real Estate Division		Total	
		2018	2017	2018	2017	2018	2017	2018	2017
1	Segmental Revenue	80,691,657	77,520,971	8,004,534	7,881,117	36,820,119	27,153,816	125,516,310	112,555,904
2	Segmental Expenses	75,743,399	66,502,248	8,850,654	383,702	4,647,050	8,360,280	89,241,103	75,246,230
3	Segmental Profit/(Loss) (before tax )	(4,948,258)	11,018,724	(846,120)	7,497,415	32,173,069	18,793,536	36,275,207	37,309,674
4	Unallocable Expenses							15,118,102	9,339,800
5	Profit before tax							21,157,105	27,969,874
6	Segmental Assets[A]	21,299,155	20,234,525	22,145,630	216,089,367	3,05,57,991	33,212,464	465,005,171	451,536,356
7	Segmental Liability [B]	37,354,040	31,349,930	1,497,633	31,900	63,80,046	12,638,180	45,231,719	44,020,010
8	Capital Employed [A-B]	175,637,510	170,884,595	219,957,997	216,057,467	24,177,945	20,574,284	419,773,452	407,516,346

**36.2 Information about geographical areas**

The Company does not have geographical distribution of revenue, hence secondary segmental reporting is not applicable to the company.

**36.3 Other Notes:**

Segmental Revenue includes Rs. 152,871 (Pr. Yr. 171,086), Rs. 7,692,388 (Pr. Yr. 7,045,172) and Rs. 26,744 (Pr. Yr. 27,516) as interest income for each of the divisions ie. Welding Division, Investment division and Real estate division respectively.

Segmental Expenses includes Rs. 182,579 (Pr. Yr. 114,415), Rs. 213,143 (Pr. Yr. 3,824) and Rs. 1,157 (Pr. Yr. 4,196) as interest expense for each of the divisions ie. Welding Division, Investment division and Real estate division respectively.

Segmental Expenses includes Rs. 4,001,254 (Pr. Yr. 6,779,518) and Rs. 86,545 (Pr. Yr. 14,295) as depreciation expense for each of the divisions ie. Welding Division and Investment division respectively.



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

**37. As per Indian Accounting Standard 108 issued by the Institute of Chartered Accountants of India, the Company's related parties and transactions are disclosed below:**

- (a) Associate Company- Sam Exim Ltd.
- (b) Companies in which key managerial person or their relatives have significant influence –Dwekam Electrodes Private Ltd., Dwekam Weld-Tech Private Ltd., AAM Venture Pvt. Ltd., Anisha Realty Pvt. Ltd., D&H Secheron Projects Pvt. Ltd., D&H Secheron Resources Pvt. Ltd., Dwekam Realty Pvt. Ltd., D&H Secheron Realty Pvt. Ltd., D&H Secheron Impex Pvt. Ltd., Sam Real Infrastructure Pvt. Ltd., Sam Holding (Bombay) Pvt. Ltd., Celestial Commercial Pvt. Ltd., D&H Secheron Industries Pvt. Ltd., D&H Secheron Infrastructure Pvt. Ltd., D&H Secheron Electrodes Pvt. Ltd., Lilac Goods Pvt. Ltd., Shining Vanijya Pvt. Ltd., Solartech Multitrade Pvt. Ltd., Venus Multitrade Pvt. Ltd.
- (c) Key Managerial Person –Mr. Ashutosh A Maheshwari, Chairman, Mrs. Gitanjali A. Maheshwari, Whole Time Director & Gopal Shrivastava, Chief Financial officer.
- (d) Relative - Mrs. Suman A Maheshwari
- (e) Details of Transactions:

(Amount in Rs.)

S.No.	Nature of Transaction	31.03.2018	31.03.2017
1	Remuneration		
A	Gitanjali A Maheshwari (Key Managerial Person)	1,19,88,480	69,93,280
B	Gopal Shrivastava (Key Managerial person)	6,64,380	6,03,960
2	Payable		
A	Suman A. Maheshwari (Relative)	1,21,500	4,47,672
B	Gitanjali A Maheshwari (Key Managerial Person)	7,40,998	4,50,828
3	Lease Rent Paid		
A	Suman A. Maheshwari (Relative)	4,50,564	4,33,411
4	Lease Rent Received		
A	D&H Secheron Electrodes Pvt. Ltd. (Company in which director are interested)	7,92,00,000	7,56,00,000
5	Loan Accepted		
A	Gitanjali A. Maheshwari (KMP)	20,000	-
B	A.H. Maheshwarri (Relative)	1,00,000	-
6	Loan Given		
A	D&H Secheron Electrodes Pvt. Ltd. (Company in which director are interested)	1,64,45,000	4,60,53,000
B	D&H Secheron Infrastructure Pvt. Ltd. (Company in which director are interested)	1,52,75,000	1,28,45,000
C	D&H Secheron Industries Pvt. Ltd. (Company in which director are interested)	13,85,000	5,75,000
7	Loan Repaid		
A	Gitanjali A. Maheshwari (KMP)	20,000	-
B	A.H. Maheshwarri (Relative)	1,00,000	-



(Amount in Rs.)

S.No.	Nature of Transaction	31.03.2018	31.03.2017
8	Loan Recovered		
A	D&H Secheron Electrodes Pvt. Ltd. (Company in which director are interested)	2,93,45,000	1,80,50,000
B	D&H Secheron Infrastructure Pvt. Ltd. (Company in which director are interested)	63,70,950	4,79,22,950
C	D&H Secheron Industries Pvt. Ltd. (Company in which director are interested)	13,85,000	45,25,569
9	Interest Received		
A	D&H Secheron Electrodes Pvt. Ltd. (Company in which director are interested)	47,52,462	16,84,063
B	D&H Secheron Infrastructure Pvt. Ltd. (Company in which director are interested)	13,47,734	30,64,938
C	D&H Secheron Industries Pvt. Ltd. (Company in which director are interested)	5,910	2,13,206
10	Loan Outstanding		
A	D&H Secheron Electrodes Pvt. Ltd. (Company in which director are interested)	1,51,03,000	2,80,03,000
B	D&H Secheron Infrastructure Pvt. Ltd. (Company in which director are interested)	2,16,10,000	1,27,05,000
11	Share application Money paid & Shares acquired		
A	D&H Secheron Infrastructure Pvt. Ltd. (Company in which director are interested)	-	1,96,00,000

All transactions with related parties are priced on arm's length basis. None of the balance is secured.

### 38. Capital & Other Commitments

(Amount in Rs.)

		31.03.2018	31.03.2017
1.	Estimated amount of Contracts remaining to be executed on Capital (Net of Advance)	4,97,70,318	5,60,63,266
2.	Estimated amount of Contracts remaining to be executed on Revenue (Net of Advance)	-	-

### 39. Derivative Instruments

The Company has not entered into any forward derivative instruments to hedge the foreign currency during the year.

### 40. Disclosure required under section 22 for Micro, Small & Medium Enterprises:

- Trade payable does not include any amount due to Micro & Small Enterprises registered under the Micro, Small & Medium Enterprises Development Act, 2006 (MSMED, Act 2006) in the current and previous financial year.
- No interest is paid / payable during the year to any enterprise registered under the MSME.
- The above information has been determined to the extent such parties could be identified on the basis of the information available to the company, regarding the status of the supplier under the MSME.

### 41. Financial Instruments- Classification and Fair Value Management:

- Financial Assets and Liabilities

The carrying value of financial instruments by categories is as follows:





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

As at March 31, 2018

(Amount in Rs.)

Particulars	As at March 31, 2018	Level 1	Level 2	Level 3
<b>FINANCIAL ASSETS</b>				
<b>Fair Value Through Profit &amp; Loss</b>				
Investments	6,50,20,263	1,94,17,958	-	4,56,02,305
<b>Amortized Cost</b>				
Trade receivables	75,17,451	-	-	75,17,451
Cash and cash equivalents	6,01,057	-	-	6,01,057
Loans	5,08,88,000	-	-	5,08,88,000
Other financial assets	58,50,097	-	-	58,50,097
<b>Total</b>	<b>12,98,76,867</b>	<b>1,94,17,958</b>	<b>-</b>	<b>11,04,58,910</b>
<b>FINANCIAL LIABILITIES</b>				
<b>Amortized Cost</b>				
Borrowings	62,46,143	-	-	62,46,143
Trade Payables	7,48,504	-	-	7,48,504
Other Financial Liabilities	2,85,75,104	-	-	2,85,75,104
<b>Total</b>	<b>3,55,69,751</b>	<b>-</b>	<b>-</b>	<b>3,55,69,751</b>

As at March 31, 2017

(Amount in Rs.)

Particulars	As at March 31, 2017	Level 1	Level 2	Level 3
<b>FINANCIAL ASSETS</b>				
<b>Fair Value Through Profit &amp; Loss</b>				
Investments	5,50,50,504	60,22,224	-	4,90,28,280
<b>Amortized Cost</b>				
Trade receivables	74,65,148	-	-	74,65,148
Cash and cash equivalents	3,25,837	-	-	3,25,837
Loans	5,89,07,583	-	-	5,89,07,583
Other financial assets	74,19,108	-	-	74,19,108
<b>Total</b>	<b>12,91,68,180</b>	<b>60,22,224</b>	<b>-</b>	<b>12,31,45,956</b>
<b>FINANCIAL LIABILITIES</b>				
<b>Amortized Cost</b>				
Borrowings	-	-	-	-
Trade Payables	-	-	-	-
Other Financial Liabilities	2,87,49,702	-	-	2,87,49,702
<b>Total</b>	<b>2,87,49,702</b>	<b>-</b>	<b>-</b>	<b>2,87,49,702</b>



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

As at March 31, 2016

(Amount in Rs.)

Particulars	As at March 31, 2016	Level 1	Level 2	Level 3
<b>FINANCIAL ASSETS</b>				
<b>Fair Value Through Profit &amp; Loss</b>				
Investments	3,34,40,827	31,47,102	-	3,02,93,725
<b>Amortized Cost</b>				
Trade receivables	28,31,610	-	-	28,31,610
Cash and cash equivalents	29,71,508	-	-	29,71,508
Loans	7,28,38,081	-	-	7,28,38,081
Other financial assets	54,34,515	-	-	54,34,515
<b>Total</b>	<b>11,75,16,541</b>	<b>31,47,102</b>	<b>-</b>	<b>11,43,69,439</b>
<b>FINANCIAL LIABILITIES</b>				
Amortized Cost				
Borrowings	-	-	-	-
Trade Payables	-	-	-	-
Other Financial Liabilities	2,72,53,262	-	-	2,72,53,262
<b>Total</b>	<b>2,72,53,262</b>	<b>-</b>	<b>-</b>	<b>2,73,53,262</b>

Carrying amounts of Loans, Trade Receivables, Cash and Cash Equivalents, Other Financial assets, Borrowings, Trade Payables and Other Financial Liabilities approximate the fair value because of short term nature.

**a. Fair Value Hierarchy**

The Fair Value Hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consist of the following three levels:

Level 1- Inputs are quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2- Inputs are other than quoted prices included in Level 1 that are observable for assets or liabilities, either directly or indirectly.

Level 3- Inputs are not based on observable market data (unobservable inputs).

The financial instruments included in level 3 of Fair Value Hierarchy, ie. Fair Value of Investment in Unquoted Equity Shares is determined based on the Net Asset Value of the Investee Company as on the Balance Sheet Date.

42. Transactions in Foreign Currency	31.03.2018	31.03.2017
a. Remittances in Foreign Currency	NIL	NIL
b. CIF value of Import	NIL	NIL
c. Expenditure in Foreign Currency	NIL	NIL
d. Earnings in Foreign Exchange	NIL	NIL



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

## 43. Value of Consumption of Raw Material &amp; Stores Consumed:

## RAW MATERIAL CONSUMPTION

Particulars	31.03.2018	%	31.03.2017	%
Raw Material				
Imported	0	0%	0	0%
Indigenous	0	0%	0	0%
Total	0	0%	0	0%
Spare Parts				
Imported	0	0%	0	0%
Indigenous	0	0%	0	0%
Total	0	0%	0	0%

44. In the opinion of the Board, the current assets, loans and advances have a value on realization on the ordinary course of business, at least equal to the amount at which the same is stated in the Balance Sheet. There are no contingent liabilities.
45. The company has provided a liability of Rs. 1,56,403 against disallowance of service tax and a penalty thereon for 1,69,103 in its financial statements and has confirmed the erstwhile contingent liability against order of Commissioner appeal received after the Balance Sheet Date but before the date when financial statements were approved by the board of directors (Adjusting events as per IND AS 10).
46. The financial statements were approved for issue by the board of Directors on 12th May 2018.
47. The Company has reclassified and regrouped the Previous Year Figures to confirm the current classification.
48. NOTE: First Time Adoption of Ind AS

The financial statements of the Company for the year ended March 31, 2018, have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act. For all periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act 2013, read together with rule 7 of the Companies (Accounts) Rules, 2014.

Accordingly the company has prepared the comparative period data as at and for the year ended March 31, 2017 as described in the summary of significant accounting policies in preparing these financial statements.

The company's opening balance sheet was prepared as at April 01, 2016, the company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with previous GAAP, and how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

**Optional exemptions availed and mandatory exceptions**

Ind AS 101- "First-time adoption of Indian accounting standards" allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

Deemed cost for property plant and equipment and intangible assets: As permitted by Ind AS 101- "First-time adoption of Indian accounting standards", the Company has elected to continue with the carrying values under previous GAAP for all the items of property, plant and equipment and intangible 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 and hence, classification and measurement needs to be 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.

**Estimates**

The estimates at April 01, 2016 and March 31, 2017 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences if any, in accounting policies) except fair valuation of financial instruments carried at FVTPL.



**RECONCILIATION OF EQUITY AS AT APRIL 01, 2016 AND MARCH 31, 2017**

(Amount in Rs.)

Particulars	As at March 31, 2017			As at April 01, 2016		
	Indian GAAP	Adjustment	Ind AS	Indian GAAP	Adjustment	Ind AS
<b>ASSETS</b>						
<b>Non-current assets</b>						
Property, plant and equipment	153,302,141	(148,873,924)	4,428,217	159,944,781	(151,289,679)	8,655,102
Investment property	-	182,332,567	182,332,567	-	184,865,605	184,865,605
Financial assets						-
(i) Investments	85,739,520	(30,689,016)	55,050,504	71,804,395	(38,363,568)	33,440,827
(ii) Other financial assets	130,000	-	130,000	130,000	-	130,000
Other non-current assets	98,284,915	-	98,284,915	84,905,927	-	84,905,927
<b>Total non-current assets</b>	<b>337,456,576</b>	<b>2,769,627</b>	<b>340,226,203</b>	<b>316,785,103</b>	<b>(4,787,642)</b>	<b>311,997,461</b>
<b>Current assets</b>						-
Inventories	34,898,413	-	34,898,413	38,150,047	-	38,150,047
Financial assets						-
(i) Trade receivables	7,465,148	-	7,465,148	2,831,610	-	2,831,610
(ii) Cash and cash equivalents	325,837	-	325,837	2,971,508	-	2,971,508
(iii) Loans	58,907,583	-	58,907,583	72,838,081	-	72,838,081
(iv) Other financial assets	7,289,108	-	7,289,108	5,304,515	-	5,304,515
Current Tax Assets (Net)	956,340	-	956,340	4,535,384	-	4,535,384
Other current assets	1,467,723	(1,137,075)	330,648	1,482,618	(1,137,075)	345,543
Total current assets	111,310,152	(1,137,075)	110,173,077	128,113,763	(1,137,075)	126,976,688
Assets classified as held for sale	-	1,137,075	1,137,075	-	1,137,075	1,137,075
<b>Total assets</b>	<b>448,766,728</b>	<b>2,769,627</b>	<b>451,536,355</b>	<b>444,898,866</b>	<b>(4,787,642)</b>	<b>440,111,224</b>
<b>EQUITY AND LIABILITIES</b>						
<b>Equity</b>						
Equity share capital	111,998,200	-	111,998,200	111,998,200	-	11,998,200
Other equity	280,071,668	2,869,254	282,940,922	269,431,587	(4,592,079)	264,839,508
<b>Total equity</b>	<b>392,069,868</b>	<b>2,869,254</b>	<b>394,939,122</b>	<b>381,429,787</b>	<b>(4,592,079)</b>	<b>376,837,708</b>
<b>Liabilities</b>						
<b>Non-current liabilities</b>						
Financial liabilities						
(i) Borrowings						
(ii) Other financial liabilities	18,015,000	(99,627)	17,915,373	18,015,000	(195,563)	17,819,437
Deferred tax liabilities (Net)	12,577,223	-	12,577,223	14,068,321	-	14,068,321
Provisions	226,589	-	226,589	198,138	-	198,138
Total non-current liabilities	30,818,812	(99,627)	30,719,185	32,281,459	(195,563)	32,085,896
<b>Current liabilities</b>						
Financial liabilities						
(i) Borrowings	-	-	-	-	-	-
(ii) Trade payables	-	-	-	-	-	-
(iii) Other financial liabilities	10,834,329	-	10,834,329	9,433,825	-	9,433,825
Other current liabilities	15,013,291	-	15,013,291	21,703,660	-	21,703,660
Current Tax Liabilities (Net)	-	-	-	-	-	-
Provisions	30,428	-	30,428	50,135	-	50,135
Total current liabilities	25,878,048	-	25,878,048	31,187,620	-	31,187,620
<b>Total equity and liabilities</b>	<b>448,766,728</b>	<b>2,769,627</b>	<b>451,536,355</b>	<b>444,898,866</b>	<b>(4,787,642)</b>	<b>440,111,224</b>



## RECONCILIATION OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

(Amount in Rs.)

Particulars	For the year ended March 31, 2017		
	Indian Gaap	Adjustment	Ind AS
Revenue from operations	102,726,300	-	102,726,300
Other income	7,726,419	2,103,184	9,829,603
<b>Total income</b>	<b>110,452,719</b>	<b>2,103,184</b>	<b>112,555,903</b>
Expenses:			
Cost of materials consumed			
Changes in inventories of finished goods and work-in-progress	2,795,675	-	2,795,675
Employee benefits expense	16,258,534	-	16,258,534
Finance costs	122,435	-	122,435
Depreciation and amortisation	6,793,813	-	6,793,813
Other expenses	56,781,133	1,825,255	58,606,388
<b>Total expenses</b>	<b>82,751,590</b>	<b>1,825,255</b>	<b>84,576,845</b>
<b>Profit before exceptional item and tax</b>	<b>27,701,129</b>	<b>277,929</b>	<b>27,979,058</b>
Exceptional item	9,185	-	9,185
Profit before tax	27,691,944	277,929	27,969,873
Tax expense:			
Current tax	11,359,557	-	11,359,557
Deferred tax	(1,491,098)	-	(1,491,098)
<b>Profit/(loss) for the year</b>	<b>17,823,485</b>	<b>277,929</b>	<b>18,101,414</b>
Other Comprehensive income	-		
<b>Total Comprehensive income</b>	<b>17,823,485</b>	<b>277,929</b>	<b>18,101,414</b>

**Note:**

- Under Ind AS, Investment Properties are reclassified from property, Plant & Equipment and from Investment and presented separately.
- Changes in the Investment as per IGAAP have arisen due to transfer of some of the investments in Investment property as stated in Point 1 and due to fair valuation through Profit and Loss (FVTPL) of Investment in Shares & securities. Fair Value is determined by the Company in accordance with the principles of IND AS 109 "Financial Instruments".
- Assets and Liabilities as well as items of Income and Expenses have been regrouped/ re-classified wherever necessary to align with the provisions of Ind AS.

As per our report of even date attached

For Manoj Khatri & Co.  
Chartered Accountants  
ICAI Firm Reg. No.: 011546C

CA Ashish Jain  
Partner  
Membership No.: 403161

Place: Indore  
Date: 12 May 2018

for and on behalf of the Board of Directors

Ashutosh A Maheshwari (Chairman)  
(DIN: 00094262)

Gitanjali A Maheshwari (Whole Time Director)  
(DIN: 00094596)

Kishore Kale (Director )  
(DIN: 01743556)

Yogendra Vyas (Director )  
(DIN: 06603344)

Navin S. Patwa (Company Secretary)

Gopal Shrivastava (Chief Financial Officer)

**SAM INDUSTRIES LIMITED**

CIN: L70102MP1994PLC041416

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Phone: 0091-731- 4229717, Fax: 0731-4229724

Website: www.sam-industries.com, email: secretarial@sam-industries.com

*PROXY FORM (MGT-11)***[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, Amendment Rules, 2015]**

Name of the member(s)	
Registered address	
E-mail ID	
Folio No/Client ID	
DP ID	

I/We, being the member(s) of .....Shares of the Sam Industries Limited, hereby appoint:

1. Name : ..... Address:.....  
E-mail ID : .....  
Signature ..... Or failing him
2. Name : ..... Address:.....  
E-mail ID : .....  
Signature ..... Or failing him
3. Name : ..... Address:.....  
E-mail ID : .....  
Signature ..... Or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on Tuesday, 25th September, 2018 at 4:00 P.M. at the Village Dakachiya, A. B. Road, Tehsil: Sanwer, District – Indore – 453771 - Madhya Pradesh and at any adjournment thereof in respect of such resolutions as are indicated in the box below.

Resolution No.	RESOLUTIONS	For	Against
	<b>Ordinary Business: ORDINARY RESOLUTION</b>		
1	Adoption of Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the Director's Report & Auditor's Report thereon.		
2	Appointment of a Director in place of Mr. Ashutosh A. Maheshwari, who retires by rotation and being eligible, offer himself for re-appointment.		

Signed this.....day of ....., 2018.

Signature of Shareholder

Signature of Proxy holder(s)

Affix  
Revenue

Note: The Proxy must be returned so as to reach the Registered Office of the company at Village Dakachiya, A. B. Road, Tehsil: Sanwer, District – Indore – 453771 - Madhya Pradesh not less than (48) Forty Eight Hours before the commencement of the aforesaid meeting.

**SAM INDUSTRIES LIMITED**

CIN: L70102MP1994PLC041416

Work &amp; Registered Office: Village Dakachiya, A. B. Road, Tehsil: Sanwer,

District – Indore – 453771 - Madhya Pradesh, India

Phone: 0091-731- 4229717, Fax: 0731-4229724

Website: [www.sam-industries.com](http://www.sam-industries.com), email: [secretarial@sam-industries.com](mailto:secretarial@sam-industries.com)**ATTENDANCE SLIP**

Shareholders attending the Meeting in person or Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall. Joint shareholders may obtain additional attendance slip at the venue.

I / We hereby record my presence at the 24th Annual General Meeting of the Company held on **Tuesday, 25th September, 2018 at 4:00 P.M. at the Village Dakachiya, A. B. Road, Tehsil: Sanwer, District – Indore – 453771 - Madhya Pradesh**

Regd. Folio No. *		Name and Address of the registered Shareholder
Client ID No. & DP ID No.		
No. of shares held		

\*Applicable in case of Shares held in Physical Form

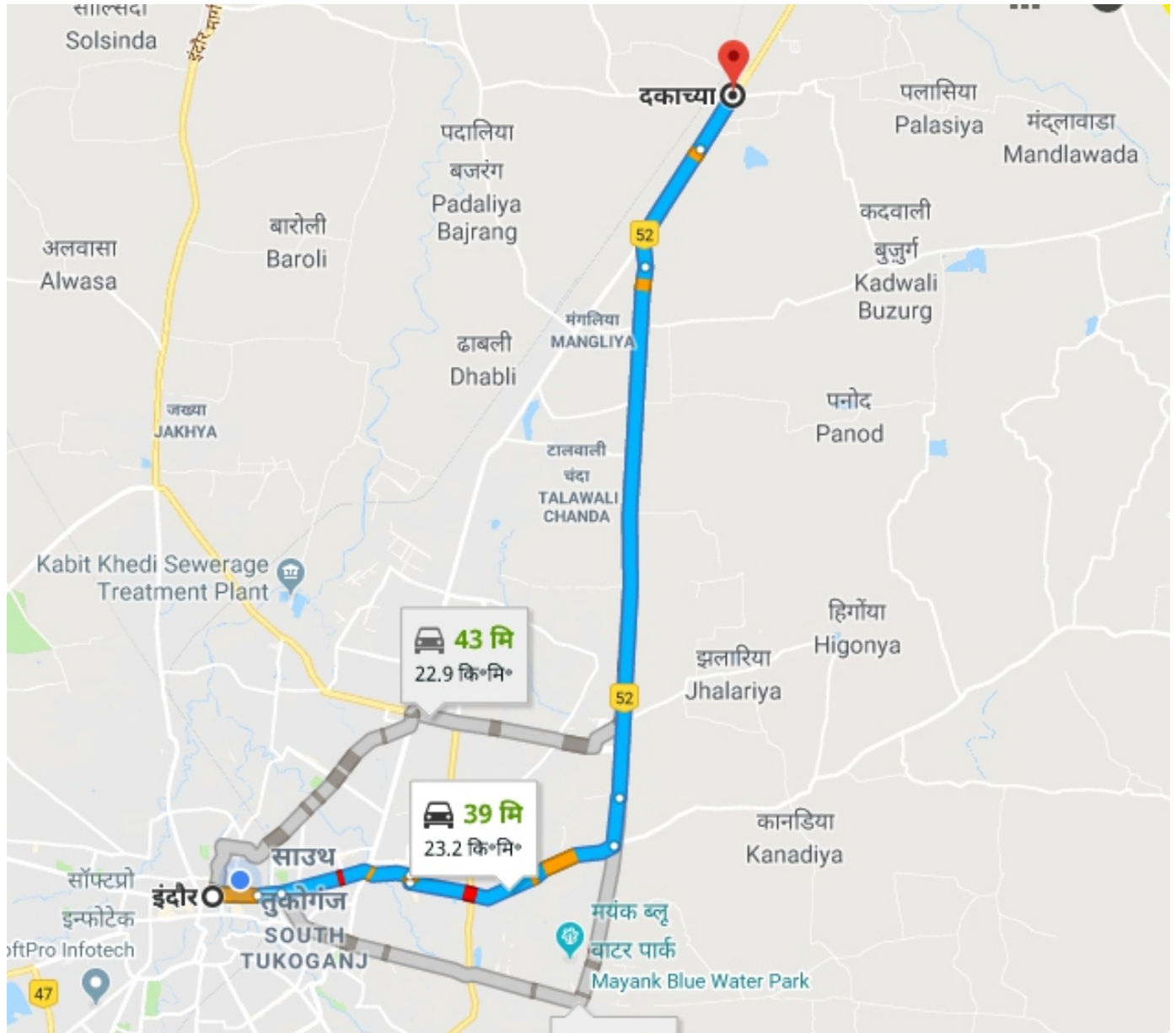
Full Name of the Proxy (in block letters)

**Signature of Shareholder or Proxy**





## "AGM VENUE MAP"



If undelivered, Please return to :  
**SAM INDUSTRIES LIMITED**  
Regd. Office : Village Dakachiya, A.B. Road, Tehsil Sanwer,  
District - Indore - 453771 - Madhya Pradesh, India  
Phone : 0091-731-4229717, Fax: 0731-4229724