

Technocraft Industries (India) Limited

Registered Office: A-25, Technocraft House, MIDC, Marol Industrial Area, Road No.03, Opp. ESIS Hospital, Andheri (East), Mumbai - 400093, Maharashtra, India
Tel: 4098 2222/0002; Fax No. 2835 6559; **CIN:** L28120MH1992PLC069252
E-mail: investor@technocraftgroup.com ; website: www.technocraftgroup.com

September 28, 2018

To,
The Manager,
Listing Department,
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

To,
The Manager,
Listing Department,
BSE Ltd.
P.J.Tower, Dalal Street, Fort,
Mumbai-400001

NSE Symbol: TIIL

BSE Security Code No.: 532804

Dear Sirs,

Sub: Annual Report for Financial Year ended on March 31, 2018

Pursuant to Regulation 34 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), please find enclosed Annual Report of the Company for Financial Year ended on March 31, 2018.

Kindly take the above information on your record.

Thanking you,

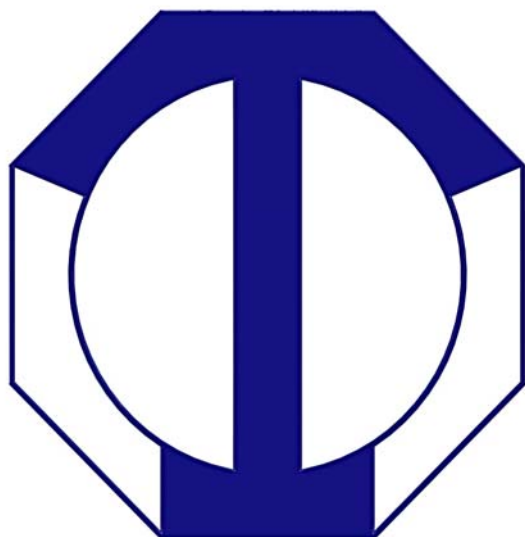
Yours truly,

For Technocraft Industries (India) Limited


Neeraj Rai
Company Secretary



Encl.: a.a.



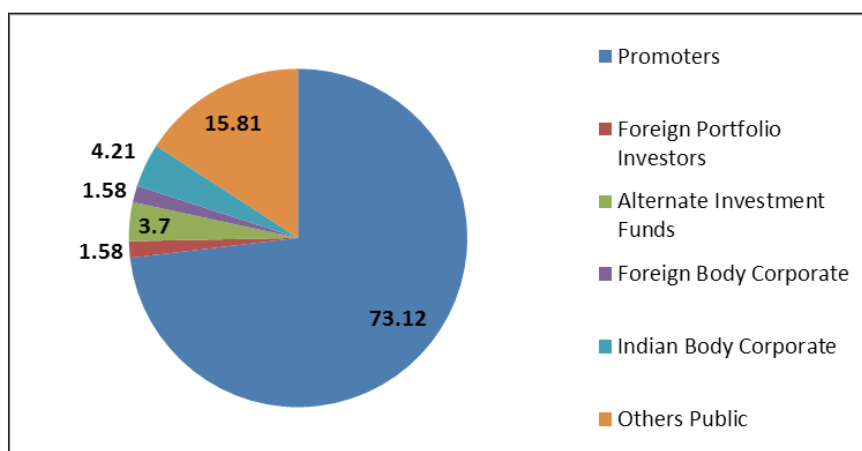
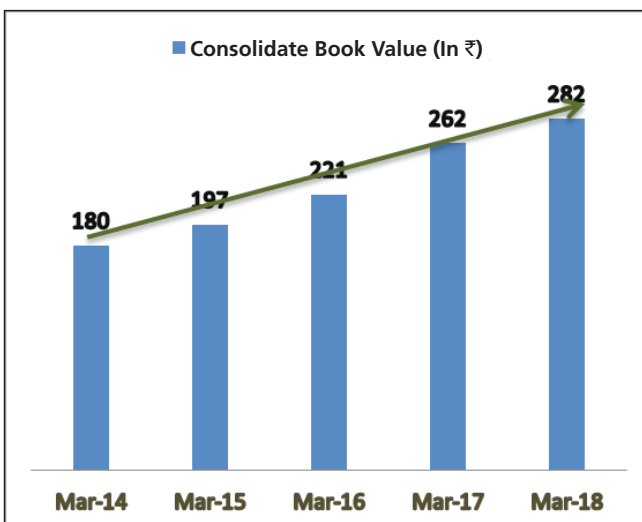
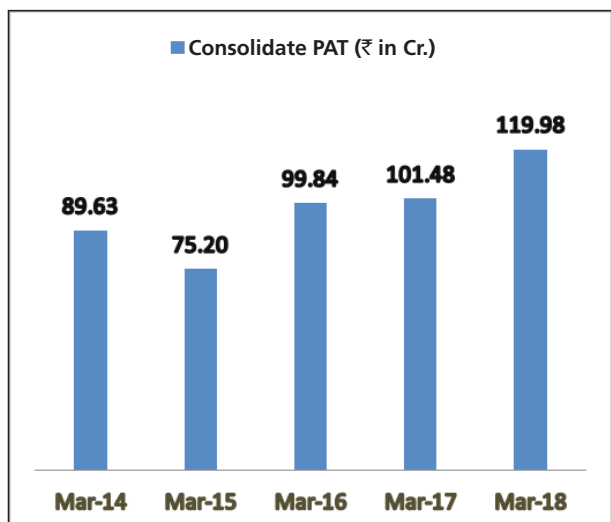
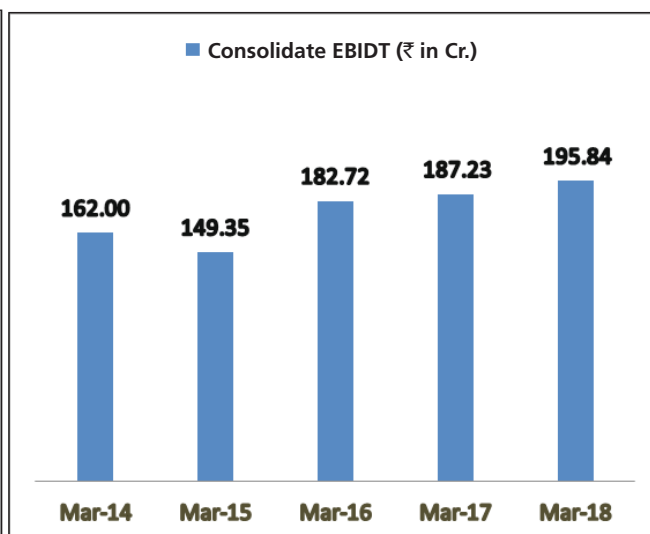
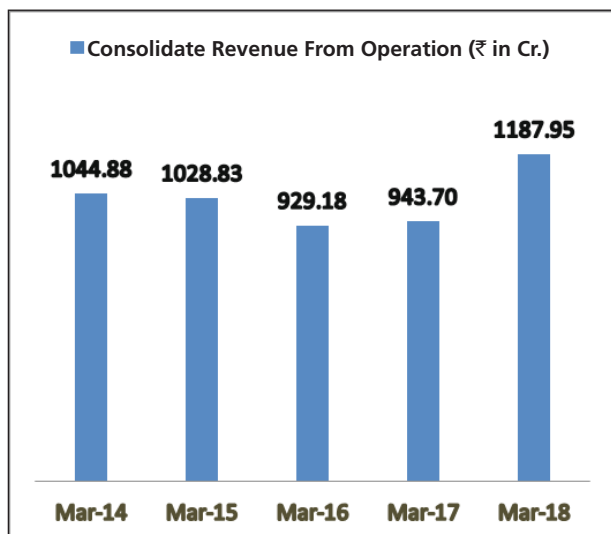
Technocraft Industries (India) Ltd.

www.technocraftgroup.com



ANNUAL REPORT 2017-18







GENERAL INFORMATION

BOARD OF DIRECTORS

Mr. Sharad Kumar Saraf	(Chairman & Managing Director)
Mr. Sudarshan Kumar Saraf	(Co- Chairman & Managing Director)
Mr. Navneet Kumar Saraf	(Whole-time Director & CEO)
Mr. Ashish Kuamr Saraf	(Whole-time Director & CFO)
Mr. Atanu Choudhary	(Whole-time Director)
Dr. Shri Bhagwan Agarwal	(Independent Director) - till 23.02.2018
Mr. Jagdeesh Mal Mehta	(Independent Director)
Ms. Vaishali Choudhari	(Independent Director)
Mr. Vinod B. Agarwala	(Independent Director)
Mr. Vishwambhar C. Saraf	(Independent Director)
Mr. Aubrey I. Rebello	(Independent Director) - w.e.f. 30.05.2018

COMPANY SECRETARY

Mr. Neeraj Rai

BANKERS

Bank of India
IDBI Bank
HDFC Bank
Citi Bank NA

AUDITORS

M/s Khandelwal Prakash Murari Bhandari & Co.
Chartered Accountants, Mumbai

REGISTERED OFFICE

Technocraft House
A-25, Technocraft House, MIDC,
Marol Industrial Area, Road No. 3,
Opp.ESIS Hospital, Andheri (E),
Mumbai, 400093
www.technocraftgroup.com
CIN: L28120MH1992PLC069252

REGISTRAR & TRANSFER AGENT

Link Intime India Private Limited

C-13, Pannalal Silk Milks Compound L.B.S. Marg,
Bhandup (West), Mumbai 400 078

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 26th Annual General Meeting of the Members of the Technocraft Industries (India) Limited will be held on **FRIDAY, SEPTEMBER 28, 2018** at 11.00 a.m. at the Registered Office of the Company at A-25, Technocraft House, MIDC, Marol Industrial Area, Road No. 3, Opp. ESIS Hospital, Andheri (E), Mumbai, 400093, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (i) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors' thereon.
 - (ii) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Atanu Anil Choudhary (holding DIN 02368362) who retires by rotation in accordance with Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Navneet Kumar Saraf (holding DIN 00035686) who retires by rotation in accordance with Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 (hereinafter referred to as Act) and Regulation 17 of the SEBI Listing Obligations and Disclosures Requirement Regulations 2015, Mr. Aubrey Ignatius Rebello (holding DIN 08091710), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who has given a declaration that he meets with the criteria of independence as provided in Sub Section (6) of Section 149 of the Act and qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office effective from May 30, 2018 upto May 29, 2023.

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

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

"RESOLVED THAT pursuant to the provisions of Section 148 (3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s NKJ & Associates, Cost Accountants, (Firm Registration No.101893) who was appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2018-19, amounting to 75,000/- (Rupees Seventy Five thousand only) as also the payment of tax as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

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



6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirement), 2015 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, approval/ ratification of the members be and is hereby accorded for entering into transactions with AAIT/ Technocraft Scaffold Distribution LLC FZE, a step down subsidiary, for distribution of scaffolding as export sale upto ₹ 150 Crores on such terms and conditions as defined in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company.

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**: -

“RESOLVED THAT in accordance with the provisions of Section 196, 197, 198, and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Sudarshan Kumar Saraf be re-appointed as a Managing Director of the Company, with substantial powers of management to be exercised by him, with effect from September 1, 2018 for a period of five years on such terms and conditions including remuneration as set out below with liberty to the Board to vary, alter and modify such terms and conditions including salary, allowances, perquisites and commission at any time during the tenure of his office as may be agreed to by the Board of Directors and Mr. Sudarshan Kumar Saraf.”

Terms and Conditions of Appointment

1. Period of Appointment:- Appointment shall be for a period of 5 (five) years beginning from September 1, 2018 and ending on August 30, 2023
2. **Details of remuneration:**
 - A) **Basic Salary:-** ₹ 4.00 Lakhs (Rupees Four Lakhs only) per month with authority to the Board of Directors to revise the basic salary from time to time taking into account the performance of the Company subject to a ceiling of ₹ 5 Lakhs (Rupees Five Lakhs only) per month.
 - B) **Commission:-** Payable for each financial year, up to 1% of net profits of the Company for that year, subject to such ceiling as may be fixed by the Board of Directors from time to time, with the present ceiling fixed by the Board being an amount equivalent to the Annual Salary for the relevant financial year. The amount of Commission shall be payable after the Annual Accounts are approved by the Board of Directors and adopted by the Shareholders.
 - C) **Bonus:-** Annual Bonus at the same rate as payable to other senior employees of the Company
 - D) **House Rent Allowance:-** 60% of salary as House Rent Allowance. The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings shall be subject to a ceiling of 10% of the salary.
 - E) **Perquisites:-**
 - (i) **Earned Leave/Privilege Leave:** On full pay and allowance as per the rules of the Company, but not more than one month's leave for every 11 months of service. The balance of leave at the end of each year will be encashable as per the Company's Rules.
 - (ii) **Reimbursement of medical expenses:** Incurred in India or abroad including hospitalization, nursing home and surgical charges for self and family. However, the reimbursement shall not exceed one-month salary in a year or three months salary over a period of three years.
 - (iii) **Leave travel concession:** For self and family once in a year in accordance with the Rules of the Company.
 - (iv) **Telephone:** Free use of Telephone at residence.



- (v) **Club Fees:** Fees for clubs subject to a maximum of two clubs.
- (vi) **Servant's salary:** Servant's salary, subject to a maximum of 2 servants on a salary of up to ₹ 2500/- per servant per month.
- (vii) **Personal Accident Insurance:** Premium not to exceed ₹ 4000/- per annum.
- (viii) **Car:** Free use of Company's Car with driver. If the Company does not provide driver, reimbursement of actual salary paid to the driver.
- (ix) **Entertainment expenses:** Reimbursement of entertainment expenses incurred in the course of business of the Company.
- (x) **Corporate Credit Card:** For use both in India and Abroad for business purposes
- (xi) **Gratuity:** Not to exceed half a month's salary for each completed year of service, subject to a ceiling as may be fixed by the Government.
- (xii) **Minimum Remuneration :** Where in any financial year, the Company has no profit or its profits are inadequate, the Company shall pay him minimum remuneration as provided in Section II of Part II of Schedule V of the Companies Act, 2013 as notified from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, matters and things, as may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said resolution.

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

"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Mr. Jagdeeshmal Mehta (DIN: 00847311) in the Company, who has attained the age of seventy five years, up to the expiry of his present term as an Independent Director i.e. September, 2019 on the existing terms and conditions."

9. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION:** -

"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby accorded for continuation of the directorship of Mr. Vishwambar C Saraf (DIN 00161381) in the Company, who has attained the age of seventy five years, up to the expiry of his present term as an Independent Director i.e. September, 2019 on the existing terms and conditions."

Registered Office:

A-25, Technocraft House, MIDC,
Marol Industrial Area, Road No. 3,
Opp. ESIS Hospital, Andheri (E), Mumbai.
CIN: L28120MH1992PLC069252
www.technocraftgroup.com

Place: Mumbai

Date: August 10, 2018

**By Order of the Board
For Technocraft Industries (India) Limited**

**Neeraj Rai
Company Secretary**



NOTES FORMING PART OF THE NOTICE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) 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 A PROXY FOR ANY OTHER MEMBER.

THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH.
2. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 26, 2018 to Friday, September 28, 2018 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
5. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
6. In compliance with the provisions of Section 129(3) of the Companies Act, 2013, the Audited Financial Statements of the Company include the Consolidated Financial Statements of the Company and all its Subsidiaries for consideration and adoption by the Members of the Company.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of this Notice.
8. The Members are requested to:
 - (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, Link Intime India Pvt. Ltd, ("Link Intime")C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 in respect of their holdings in physical form.
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in demat form.
 - (c) Register their email address and changes therein from time to time with. Link Intime for shares held in physical form and with their respective Depository Participants for shares held in demat form.
9. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting of the Company.
10. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, Link Intime India Pvt. Ltd and have it duly filled and sent back to them.
11. Electronic copy of the Annual Report for 2017-18 is being sent to all Members whose email Ids are registered with the Depository Participants 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 for 2017-18 are being sent to them in the permitted mode.
12. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Depository Participant(s) for communication purposes unless any member has requested for



a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to them in the permitted mode.

13. As required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) the relevant details of Directors retiring by rotation and seeking appointment / re-appointment at the ensuing Annual General Meeting are given in the annexure to the notice of the Annual General Meeting.

Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.technocraftgroup.com

Even after registering for e-communication, members are entitled to receive such communication in physical form by post free of cost, upon making a request for the same. For any such communication, the members may also send requests to the Company's investor email id: investor@technocraftgroup.com

14. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Link Intime, Registrar & Share Transfer Agent. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education Protection Fund, as per Section 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time.

Members are also requested to note that pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority Accounting, Auditing, Transfer and Refund) Rules, 2016, which have come into effect from 7th September, 2016, stipulates that shares on which dividend has not been encashed or claimed for seven consecutive years or more, then such shares are to be transferred to the Investor Education and Protection Fund (IEPF), a Fund constituted by the Government of India under Section 125 of the Companies Act, 2013.

Accordingly, the Company has, during financial year 2017-18, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more i.e. with respect to Financial Year 2009-10. Details of shares transferred to the IEPF Authority are available on the website of the Company. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Link Intime for lodging claim for refund of shares and / or dividend from the IEPF Authority.

SEBI has decided that securities of listed companies can be transferred only in dematerialised form w.e.f. December 5, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

15. **Voting through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide the members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

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

The remote e-voting period commences on September 25, 2018 (9:00 am) and ends on September 27, 2018 (5:00 pm).



During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Voting electronically using NSDL e-Voting system:

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

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

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

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

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

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

4. Your User ID details are given below:

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

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



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

Details on Step 2 is given below:

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

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

General Guidelines for shareholders

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

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

General Guidelines for shareholders

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 21, 2018.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 21, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

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



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

Mr. Nitesh Jain, proprietor of M/s Nitesh Jain & Co., Practising Company Secretary (Membership No. FCS 6069 and Certificate of Practice No. 8582) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.technocraftgroup.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am and 1:00 pm on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
17. At the 25th Annual General Meeting of the Company, M/s Khandelwal Prakash Murari Bhandari & Co. Chartered Accountants, was appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 25th Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2022.

The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 1833(E) dated May 7, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of the AGM Notice.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors, at its meeting held on May 30, 2018, appointed Mr. Aubrey Ignatius Rebello as an Additional Director of the Company with effect from May 30, 2018, pursuant to Section 161 of the Companies Act, 2013, read with Article 89 of the Articles of Association of the Company.

Mr. Aubrey Ignatius Rebello, born on January 08, 1947, he is a Gold Medalist MBA from IIM Ahmedabad, Engineer from IIT Bombay and a Certified Executive Coach from ICF and NEWS (Switzerland). He has successfully coached MD's and Senior Executives in Indian & Multinational Corporates. Aubrey as a mentor at family owned listed Companies has helped in Succession & Professionalization.

He is having over 40 years of Corporate Business Experience as CEO, Business Head at TATA's & Bayer. His domain expertise covers Auto, Financial Services, Materials Management, Marketing & Sales, and L&D. He has rapidly scaled up Revenues and Profits of Businesses headed by him. He is not a director/ Chairman in any other company nor holds any membership/ Chairmanship in any committee of any other company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Aubrey Ignatius Rebello will hold office up to the date of the ensuing AGM. The Nomination and Remuneration Committee of the Company has recommended the appointment of Mr. Aubrey Ignatius Rebello.

The Company has received from Mr. Aubrey Ignatius Rebello (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of



Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee of the Board and the Board of Directors of the Company at their respective Meetings held on May 30, 2018, subject to the approval of the Members and in accordance with the provisions of Section 149 of the Companies Act, 2013, have approved the appointment of Mr. Aubrey Ignatius Rebello as an Independent Director of the Company for a period five years.

The resolution seeks the approval of members for the appointment of Mr. Aubrey Ignatius Rebello as an Independent Director of the Company for a period of five years, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

According to the new provisions of SEBI Listing Regulations, a person who has attained the age of seventy five years can appointed/continue directorship in a listed company as a nonexecutive director only after the concerned listed company has taken the approval of its shareholders by way of a special resolution

In the opinion of the Board, Mr. Aubrey Ignatius Rebello, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Aubrey Ignatius Rebello as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office.

The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

No director, key managerial personnel or their relatives, except Mr. Aubrey Ignatius Rebello, to whom the resolution relates, are interested or concerned in the resolution.

This Explanatory Statement may also be regarded as a disclosure under SEBI Listing Regulations.

Item No. 5

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual/ firm of cost accountant(s) in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of the Audit Committee at its meeting held on May 30, 2018 the Board has considered and approved appointment of M/s NKJ & Associates, Cost Accountants having Registration No.101893, for the conduct of the Cost Audit of the Company at a remuneration of ₹ 75,000 plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending on March 31, 2018.

The Board of Directors of the Company recommends the Ordinary Resolution as set out in the Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out in the Notice, except to the extent of their shareholding, if any, in the Company.

Item No. 6

AAIT/Technocraft Scaffold Distribution LLC FZE ("AAIT") is a 'Related Party' within the meaning of Section 2 (76) of the Companies Act, 2013 and Regulation 2 (1)(zb) of the SEBI Listing Regulations. AAIT is a subsidiary of wholly owned subsidiary Technocraft International, UK. The Board of Directors of the Company had, on the recommendation of the Audit Committee, passed a resolution at its meeting held on August 10, 2018, approving of the related party transaction for sale of scaffoldings upto ₹ 150 Crores.



Name of the Related Party	Name of the director of Key managerial personnel who is related, if any	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution.
AAIT/ Technocraft Scaffold Distribution LLC FZE ("AAIT")	Not Applicable	Step-down subsidiary	AAIT is a distribution Company for sale of scaffolding out of India. Sale of scaffoldings upto ₹ 150 Crores for Financial Year 2018-19	The transactions are in the ordinary course of business and are at an Arm's Length basis.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, agreed sale the scaffoldings. As the enhanced limit of ₹ 150 Crores exceeds 10% of the Company's turnover for the last financial year ended March 31, 2018, the export sale of scaffoldings to AAIT would be deemed to be a 'material' related party transaction.

Under Regulation 23 (4) of the SEBI Listing Regulations, all material related party transactions have to be approved by Ordinary resolution of the shareholders and the related parties shall abstain from voting on such resolution whether the entity is a related party to the transaction or not.

The Board of Directors of the Company recommends the Ordinary Resolution as set out in the Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out in the Notice, except to the extent of their shareholding, if any, in the Company.

Item No. 7

Mr. Sudarshan Kumar Saraf, was appointed Managing Director for a period of 5 years, whose term is expiring on August 31, 2018 and thus it is required to re-appoint him as Managing Director. Further, pursuant to Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole-Time Director or Manager unless it is approved by the Members by passing a special resolution. Part I of Schedule V to the Act contains a similar relaxation. Mr. Saraf will also attain the age of 70 years on June 7, 2019 and hence his appointment is required the approval of Members by way of a Special Resolution.

Mr. Sudarshan Kumar Saraf, is a Co-Promoter of the Company, keeping in view the provisions of Companies Act, 2013 and his knowledge, experience and long association with the Company, the Board of Directors of the Company has approved the re-appointment of Mr. Saraf as Managing Director (designated as Executive Chairman) for a period of five years w.e.f. September 01, 2018 subject to the approval of the Members through Special Resolution, on terms and conditions as specified in the resolution at Item No. 6 of the Notice.

These terms and conditions have also been approved by the Nomination and Remuneration Committee of the Company. His appointment and remuneration fixed in accordance with Section 196, 197 and Schedule V of the Companies Act, 2013.

The Board of Directors of the Company recommends the Special Resolution as set out in the Notice for approval of the members.

Except Mr. Sharad Kumar Saraf, Mr. Sudarshan Kumar Saraf and Mr. Navneet Kumar Saraf, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out in the Notice, except to the extent of their shareholding, if any, in the Company.

Item Nos. 8 to 9

The Members of the Company at the 22nd Annual General Meeting (AGM) held on September 30, 2014 and at the 23rd AGM held on September 29, 2018 had appointed Mr. Jagdeeshmal Mehta (DIN: 00847311), and Mr. Vishwambar C Saraf (DIN 00161381), respectively, as Independent Directors of the Company for a period of five consecutive years with i.e. up to September 2019. Based on the Report of the Committee on Corporate Governance chaired by Mr. Uday Kotak, the Securities and Exchange Board of India (SEBI) amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015



(hereinafter referred to as “SEBI Listing Regulations”). According to the new provisions, a person who has attained the age of seventy five years can continue directorship in a listed company as a non executive director only after the concerned listed company has taken the approval of its shareholders by way of a special resolution. The said provision comes into effect from April 1, 2019. Since Mr. Jagdeeshmal Mehta and Mr. Vishwambar C Saraf, Independent Directors of the Company have attained seventy five years of age, their directorship can continue from April 1, 2019 only if the Company has obtained the approval of its Members by way of a Special Resolution on or before March 31, 2019 In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

Mr. Mehta has career spanning for over 48 years and since 1970, he has been CEO with total responsibility of a Company reporting directly to the Chairman. He has an excellent track record in managing various types of companies like, Oil & Gas (Refinery), Textiles, Chemicals, Power, News Paper, etc. He quit job career in April 2009 and started his consulting work. During the career he dealt with successfully the business of; Textiles, Refining, Steel making, Power plants, Rayon and chemicals, Newspapers, Acquiring of Oil and Gas fields, Acquiring of mining assets.

Shri Vishwambhar C. Saraf is a commerce graduate from the University of Bombay and after graduation he joined the family business. He has more than 50 years of business experience. He is Chairman and Managing Director of Remi Elektrotechnik Limited. He is on the Board of Remi Edelstahl Tubulars Limited, Remi Process Plant and Machinery Limited, Magnificent Trading Private Limited, Technocraft Industries (India) Limited and Aura Realfinvest Private Limited.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than those mentioned in the respective resolutions and their relatives are in any way concerned or interested, financially or otherwise, in the resolutions as set out at Item Nos. 8 to 9 of this Notice.

Registered Office:

A-25, Technocraft House, MIDC,
Marol Industrial Area, Road No. 3,
Opp. ESIS Hospital, Andheri (E), Mumbai.
CIN: L28120MH1992PLC069252
www.technocraftgroup.com.

Place: Mumbai

Date: August 10, 2018

By Order of the Board

For Technocraft Industries (India) Limited

Neeraj Rai

Company Secretary

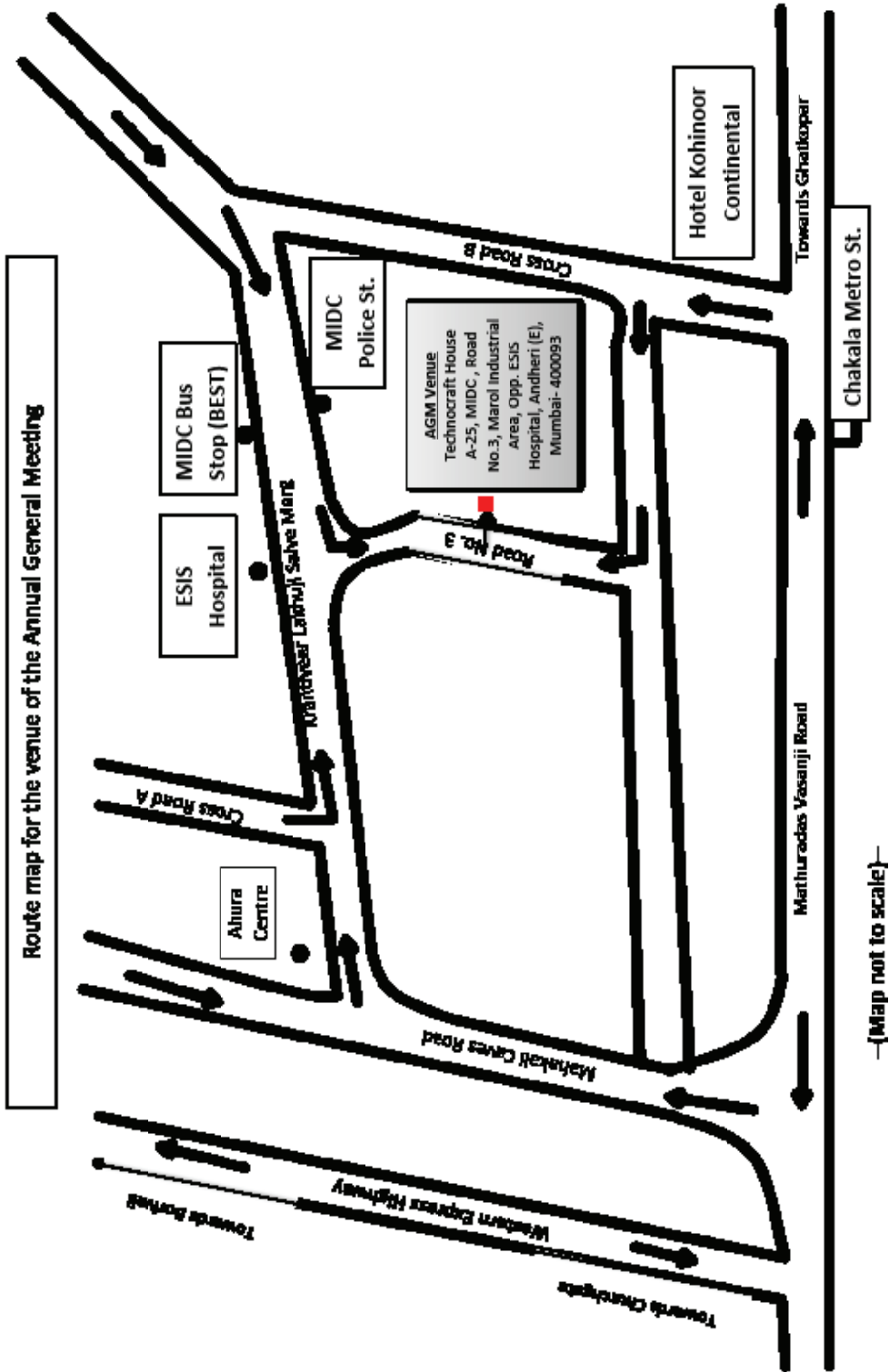
ANNEXURE TO THE NOTICE

Details of Directors seeking re-appointment/appointment at the Annual General Meeting in pursuance of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Directors	Mr. Sudarshan Kumar Saraf	Mr. Navneet Kumar Saraf	Mr. Atanu Anil Choudhary
Date of Birth	June 7, 1949	September 21, 1977	November 15, 1960
Age	69 Years	40 Years	57 Years
Date of Appointment	October 28, 1992	February 6, 2015	December 15, 2008
DIN No.	00035799	00035686	02368362
Expertise in specific functional areas	He has over 2 decade of experience in the Engineering operations, Production, Process improvement of the company.	Working in the organization, since 2001. He takes care of domestic as well as overseas, operation of engineering and I.T. Operations of the Group.	He is having rich experience in steel and pipe industries, since 2008 he is working as occupier of the factories under the Factory Act, 1948.
No. of equity shares held in TIIL	67,94,903 individually and 74,797 in his HUF	14,13,082	NIL
Qualifications	Mechanical Engineering from the prestigious Indian Institute of Technology, Bombay	Bachelors in mechanical engineering from University of Manchester, United Kingdom.	Intermediate
List of other directorships in listed entities (Other than TIIL)	NIL	NIL	NIL



Membership/ Chairman of Committees of the other listed entities (Other than TIIL)	NIL	NIL	NIL
Relationships, if any, between Directors inter-se	Mr. Sudarshan Kumar Saraf is a brother of Mr. Sharad Kumar Saraf and father of Mr. Navneet Kumar Saraf	Mr. Navneet Kumar Saraf is son of Sudarshan Kumar Saraf	NIL
Name of the Directors	Mr. Aubrey Ignatius Rebello	Mr. Jagdeeshmal Mehta	Mr. Vishwambar C Saraf
Date of Birth	January 08, 1947	October 10, 1942	August 5, 1939
Age	71 Years	76 Years	79 Years
Date of Appointment	May 30, 2018	December 19, 2013	February 6, 2015
DIN No.	08091710	00847311	00161381
Expertise in specific functional areas	He is having over 40 years of Corporate Business Experience as CEO, Business Head at TATA's & Bayer. His domain expertise covers Auto, Financial Services, Materials Management, Marketing & Sales, and L&D.	Shri Jagdeesh Mal Mehta has career spanning for over 51 years and since 1971, he has been CEO with total responsibility of a Company reporting directly to chairman. He has an Excellent track record in managing various types of companies like, oil & Gas (Refinery), Textiles, Chemicals, Power, News Paper etc.	He has more than 50 years of business experience. He is Chairman and Managing Director of Remi Elektrotechnik Ltd. He is on the Board of Remi Edelstahl Tubulars Ltd., Remi Process Plant and Machinery Ltd., Magnificent Trading Private Ltd., Technocraft Industries (India) Ltd. and Aura Realfinvest Private Ltd.
No. of equity shares held in TIIL	NIL	NIL	NIL
Qualifications	Gold Medalist MBA from IIM Ahmedabad, Engineer from IIT Bombay and a Certified Executive Coach from ICF and NEWS (Switzerland)	Mr. Mehta is Law Graduate	Mr. Vishwambar C. Saraf holds a Bachelor's Degree in Commerce from Mumbai University
List of other directorships in listed entities (Other than TIIL)	NIL	Banswara Syntex Ltd.	Remi Elektrotechnik Ltd. Remi Process Plant and Machinery Ltd., Remi Edelstahl Tubulars Ltd.
Membership/ Chairman of Committees of the other listed entities (Other than TIIL)	NIL	NIL	Remi Elektrotechnik Ltd. – Member of Audit Committee, Stakeholder Grievances Committee Remi Edelstahl Tubulars Ltd. – Chairman of Stakeholder Grievance Committee Remi Process Plant and Machinery Ltd.- Chairman of Stakeholder Grievance Committee
Relationships, if any, between Directors inter-se	NIL	NIL	NIL





BOARD'S REPORT

To,

The Members,

Your Directors have pleasure in present, twenty sixth Annual Report on the business and operations of the Company together with the audited accounts for the Financial Year ended March 31, 2018.

Financial highlights

(₹ In Lakhs)

Particulars	Standalone		Consolidated	
	2017-18	2016-17	2017-18	2016-17
Revenue from Operations	101,390.12	87,173.49	118,795.44	94,370.21
Other Income	4,617.14	3,557.86	5,206.68	4,122.67
Total Income	106,007.26	90,731.35	124,002.12	98,492.88
Earnings before Interest, Depreciation and Tax (EBITA)	19,584.14	17,088.67	22,207.68	18,722.78
Less: Finance Costs	1,726.54	1,478.35	2,289.25	1,882.07
Depreciation	2,303.57	1,872.98	2,929.07	2,414.12
Profit before Tax	15,554.03	13,737.34	16,989.36	14,426.59
Less: Tax Expense	4,691.77	4,005.21	4,991.54	4,278.74
Profit After Tax	10,862.26	9,732.13	11,997.82	10,147.85
Add: Other Comprehensive Income	-286.71	70.39	-279.13	60.95
Total Comprehensive income carried to Other Equity	10,575.55	9,802.51	11,718.69	10,208.80

Dividend

During the Financial Year under review, no dividend was declared.

Buy-Back of Shares

During the Financial Year under review, offer for Buy-back upto 28,00,000 Equity Share Face Value of ₹ 10/- at price of ₹ 525/- (Face Value ₹ 10/- and Premium of ₹ 515/-) on a proportionate basis was given to the shareholders, through the tender offer method. The company has bought back 18,38,313 Equity Shares and distributed ₹ 9,651.14 Lakhs to the shareholders whose shares were bought back.

Reserves

Your Company does not propose to transfer amounts to the General Reserve out of the amount available for appropriation and an amount of ₹ 10575.55 Lakhs is proposed to be retained in the retained earnings.

Out of the General Reserve of ₹ 21,808.58 Lakhs, (as on March 31, 2017) ₹ 9,467.31 Lakhs was utilized for Buy-back and 183.83 Lakhs was transferred to Capital Redemption Reserve Accounts and thus the General Reserve as on March 31, 2018 was stood at ₹ 12,157.44 Lakhs.

As on March 31, 2018 aggregate Reserve and Surplus was ₹ 62,317.60 Lakhs as compare to ₹ 61,209.36 Lakh as on March 31, 2017.

Operations

During the year under review the Company has closed the year with total standalone revenue of ₹101,390.12 Lakhs. On Consolidated basis the total revenue is ₹ 118795.44 Lakhs.

Standalone EBITA improved to ₹ 19584.14 Lakhs, compared to ₹ 17,088.67 Lakhs, of previous year, which is higher by 16.40%. Consolidated EBITA improved to ₹ 22207.68 Lakhs compared to ₹ 18,272.47 Lakhs, which is higher by 18.61%.

Employee Stock Option Scheme (ESOP)

Your Company does not have any Employee Stock Option Scheme (ESOP).



Deposits

During the year under review, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);.

Conservation of energy, technology absorption and foreign exchange earnings and outgo

The information relating to the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required to be disclosed under the Companies (Accounts) Rules, 2014, is given in Annexure-I forming part of this Report.

Statutory Auditors

Statutory Auditors of the Company is M/s Khandelwal Prakash Murari Bhandari & Co. Chartered Accountants, Mumbai.

At the 25th Annual General Meeting of the Company, M/s Khandelwal Prakash Murari Bhandari & Co. Chartered Accountants, was appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 25th Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2022.

The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 1833(E) dated May 7, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of the AGM Notice.

Auditors' Report

The Auditors' Report to the Members on the Accounts of the Company for the Financial Year ended March 31, 2018 does not contain any qualification, reservation or adverse remark.

Secretarial Audit

Secretarial Audit for the Financial Year 2017-18 was conducted by M/s Pramod Jain & Co, Company Secretaries in Practice in accordance with the provisions of Section 204 of the Act. The Secretarial Auditor's Report is attached to this Report as Annexure –II. There are no qualifications or observations or remarks made by the Secretarial Auditor in his Report.

Cost Audit

In compliance with the provisions of Section 148 of the Act, the Board of Directors of the Company at its meeting held on May 30, 2018 has appointed M/s NKJ & Associates, Cost Accountant as Cost Auditors of the Company for the Financial Year 2018-19.

The Company has made and maintained the cost records for the Financial Year ended March 31, 2018, as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and the said cost records were audited by M/s NKJ & Associates, Cost Accountant as Cost Auditors of the Company,

In terms of the provisions of Section 148 (3) of the Act read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors has to be ratified by the members. Accordingly, necessary resolution is proposed at the ensuing AGM for ratification of the remuneration payable to the Cost Auditors for Financial Year 2018-19.

Particulars of Loans, Guarantees or Investments

Particulars of Loans, Guarantees and Investments made during the year as required under the provisions of Section 186 of the Act are given in the notes to the Standalone Financial Statements, forming part of the Annual Report.

Also, pursuant to Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Hereinafter as the "SEBI Listing Regulations"), particulars of Loans/ Advances given to Subsidiaries have been disclosed in the notes to the Standalone Financial Statements, forming part of the Annual Report.



Subsidiaries:

As on March 31, 2018 there were 21 subsidiaries of the Company:

Direct Indian subsidiaries:

1. Technosoft Engineering Projects Limited ("TEPL")
2. Technocraft Tabla Formwork Systems Private Limited
3. TIL Marketing Private Limited (Erstwhile TIL Packaging Private Limited)
4. Technocraft Closures Private Limited
5. Techno Defence Private Limited

Limited Liability Partnership:

6. Shreyan Infra & Power LLP

Direct foreign Subsidiaries:

7. Technocraft International Limited, UK (WOS of the Company) ("TIL-UK")
8. Technocraft Spolka Zoo, Poland (WOS of the Company)
9. Technocraft Australia Pty Ltd., Australia (WOS of the Company)
10. Anhui Reliable Steel Technology Co Ltd, China (WOS of the Company)

Step down subsidiaries:

11. Technosoft Engineering, Inc, USA (WOS of TEPL) ("TEI-USA")
12. Technosoft Engineering UK Ltd (WOS of TEPL)
13. Technosoft GMBH, Germany, (Subsidiary of TEPL)
14. Highmark International Trading FZE, UAE (WOS of TIL-UK) ("HITF-UAE")
15. Swift Engineering Inc., Canada, (WOS Subsidiary of HITF-UAE)
16. AAIT / Technocraft Scaffold Distribution LLC, USA (Subsidiary of TIL-UK).
17. Crosswall International Trading Ltd., UAE (Subsidiary of HITF-UAE).
18. Technosoft Innovations INC, USA (WOS of TEI-USA)
19. 2045690 Alberta Ltd, CANADA [Step Engineering] (Subsidiary of TEI-USA)
20. Technosoft Services, INC.,USA (WOS of TEI-USA)
21. Swift Projects Inc., USA (WOS of 2045690 Alberta Ltd, CANADA [Step Engineering])

During the year under review following Companies have become the new Subsidiaries:

- Technosoft Engineering UK Ltd (WOS of Technosoft Engineering Projects Limited)
- 2045690 Alberta Ltd, CANADA [Step Engineering] (Subsidiary of Technosoft Engineering Inc, USA)
- Technosoft Services, INC.,USA (WOS of Technosoft Engineering Inc, USA)

During the year under review Technosoft Engineering Private Limited, UK (WOS of Technosoft Engineering INC, USA) was got closed in November 2017, because of having no business in the said Company.

During the Financial Year under review Technosoft Engineering Projects Limited has sold its entire holding in Swift Engineering Inc., Canada (i.e. 59%) to Highmark International Trading FZE, UAE (step down subsidiary of the company), on arm's length price and Highmark International Trading FZE also purchased remaining 41% holding from the other shareholders and thus Swift Engineering has become 100% step down subsidiary.



Also during the Financial Year under review Swift Engineering Inc., Canada has sold its entire holding in Swift Projects Inc., USA (i.e. 100%) to 2045690 Alberta Ltd, CANADA [Step Engineering] (step down subsidiary of the company), on arm's length price.

Also during the Financial Year under review ownership of AAIT / Technocraft Scaffold Distribution LLC has been transferred from HITF-UAE to TIL-UK.

Swift Engineering Inc., Canada has sold its entire holding in Swift Projects Inc., USA (i.e. 100%) to 2045690 Alberta Ltd, CANADA [Step Engineering] (step down subsidiary of the company), on arm's length price.

Except the above no other company has become/ceased to be a subsidiary, joint venture or associate during the financial year 2017-18.

Pursuant to Section 129(3) of the Act, a statement containing the salient features of the financial statements of each of the subsidiary in the prescribed form AOC-1 is annexed to the Annual Report the financial statements of the subsidiaries are kept for inspection by the shareholders at the Registered Office of the Company. The said financial statements of the subsidiaries are also available on the website of the Company www.technocraftgroup.com under the Investors Section.

As required under Rule 8 of the Companies (Accounts) Rules, 2014 the highlights of performance of subsidiaries and their contribution to the overall performance of the company during the period are duly explained in the form AOC-1 read with consolidated financial statement, annexed to the Annual Report.

The Company has also formulated a Policy for determining material subsidiaries, which is uploaded on the website of the Company i.e. www.technocraftgroup.com and can be accessed at <http://www.technocraftgroup.com/pdf/Policy-For-Determining-Material-Subsidiary-Companies.pdf>

Consolidated Financial Statements

Your Directors have pleasure in attaching the Consolidated Financial Statements pursuant to Section 129(3) of the Act and SEBI Listing Regulations and prepared in accordance with the Accounting Principles generally accepted in India including the Indian Accounting Standards specified under Section 133 of the Act.

In accordance with the Section 129(3) of the Act, the audited Consolidated Financial Statements are provided in this Annual Report.

Corporate Governance

Your Company is in compliance with the Corporate Governance guidelines, as laid out in the SEBI Listing Regulations.

As per Regulation 34 (3) read with Schedule V of the SEBI Listing Regulations, a separate section on corporate governance practices followed by the Company, together with a certificate from M/s. Pramod Jain & Co. Company Secretaries, confirming compliance forms an integral part of this Report.

The annual report of the Company contains a certificate by the Chief Executive Officer in terms of SEBI Listing Regulations on the compliance declarations received from the Directors and the Senior Management personnel and a Certificate by M/s. Pramod Jain & Co. Company Secretaries, who have examined the requirements of Corporate Governance with reference to SEBI Listing Regulations and have certified the compliance, as required under SEBI Listing Regulations.

Internal Control systems and their Adequacy

The Company has Internal Control Systems, Commensurate with the size, scale and complexity of its operations. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control systems in the Company, accounting procedures and policies within the Company. Based on the report of internal audit function, process owners undertake corrective action in respective areas and thereby strengthen the controls. Significant observations and corrective actions thereon are presented to the Audit Committee from time to time.

Internal Financial Controls and their adequacy

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, 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. The Company has adopted accounting policies, which are in line with the Accounting Standards and the Act.



Extract of the Annual Return

The details forming part of the extract of Annual Return in prescribed Form MGT 9 is annexed hereto as Annexure-III and forms the part of this Report. Annual Report having the extract of Annual Return shall be available on the website of the Company i.e. www.technocraftgroup.com.

Share Capital

During the Financial Year ended March 31, 2018 the company has bought back 18,38,313 Equity Shares at the rate of ₹ 525/- (Face Value ₹ 10/- and Premium of ₹ 515) under the Buy-back offer through tender route, by which the Paid-up Equity Capital of the Company has been reduced to ₹ 24,46,16,870/- consisting of 2,44,61,687 Equity Shares of ₹ 10/- Each.

During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2018, none of the Directors of the Company holds instruments convertible into equity shares of the Company.

Directors and Key Managerial Personnel

As per the provisions of Section 152 of the Act, Mr. Atanu Anil Choudhary, Whole-time Director and Mr. Navneet Kumar Saraf, CEO & Whole-time Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI Listing Regulations.

Details of the Director seeking appointment at the Annual General Meeting, as required in terms of Regulation 36(3) of the SEBI Listing Regulations is provided in the Annexure to the Explanatory Statement to the Notice.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company are Mr. Sharad Kumar Saraf, Chairman & Managing Director, Mr. Sudarshan Kumar Saraf, Co-Chairman & Managing Directors, Mr. Navneet Kumar Saraf, CEO & Whole-time Director, Mr. Ashish Kumar Saraf, Whole-time Director & Chief Financial Officer, Mr. Atanu Choudhary, Whole-time Director and Mr. Neeraj Rai, Company Secretary of the Company. Mr. Navneet Kumar Saraf, Whole-time Director was also appointed CEO w.e.f November 10, 2017, except this there was no change in the Key Managerial Personnel during the period under review.

Mr. Sudarshan Kumar Saraf, was appointed Managing Director for a period of 5 years, whose term is expiring on August 31, 2018.

Further, pursuant to Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole-Time Director or Manager unless it is approved by the Members by passing a special resolution. Part I of Schedule V to the Act contains a similar relaxation. Mr. Saraf will also attain the age of 70 years on June 7, 2019 and hence his appointment is proposed for the approval of Members by way of a Special Resolution in the ensuing AGM.

The Remuneration and other details of Key Managerial Personnel for the financial year ended March 31, 2018 are mentioned in the Extract of the Annual Return which is attached to the Board's Report.

Meetings of the Board of Directors

The Board of Directors of your Company met 4 (four) times during 2017-18. The Meetings were held on May 30, 2017, August 10, 2017, November 10, 2017 and February 14, 2018. The time gap between any two consecutive meetings did not exceed one hundred and twenty days.

Audit Committee

As on the date of the Board Report the Audit Committee comprised of five Independent Directors namely Mr. Vinod Agarwala (Chairman), Mr. Aubrey Rebello, Mr. Jagdeesh Mal Mehta, Mr. Vishwambhar C. Saraf and Ms. Vaishali Choudhari, all the recommendations made by the Audit Committee were accepted by the Board.



Whistle Blower Policy/ Vigil Mechanism

In Compliance with the provisions of Section 177 of the Act and Regulation 22 of the SEBI Listing Regulations the Company has a Whistle Blower Policy (the “WB Policy”) with a view to provide vigil mechanism to Directors, employees and other stakeholders to disclose instances of wrong doing in the workplace and report instances of unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy. The WB Policy also states that this mechanism should also provide for adequate safeguards against victimization of Director(s)/ Employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The Whistle Blower Policy has been posted on the website of the Company at the link <http://www.technocraftgroup.com/pdf/Whistle-Blower-Policy.pdf>.

Nomination and Remuneration Committee

As on the date of the Board Report, the Nomination and Remuneration Committee comprised of three Independent Directors namely Mr. Vishwambhar C. Saraf - (Chairman), Ms. Vaishali Choudhari and Mr. Aubrey Rebello.

Nomination and Remuneration Policy

The Nomination and Remuneration Policy recommended by the Nomination and Remuneration Committee is duly approved by the Board of Directors of the Company and the Remuneration Policy of the Company is attached to the Board’s Report as Annexure-IV.

Corporate Social Responsibility (CSR)

Pursuant to Section 135 of the Act a Corporate Social Responsibility (CSR) Committee was constituted. As at March 31, 2018, the CSR Committee comprised of two Executive Directors and one Independent Director namely Mr. Sharad Kumar Saraf, Mr. Sudarshan Kumar Saraf and Ms. Vaishali Choudhari.

Corporate Social Responsibility Policy recommended by CSR Committee of the Directors has been approved by the Board of Directors of the Company. The same is available on the website of the Company i.e. www.technocraftgroup.com and also attached to this Report as Annexure-V.

The disclosure relating to the amount spent on Corporate Social Responsibility activities of the Company for the financial year ended March 31, 2018 is attached to this Report as Annexure-VI.

Transfer of unclaimed / unpaid dividend to Investor Education and Protection Fund (IEPF)

In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013, read with the Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as “IEPF Rules”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the IEPF, maintained by the Central Government. In pursuance of this, the dividend remaining unclaimed or unpaid in respect of dividends declared upto the financial year ended March 31, 2010 have been transferred to the IEPF. The details of the unclaimed dividends so transferred are available on the Company’s website, www.technocraftgroup.com and in the website of the Ministry of Corporate Affairs at www.mca.gov.in.

It may be noted that the unclaimed dividend for the financial year 2010-11 declared on September 30, 2011, is due to be transferred to the IEPF by November 5, 2018. The same can however be claimed by the Members before it. Members who have not encashed the dividend warrant(s) from the financial year ended March 31, 2011 onwards may forward their claims to the Company’s Registrar and Share Transfer Agents before they are due to be transferred to the IEPF.

In accordance with Section 124(6) of the Act, read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for seven consecutive years or more are required to be transferred to the demat Account of the IEPF Authority. Accordingly, all the shares in respect of which dividends were declared upto the financial years ended March 31, 2009 and 2010 and remained unpaid or unclaimed were due to be transferred to the IEPF. The Company had sent notices to all such members in this regard and published a newspaper advertisement and thereafter transferred the shares to the IEPF during financial year 2017-18. The details of such shares transferred have been uploaded in the Company’s website www.technocraftgroup.com.

The shares and unclaimed dividend transferred to the IEPF can however be claimed back by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The Member/Claimant is required to make an online application to the IEPF Authority in Form IEPF -5 (available on iepf.gov.in) along with requisite fees as



decided by the IEPF Authority from time to time. The Member/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

The Company has also sent notices to all member in respect of which dividends were declared for financial year ended March 31, 2011 and have not claimed for continuous period of seven years reminding them to claim their dividends otherwise their corresponding shares will also be transferred into IEPF account as required under Section 124(6) of the Act.

During the year under review, the Company has transferred a sum of ₹ 81,636.00 to Investor Education and Protection Fund (IEPF) pursuant to Section 125 of the Companies Act, 2013. The said amount represents dividend for the Financial Year 2009-10 which remained unclaimed by the members of the Company for a period exceeding 7 years from its due date of payment. During the Financial Year the Company has also transferred 1898 Equity Shares of 36 Shareholders into IEPF, pursuant to Section 124(6) of the Act.

Particulars of contracts or arrangements with related parties

All related party transactions entered during the year were in the ordinary course of business and on an arm's length basis.

The related party transactions attracting compliance under Section 177 of the Act and / or Regulation 23 of the SEBI Listing Regulations were placed before the Audit Committee for omnibus approval/approval.

Prior omnibus approval of the Audit Committee was also sought for transactions which are of a foreseen and repetitive nature. A statement of all related party transactions entered was presented before the Audit Committee on a quarterly basis, specifying the nature, value etc. and also before the Board on annual basis.

In terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 approval of shareholder was taken during the Financial Year under review for following related party transaction.

Name of the Related Party	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution.
AAIT/ Technocraft Scaffold Distribution LLC FZE ("AAIT")	Subsidiary of wholly owned subsidiary Technocraft International Ltd. UK.	AAIT is a distribution Company for sale of scaffolding out of India. Sale of scaffoldings upto ₹ 73.73 Crores for Financial Year 2017-18	The transactions are in the ordinary course of business and are at an Arm's Length basis.

Approval was taken for approx amount of upto ₹ 150.00 Crores however the transaction was made for ₹ 73.73 Crores only. Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 read Rule 8 (2) of the Companies (Accounts) Rules, 2014, AOC-2 is annexed as Annexure-VII.

Further the details of the transactions with related parties are provided in the Company's financial statements in accordance with the Accounting Standards.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available on website of the Company at the link: <http://www.technocraftgroup.com/pdf/Policy-On-Related-Party-Transactions.pdf>

Particulars of Employees and other additional information

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, form part of this Report and are annexed as Annexure-VIII.

The information as required under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided on the request by any member of the Company. In terms of Section 136 (1) of the Companies Act, 2013, the Report and the Accounts are being sent to the members excluding the said Annexure. Any member interested in obtaining copy of the same may write to the Company Secretary at the Registered Office of the Company.



Risk management policy

Pursuant to the requirement of Section 134 (3) (n) of the Act, the Company has in place a structured risk management policy. The Risk management process is designed to safeguard the organisation from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business.

Performance Evaluation

Pursuant to the provisions of Section 134 (3) (p), 149(8) and Schedule IV of the Act and Regulation 17 of the SEBI Listing Regulations, annual Performance Evaluation of the Directors as well as of the Audit Committee, Nomination and Remuneration has been carried out.

The criteria for performance evaluation were approved by the Nomination and Remuneration Committee.

The Performance Evaluation of the Independent Directors, Board Committees was carried out by the entire Board and the Performance Evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors.

Independent Directors Meeting

During the financial year under review, the Independent Directors of the Company met on February 14, 2018, inter-alia, to discuss:

- i) Evaluation of performance of Non-Independent Directors and the Board of Directors of the Company as a whole.
- ii) Evaluation of performance of the Chairman of the Company, taking into view of Executive and Non-Executive Directors.
- iii) Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Directors' Responsibility Statement

In accordance with the provisions of Section 134 (5) of the Act, your Directors based on the representation/ confirmation received from the Chairman and from the Chief financial Officer, confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- b) the selected accounting policies were applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit of the Company for the year ended on that date.
- c) proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) the annual accounts have been prepared on a going concern basis.
- e) the internal financial controls have been laid down to be followed by the Company and such controls are adequate and are operating effectively.
- f) proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems are adequate and are operating effectively.

Requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder, your Company has constituted an Internal Complaints Committee (ICC). During the year under review, no cases were received/ filed pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013



Material changes & commitment if any, affecting financial position of the Company from the end of financial year till the date of the report.

There have been no material changes and commitments, if any, 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 this Report.

Reporting of Frauds:

There have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of the Act and Rules framed thereunder either to the Company or to the Central Government.

Familiarization Programmes for Board Members

The Familiarization program aims to provide insight to the Independent Directors to understand the business of the Company. Upon induction, the Independent Directors are familiarized with their roles, rights and responsibilities.

All the Directors of the Company are updated as and when required, of their role, rights, responsibilities under applicable provisions of the Companies Act and the SEBI Listing Regulations, Secretarial Standards; nature of industry in which the Company operates, business model of the Company, etc. The Company holds Board and the Committee Meetings from time to time. The Board of Directors has complete access to the information within the Company. The Independent Directors have the freedom to interact with the Company's management. Directors are also informed of the various developments in the Company through various modes of communications. All efforts are made to ensure that the Directors are fully aware of the current state of affairs of the Company and the industry in which it operates.

The details of such familiarization programmes for Independent Directors of the Company are posted on the website of the Company <http://www.technocraftgroup.com/pdf/Details-of-the-familiarization-programmes-imparted-to-independent-directors.pdf>

Secretarial Standards

Pursuant to Section 118(10) of the Companies Act, 2013 the Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings;

Significant and material Orders passed by the Regulators/Courts, if any

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

Acknowledgements

Your Directors would like to acknowledge and place on record their sincere appreciation to all stakeholders, clients, Financial Institutions, Bank, Central and State Governments, the Company's valued investors and all other business partners for their continued co-operation and excellent support received during the year.

Your Directors recognize and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to its progress.

Registered Office:

A-25, Technocraft House, MIDC,
Marol Industrial Area, Road No. 3,
Opp. ESIS Hospital, Andheri (E), Mumbai.
CIN: L28120MH1992PLC069252
www.technocraftgroup.com

Place: Mumbai

Date: August 10, 2018

For and on behalf of the Board of Directors

Sharad Kumar Saraf
Chairman & Managing Director
DIN 00035843



ANNEXURE-I TO THE BOARD'S REPORT

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

Conservation of energy:

The Company is continuing with energy saving measures initiated earlier and also took following steps during the period under review:

1. As a constant practice this year also we have replaced many numbers of ordinary lights with high quality LED Lights, which consumes less electricity and LED lights have more life as compare to ordinary lights. The new LED lights saves around 60-65% electric power as compared to the old lights.
2. During the year we have installed PLC in crane system as a result of which efficiency of crane is improved it works electronically, breakdown reduced, requires less space and more safer than previous one.
3. During the year we have installed servo drive system with speed and hole punching distance selection display. It made easy for pipe punching operation like feeding and ejection it also improve quality and quantity for hole to hole pitch distance by which cycle time reduced.
4. During the year we have also installed VFD System in replacement of slip ring system and oil cooling resistance box. Earlier all motor was run on slip ring and voltage dropping resistance. As a results of which it reduced Carbone brush, resistance oil leakage, contactor wren out related breakdown and therefore reduced time and improve efficiency of work.
5. During the year we have designed a modular *Indirect Evaporative Cooler of Compressor Cooling Water using RO Reject Water, IEC_CCW*, and demonstrate the effectiveness of this technology to conserve energy required to vaporise RO reject water while concurrently cooling the air compressor cooling water. It will also conserve fresh water needed in conventional cooling towers to cool the air compressor cooling water.
6. During the year we have installed an energy saving heat pump package to meet the complete heating demand of drum closure factory, de-greasing line (60 kw/hr) & subsidize the cooling side demand by catering to one plating tank (35kw/hr)

The Company is running 15MW thermal power plant since 2010 for captive consumption, which is a good initiative of the Company for conservation of energy.

Technology absorption

- (i) **the efforts made towards technology absorption;** Technology for making the products are already absorbed and the Company continuously works on improving the same. We believe in continual improvement in our designs and products for ensuring full customer satisfaction. Innovation in process control, product development, cost reduction and quality improvement are being made on continuous basis as per the requirements of the market.
- (ii) **the benefits derived like product improvement, cost reduction, product development or import substitution;** quality improvement, cost reduction, Labour reduction, higher productivity with better quality, increase in demand due to quality improvement are some benefits our out of technology absorption.
- (iii) **in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-** Not Applicable
- (iv) the expenditure incurred on Research and Development: approx. nil



Foreign exchange earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

(₹ In Lakhs)

Particulars	2017-18	2016-17
A: Earning		
FOB Value of Export	72,626.73	65,703.07
Interest Received	95.98	65.56
Guarantee Fees Received	106.60	73.99
Total Earning in foreign exchange	72,829.31	65,842.62
B: Outgo		
CIF Value of Import of Raw Material, Stores & Spare Parts & Traded Goods	2,380.28	3,112.91
Other Expenditures	1,284.92	1,310.59
Total expenditure in foreign exchange	3,665.20	4,423.50

(Previous year's figures have been regrouped wherever necessary to conform to the current year's presentation)



ANNEXURE-II TO THE BOARD'S REPORT

Form -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 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To

The Members of

Technocraft Industries (India) Limited

A-25, MIDC, Road No.3 Marol Industrial Area,

Andheri (East), Mumbai – 400093

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Technocraft Industries (India) Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the financial year commencing from April 1, 2017 and ended March 31, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Technocraft Industries (India) Limited** ("The 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 thereunder;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment (FDI) Overseas Direct Investment and External Commercial Borrowings [applicable to the extent of Foreign Direct Investment and Overseas Direct Investment];
 - v. The following Regulations and Guidelines, to the extent applicable, prescribed under The Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act, 2013 and dealing with client;
 - d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - vi. The Laws as are applicable specifically to the Company: Industrial Disputes Act, 1947; Trade Unions Act, 1926; Minimum Wages Act, 1948; Payment of Wages Act, 1936; Payment of Bonus Act, 1965; Employees' Provident Funds and Miscellaneous Provisions Act, 1952; Employees' State Insurance Act, 1948; Labour Welfare Fund Act ; Payment of Gratuity Act, 1972; Employee's Compensation Act, 1923; Factories Act, 1948; Industrial Employment



(Standing Orders) Act, 1946; Shops and Commercial Establishments Act ; Contract Labour (Regulation and Abolition) Act, 1970; Weekly Holiday Act, 1942; National and Festival Holidays Act 1963; Equal Remuneration Act, 1976; Maternity Benefits Act, 1961; The Sexual Harassment at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 ; The Environmental (Protection) Act, 1986, The Water (Prevention & Control of Pollution) Act, 1974; The Air (Prevention & Control of Pollution) Act, 1981; The Hazardous Wastes (Management, Handling and Transboundary Movements) Rules, 2008 ;Apprentices Act, 1961 and Acts as prescribed under Shop and Establishment Act of various local authorities.

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:
 - i. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - ii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - iii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - iv. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
3. We have also examined compliance with the applicable clauses of the following:
 - i. Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India,;
 - ii. The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.
5. We have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, and Regulations to the Company.
6. We further report that:
 - i. The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.
 - ii. 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 of the meeting.
 - iii. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
7. We further report that based on the review of the Compliance mechanism established by the Company and on the basis of Compliance Certificate(s) issued by the Chairman & Managing Director and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in the Company with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
8. We further report that, during the audit period, there were no specific events/actions in pursuance of above referred the laws, rules, regulations, guidelines, standards, etc., having a major bearing on the company's affairs.

For Pramod Jain & Co.
Company Secretaries

Place: Mumbai
Date: August 10, 2018

(Pramod Kumar Jain)
Proprietor FCS No: 6711 CP No: 11043

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



To

The Members of

Technocraft Industries (India) Limited

A-25, MIDC, Road No.3 Marol Industrial Area,

Andheri (East), Mumbai – 400093

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

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

For Pramod Jain & Co.
Company Secretaries

Place: Mumbai
Date: August 10, 2018

(Pramod Kumar Jain)
Proprietor FCS No: 6711 CP No: 11043



ANNEXURE-III TO THE BOARD'S REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2018

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

I. Registration and other details:

i	CIN:	L28120MH1992PLC069252
ii	Registration Date	28/10/1992
iii	Name of the Company	Technocraft Industries (India) Limited
iv	Category / Sub-Category of the Company	Company Limited By Shares/Indian Non- Government
v	Address of the Registered office and contact details	A-25, Technocraft House, MIDC, Marol Industrial Area, Road No. 03, Andheri (East) Mumbai-400093 Tel: 022-2836-2222 Fax: 022-2836703
vi	Whether listed company Yes / No	Yes
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C-101, 247 Park, L B S Marg, Vikroli West, Mumbai – 400 083. Tel: +91 22 49186000 Fax: +91 22 49186060

II. Principal business activities of the company

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service (As per NIC Code 2008)	% to total turnover of the company
1	Manufacturing of Drum Closures	24109/25999	27.06%
2	Manufacturing of tubes and Scaffoldings	24106	34.47%
3	Manufacture of knitted and crocheted cotton fabrics, Preparation and spinning of cotton fiber, Manufacture of textile garments.	13111, 13911, 14101	33.98%
4	Power Generation by coal based thermal power plants	35102	4.48%

III. Particulars of holding, subsidiary and associate Companies -

Sr. No.	Name of the Company	Address of the Company	CIN/LLPIN/GIN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Technosoft Engineering Projects Limited	A-25, MIDC, Andheri (E), Mumbai- 400093	U72200MH2000PLC124541	Subsidiary	84.02%	2(87)(ii)
2	Technocraft Tabla Formwork Systems Private Limited	A-25, MIDC, Andheri (E), Mumbai- 400093	U29300MH2010PTC201272	Subsidiary	65.00%	2(87)(ii)
3	TIL Marketing Private Limited (Earlier known as TIL Packaging Pvt Ltd)	A-25, MIDC, Andheri (E), Mumbai- 400093	U74999MH2016PTC281811	Subsidiary	100%	2(87)(ii)
4	Technocraft Closures Private Limited	A-25, MIDC, Andheri (E), Mumbai- 400093	U74999MH2016PTC281816	Subsidiary	100%	2(87)(ii)



5	Techno Defence Private Limited	A-25, MIDC, Andheri (E), Mumbai- 400093	U74999MH2016PTC287143	Subsidiary	70%	2(87)(ii)
6	Technocraft International Ltd.	Unit 2 Hammond Court, Hammond Avenue, Whitehill Industrial Estate, Stockport, Cheshire, SK4 1PQ, (UK)	N.A.	Subsidiary	100%	2(87)(ii)
7	Technocraft Spolka Zoo.	Lodz-92-318, ul AL. Pilsudskiego 133 M. (Poland)	N.A.	Subsidiary	100%	2(87)(ii)
8	Technocraft Australia Pty Ltd.	C/GOKANI & Associates, 96 Cahors Road, Padstow, NSW 2211 (Australia)	N.A.	Subsidiary	100%	2(87)(ii)
9	Anhui Reliable Steel Technology Co Ltd	Room No. 401, Block No.1, Building no. 258, Rulin Road, Quanjiao County, Anhui Province, China-239500	N.A.	Subsidiary	100%	2(87)(ii)
10	Highmark International Trading	SM-Office-F1-106C, Ajman Free Zone, UAE	N.A.	Step-down Subsidiary	100%	2(87)(ii)
11	Technosoft Engineering, Inc.	13400 Bishops Lane, Suite 30 Brookfield, WI 53005, USA	N.A.	Step-down Subsidiary	100%	2(87)(ii)
12	Swift Engineering Inc.	Suit 910, 736-8th Avenue, S.W. Calgary, AB T2P 1H4, (Canada)	N.A.	Step-down Subsidiary	100%	2(87)(ii)
13	2045690 Alberta Ltd, CANADA [Step Engineering]	Suite 500, 715 -5th Avenue SW, Calgary, Alberta, T2P 2X6	N.A.	Step-down Subsidiary	66.70%	2(87)(ii)
14	Swift Projects Inc	1700 N. Highland Road, Suite 200, Pittsburgh, PA 15241 USA	N.A.	Step-down Subsidiary	66.70%	2(87)(ii)
15	Shreyan Infra & Power LLP	A-25, MIDC, Andheri (E), Mumbai- 400093	AAC-1313	Subsidiary	90%	2(87)(ii)
16	AAIT / Technocraft Scaffold Distribution LLC, USA	7776 NW 73RD Court, Miami, FL 33166	N.A.	Step-down Subsidiary	85%	2(87)(ii)



17	Technosoft Innovation Inc. USA	140 South center Court Suite 600, Morrisville, NC 27560 Wake, USA	N.A.	Step-down Subsidiary	100%	2(87)(ii)
18	Crosswall International Trading Ltd, UAE	408, Dubai Real Estate Centre, Al Mina Road, Satwa, P. O. Box: 50127, Dubai, U.A.E.	N.A.	Step-down Subsidiary	100%	2(87)(ii)
19	Technosoft GMBH, Germany	Hildastrasse 22 76275 Ettlingen Deutschland	N.A.	Step-down Subsidiary	90%	2(87)(ii)
20	Technosoft Engineering UK Ltd	Office Number 504, 5th Floor St. George's House 6 st. George's Way Leicester Leicestershire LE1 1QZ	N.A.	Step-down Subsidiary	100%	2(87)(ii)
21	Technosoft Services Inc, USA	8040 Excelsior Drive Suite 400 Madison, WI 53717 United States of America	N.A.	Step-down Subsidiary	100%	2(87)(ii)

IV. Share Holding Pattern (Equity Share Capital breakup as percentage of total equity):

i) Category-wise Share Holding

Category of Shareholders	No. of shares held at the beginning of the year (As on April 1, 2017)				No. of shares held at the beginning of the year (As on March 31, 2018)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/HUF	19725000	0	19725000	75.00	17886902	0	17886902	73.12	(01.88)
b) Central Govt.	0	0	0	00.00	0	0	0	00.00	00.00
c) State Govt.(s)	0	0	0	00.00	0	0	0	00.00	00.00
d) Bodies corporate	0	0	0	00.00	0	0	0	00.00	00.00
e) Banks/FI	0	0	0	00.00	0	0	0	00.00	00.00
f) Any Other	0	0	0	00.00	0	0	0	00.00	00.00
Subtotal (A)(1):	19725000	0	19725000	75.00	17886902	0	17886902	73.12	(01.88)
2) Foreign									
a) NRIs Individuals	0	0	0	00.00	0	0	0	00.00	00.00
b) Other Individuals	0	0	0	00.00	0	0	0	00.00	00.00
c) bodies Corporate	0	0	0	00.00	0	0	0	00.00	00.00
e) Banks/FI	0	0	0	00.00	0	0	0	00.00	00.00
f) Any Other	0	0	0	00.00	0	0	0	00.00	00.00
Subtotal (A)(2):	0	0	0	00.00	0	0	0	00.00	00.00
Total shareholding of promoter (A)=(A)(1)+(A)(2)	19725000	0	19725000	75.00	17886902	0	17886902	73.12	(01.88)



Category of Shareholders	No. of shares held at the beginning of the year (As on April 1, 2017)				No. of shares held at the beginning of the year (As on March 31, 2018)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholdings									
1) Institutions									
a) Mutual Funds/UTI	1100445	0	1100445	4.18	0	0	0	00.00	(04.18)
b) Banks/FI	4564	0	4564	00.02	6216	0	6216	00.03	00.01
c) Central Govt.	0	0	0	00.00	0	0	0	00.00	00.00
d) State Govt.(s)	0	0	0	00.00	0	0	0	00.00	00.00
e) Venture Capital Funds	0	0	0	00.00	0	0	0	00.00	00.00
f) Insurance Companies	0	0	0	00.00	0	0	0	00.00	0.00
g) FIs	0	0	0	00.00	0	0	0	00.00	00.00
h) Foreign Venture Capital Funds	0	0	0	00.00	0	0	0	00.00	00.00
i) Foreign Portfolio Investor	359318	0	359318	1.37	385690	0	385690	01.58	0.21
i) Other (specify)	0	0	0	00.00	0	0	0	00.00	00.00
Alternate Investment Funds	0	0	0	00.00	904605	0	904605	3.70	3.70
Sub-Total (B)(1):-	1464327	0	1464327	5.57	1296511	0	1296511	5.30	(0.27)
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1000252	0	1000252	3.80	1037632	0	1037632	4.24	0.44
ii) Overseas	385575	0	385575	1.47	385575	0	385575	1.58	00.11
b) Individuals									
i) Individual Shareholders Holding nominal Share capital Upto ₹ 1 lakhs	1944346	2536	1946882	7.40	2315747	2536	2318283	9.48	2.08
ii) Individual Shareholders Holding nominal Share capital excess ₹ 1 lakhs	1344151	0	1344151	5.11	1082325	0	1082325	4.42	(0.69)
c) Other (Specify)									
Clearing Members	88664	0	88664	00.34	65182	0	65182	0.27	(0.07)
Foreign Nationals	0	0	0	00.00	0	0	0	00.00	00.00
Non Resident Indians (REPAT)	74818	0	74818	0.28	105359	0	105359	0.43	0.15
Non Resident Indian(NONREPAT)	40895	0	40895	0.16	81621	0	81621	0.33	0.18
MCA-IEPF	0	0	0	00.00	1898	0	1898	00.01	00.01
Hindu Undivided Family (HUF)	229436	0	229436	0.87	200399	0	200399	0.82	0.05
Sub-total (B)(2):-	5108137	2536	5110673	19.43	5275738	2536	5278274	21.57	2.14



Category of Shareholders	No. of shares held at the beginning of the year (As on April 1, 2017)				No. of shares held at the beginning of the year (As on March 31, 2018)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Total shareholding of Public (B)=(B)(1)+(B)(2)	6572464	2536	6575000	25.00	6572249	2536	6574785	26.88	1.88
C. Shares held by Custodian for GDRs & ADRs	0	0	0	00.00	0	0	0	00.00	00.00
Grand Total (A+B+C)	26297464	2536	26300000	100.00	24459151	2536	24461687	100.00	00.00

(ii). Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year (As on April 1, 2017)			Shareholding at the end of the year (As on March 31, 2018)			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
01	Mr. Ashish Kumar Saraf	59843	0.23	NIL	54267	0.22	NIL	(0.01)
02	Mr. Navneet Kumar Saraf	951060	3.62	NIL	862435	3.53	NIL	(0.09)
03	Smt. Nidhi Saraf	47790	0.18	NIL	543337	2.22	NIL	2.04
04	Ms. Ritu Saraf	62266	0.24	NIL	56464	0.23	NIL	(0.01)
05	Smt. Shakuntala Saraf	5701135	21.68	NIL	5169867	21.13	NIL	(0.54)
06	Smt. Shatidevi Saraf	2317228	8.81	NIL	1101294	4.50	NIL	(4.31)
07	Mr. Sharad Kumar Saraf	448647	1.71	NIL	406840	1.66	NIL	(0.04)
08	Sharad Kumar Madhoprasad Saraf (HUF)	2431995	9.25	NIL	2205366	9.02	NIL	(0.23)
09	Mr. Sudarshan Kumar Saraf	7493164	28.49	NIL	6794903	27.78	NIL	(0.71)
10	Sudarshan Kumar Madhoprasad Saraf (HUF)	82483	0.31	NIL	74797	0.31	NIL	(0.00)
11	Smt. Suman Saraf	129389	0.49	NIL	117332	0.48	NIL	(0.01)
12	Priyanka Ashish Saraf	0	0.00	NIL	500000	2.04	NIL	2.04
	Total	19725000	75.00	NIL	17886902	73.12	NIL	(1.88)



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

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	% of total shares of the company	Date of transaction	No. Of shares	No of shares held	% of total shares of the company
1	Sudarshankumar Saraf	7493164	30.6322			7493164	30.6322
	Buy-Back			02 Mar 2018	(698261)	6794903	27.7777
	At the end of the year					6794903	27.7777
2	Shakuntala Saraf	5701135	23.3064			5701135	23.3064
	Buy-Back			02 Mar 2018	(531268)	5169867	21.1345
	At the end of the year					5169867	21.1345
3	Sharad Kumar Saraf HUF	2431995	9.9421			2431995	9.9421
	Buy-Back			02 Mar 2018	(226629)	2205366	9.0156
	At the end of the year					2205366	9.0156
4	Shantidevi Madhoprasad Saraf	2317228	9.4729			2317228	9.4729
	Buy-Back			02 Mar 2018	(215934)	2101294	8.5901
	Gift Inter-se-promoter			23 Mar 2018	(1000000)	1101294	4.5021
	At the end of the year					1101294	4.5021
5	Navneet Kumar Saraf	951060	3.8880			951060	3.8880
	Buy-Back			02 Mar 2018	(88625)	862435	3.5257
	At the end of the year					862435	3.5257
6	Nidhi Saraf	47790	0.1954			47790	0.1954
	Buy-Back			02 Mar 2018	(4453)	43337	0.1772
	Gift inter-se-promoter			23 Mar 2018	500000	543337	2.2212
	At the end of the year					543337	2.2212
7	Priyanka Ashish Saraf	0	0.0000			0	0.0000
	Gift inter-se-promoter			23 Mar 2018	500000	500000	2.0440
	At the end of the year					500000	2.0440
8	Sharadkumar Saraf	448647	1.8341			448647	1.8341
	Buy-Back			02 Mar 2018	(41807)	406840	1.6632
	At the end of the year					406840	1.6632
9	Suman Saraf	129389	0.5289			129389	0.5289
	Buy-Back			02 Mar 2018	(12057)	117332	0.4797
	At the end of the year					117332	0.4797
10	Sudarshankumar Saraf HUF	82483	0.3372			82483	0.3372
	Buy-Back			02 Mar 2018	(7686)	74797	0.3058
	At the end of the year					74797	0.3058
11	Ritu Saraf	62266	0.2545			62266	0.2545
	Buy-Back			02 Mar 2018	(5802)	56464	0.2308
	At the end of the year					56464	0.2308
12	Ashish Kumar Saraf	59843	0.2446			59843	0.2446
	Buy-Back			02 Mar 2018	(5576)	54267	0.2218
	At the end of the year					54267	0.2218



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

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	% of total shares of the company	Date of transaction	No. Of shares	No of shares held	% of total shares of the company
1	DSP Blackrock Emerging Stars Fund	608416	2.4872	-	-	-	-
	Transfer			26 May 2017	4190	612606	2.5043
	Transfer			02 Jun 2017	5408	618014	2.5265
	Transfer			09 Jun 2017	369	618383	2.5280
	Transfer			16 Jun 2017	14474	632857	2.5871
	Transfer			28 Jul 2017	30000	662857	2.7098
	Transfer			29 Sep 2017	15000	677857	2.7711
	Transfer			06 Oct 2017	60000	737857	3.0164
	Transfer			13 Oct 2017	75000	812857	3.3230
	Transfer			20 Oct 2017	45000	857857	3.5069
	Transfer			27 Oct 2017	45000	902857	3.6909
	Transfer			02 Feb 2018	1748	904605	3.6980
	at the end of the year					904605	3.6980
2	Inuit U.S. Holdings Inc.	385575	1.5762			385575	1.5762
	at the end of the year					385575	1.5762
3	VLS Finance Ltd	387424	1.5838			387424	1.5838
	Transfer			06 Oct 2017	(7000)	380424	1.5552
	at the end of the year					380424	1.5552
4	Lloyd George Indian Ocean Master Fund	175000	0.7154			175000	0.7154
	Transfer			05 May 2017	10353	185353	0.7577
	Transfer			23 Jun 2017	25647	211000	0.8626
	Transfer			14 Jul 2017	37402	248402	1.0155
	Transfer			11 Aug 2017	33521	281923	1.1525
	Transfer			01 Sep 2017	28077	310000	1.2673
	at the end of the year					310000	1.2673
5	Anil Kumar Goel	279000	1.1406			279000	1.1406
	Transfer			07 Apr 2017	(1000)	278000	1.1365
	Transfer			28 Apr 2017	(3000)	275000	1.1242
	Transfer			26 Jan 2018	(2000)	273000	1.1160
	at the end of the year					273000	1.1160
6	Vanaja Sundar Iyer	200034	0.8177			200034	0.8177
	at the end of the year					200034	0.8177



Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	% of total shares of the company	Date of transaction	No. Of shares	No of shares held	% of total shares of the company
7	India Infoline Limited	25	0.0001			25	0.0001
	Transfer			07 Apr 2017	(25)	0	0.0000
	Transfer			14 Apr 2017	25	25	0.0001
	Transfer			21 Apr 2017	(25)	0	0.0000
	Transfer			28 Apr 2017	66	66	0.0003
	Transfer			05 May 2017	(66)	0	0.0000
	Transfer			19 May 2017	100	100	0.0004
	Transfer			26 May 2017	(25)	75	0.0003
	Transfer			02 Jun 2017	(25)	50	0.0002
	Transfer			09 Jun 2017	(50)	0	0.0000
	Transfer			23 Jun 2017	13	13	0.0001
	Transfer			30 Jun 2017	(13)	0	0.0000
	Transfer			07 Jul 2017	192	192	0.0008
	Transfer			14 Jul 2017	(137)	55	0.0002
	Transfer			21 Jul 2017	260	315	0.0013
	Transfer			28 Jul 2017	(95)	220	0.0009
	Transfer			04 Aug 2017	(200)	20	0.0001
	Transfer			11 Aug 2017	(20)	0	0.0000
	Transfer			18 Aug 2017	2000	2000	0.0082
	Transfer			25 Aug 2017	(1972)	28	0.0001
	Transfer			01 Sep 2017	172	200	0.0008
	Transfer			08 Sep 2017	4800	5000	0.0204
	Transfer			15 Sep 2017	(5000)	0	0.0000
	Transfer			22 Sep 2017	35	35	0.0001
	Transfer			29 Sep 2017	(35)	0	0.0000
	Transfer			06 Oct 2017	125	125	0.0005
	Transfer			13 Oct 2017	(125)	0	0.0000
	Transfer			20 Oct 2017	1	1	0.0000
	Transfer			27 Oct 2017	202	203	0.0008
	Transfer			03 Nov 2017	(203)	0	0.0000
	Transfer			10 Nov 2017	15	15	0.0001
	Transfer			17 Nov 2017	842	857	0.0035
	Transfer			24 Nov 2017	(557)	300	0.0012
	Transfer			01 Dec 2017	(300)	0	0.0000
	Transfer			08 Dec 2017	21	21	0.0001
	Transfer			15 Dec 2017	(21)	0	0.0000



Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	% of total shares of the company	Date of transaction	No. Of shares	No of shares held	% of total shares of the company
	Transfer			22 Dec 2017	205	205	0.0008
	Transfer			29 Dec 2017	395	600	0.0025
	Transfer			30 Dec 2017	99515	100115	0.4093
	Transfer			05 Jan 2018	26723	126838	0.5185
	Transfer			12 Jan 2018	(223)	126615	0.5176
	Transfer			19 Jan 2018	154	126769	0.5182
	Transfer			26 Jan 2018	96	126865	0.5186
	Transfer			02 Feb 2018	(250)	126615	0.5176
	Transfer			09 Feb 2018	250	126865	0.5186
	Transfer			16 Feb 2018	219	127084	0.5195
	Transfer			23 Feb 2018	(469)	126615	0.5176
	Transfer			09 Mar 2018	(19478)	107137	0.4380
	Transfer			16 Mar 2018	(12)	107125	0.4379
	Transfer			23 Mar 2018	(366)	106759	0.4364
	Transfer			31 Mar 2018	(1678)	105081	0.4296
	at the end of the year					105081	0.4296
8	Perpetual Enterprises LLP	100000	0.4088			100000	0.4088
	Transfer			21 Apr 2017	(100000)	0	0.0000
	Transfer			22 Sep 2017	100000	100000	0.4088
	Transfer			26 Jan 2018	(1000)	99000	0.4047
	Transfer			02 Feb 2018	(19000)	80000	0.3270
	at the end of the year					80000	0.3270
9	Tareno Funds-Value-Opportunity Equities	65000	0.2657			65000	0.2657
	at the end of the year					65000	0.2657
10	Nilesh Amrutlal Doshi	51500	0.2105			51500	0.2105
	at the end of the year					51500	0.2105
11	Rajiv Garg	108000	0.4415			108000	0.4415
	Transfer			07 Apr 2017	(2000)	106000	0.4333
	Transfer			14 Apr 2017	(1000)	105000	0.4292
	Transfer			28 Apr 2017	(10000)	95000	0.3884
	Transfer			17 Nov 2017	(1400)	93600	0.3826
	Transfer			24 Nov 2017	(600)	93000	0.3802
	Transfer			01 Dec 2017	(8856)	84144	0.3440
	Transfer			08 Dec 2017	(6963)	77181	0.3155



Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		No. of shares held	% of total shares of the company	Date of transaction	No. Of shares	No of shares held	% of total shares of the company
	Transfer			15 Dec 2017	(15181)	62000	0.2535
	Transfer			22 Dec 2017	(7000)	55000	0.2248
	Transfer			29 Dec 2017	(9600)	45400	0.1856
	Transfer			19 Jan 2018	(6371)	39029	0.1596
	Transfer			26 Jan 2018	(2302)	36727	0.1501
	Transfer			02 Feb 2018	(227)	36500	0.1492
	Transfer			09 Feb 2018	(2500)	34000	0.1390
	Transfer			16 Feb 2018	(6213)	27787	0.1136
	Transfer			23 Feb 2018	(3084)	24703	0.1010
	Transfer			02 Mar 2018	(500)	24203	0.0989
	Transfer			09 Mar 2018	(1453)	22750	0.0930
	Transfer			16 Mar 2018	(750)	22000	0.0899
	Transfer			23 Mar 2018	(2293)	19707	0.0806
	Transfer			31 Mar 2018	(3707)	16000	0.0654
	at the end of the year					16000	0.0654
12	DSP Blackrock 3 Years Close Ended Equity Fund	362072	1.4802			362072	1.4802
	Transfer			29 Sep 2017	(30000)	332072	1.3575
	Transfer			06 Oct 2017	(60000)	272072	1.1122
	Transfer			13 Oct 2017	(75000)	197072	0.8056
	Transfer			20 Oct 2017	(45000)	152072	0.6217
	Transfer			27 Oct 2017	(60148)	91924	0.3758
	Transfer			03 Nov 2017	(30415)	61509	0.2515
	Transfer			10 Nov 2017	(61509)	0	0.0000
	at the end of the year					0	0.0000
13	Reliance capital trustee co. Ltd-a/c reliance capital builder fund -	129957	0.5313			129957	0.5313
	Transfer			14 Jul 2017	(55000)	74957	0.3064
	Transfer			21 Jul 2017	(18389)	56568	0.2313
	Transfer			28 Jul 2017	(56568)	0	0.0000
	at the end of the year					0	0.0000

(v) Shareholding of Directors and Key Managerial Personnel: Mr. Sharad Kumar Saraf, Mr. Sudarshan Kumar Saraf, Mr. Ashish Kumar Saraf and Mr. Navneet Kumar Saraf are only Directors and Key Managerial person who holds the shares and the details of Shareholding at the beginning of the year, Cumulative Shareholding during the year of them given above under the head of "Shareholding of Promoters"



V. Indebtedness

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

(₹ in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	16,314.25	11,134.22	0	27,448.47
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	16,314.25	11,134.22	0	27,448.47
Change in Indebtedness during the financial year				
· Addition	3,101.90	9,768.18	0	12,870.08
· Reduction	0	0	0	0
Net Change	3,101.90	9,768.18	0	12,870.08
Indebtedness at the end of the financial year				
i) Principal Amount	19,416.15	20,902.40	0	40,318.55
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	19,416.15	20,902.40	0	40,318.55

VI. Remuneration of Directors and Key Managerial Personnel

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

(₹ in Lakhs)

Sr. No.	Particular of Remuneration	Name of MD/WTM/Manager					Total Amount
		Mr. Sharad Kumar Saraf, Chairman & MD	Mr. Sudarshan Kumar Saraf Co-Chairman & MD	Mr. Navneet Kumar Saraf, WTD	Mr. Ashish Kumar Saraf, WTD	Mr. Atanu Choudhary, WTD	
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	146.40	146.40	146.40	146.40	9.80	595.40
	(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 (A)						



B. Remuneration to other directors:

(₹ in Lakhs)

Sr. No.	Particular of Remuneration	Name of Directors					Total Amount
1	Independent Directors	Mr. S.B. Agarwal	Mr. V.C. Saraf	Mr. Jagdeesh Mehta	Mr. Vinod Agarwala	Ms. Vaishali Choudhari	
	Fee for attending board/committee meetings	0.90	0.30	0.30	0.70	0.60	2.80
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)						
2	Other Non-Executive Directors						
	Fee for attending board/committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-	-
	Total (B)=(1+2)						

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

(₹ in Lakhs)

Sr. No.	Particular of Remuneration	Key Managerial Personnel		
		Company Secretary & Compliance Officer	Chief Financial Officer	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16.50	146.40	162.90
	(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 (Fees)	-	-	-
	Total (A)			



VII. Penalties / Punishment/ Compounding Of Offences:

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



ANNEXURE-IV TO THE BOARD'S REPORT

NOMINATION, REMUNERATION & EVALUATION POLICY

LEGAL FRAMEWORK

This Policy has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors of Technocraft Industries (India) Limited (hereinafter referred to as the "Company") in accordance with the requirement of Part – 'D' of Schedule II, read with Regulation 19(4) of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (hereinafter referred "SEBI Listing Regulations") and the provisions of Section 178 of the Companies Act, 2013 read with the Rules thereunder.

This policy is intended to lay down a framework in relation to remuneration of Directors, Key Managerial Personnel ("KMP"), Senior Management and other employees.

DEFINITIONS

1. **"Act"** means Companies Act, 2013 & rules made thereunder, including any modifications, clarifications, amendments, circulars or re-enactment thereof.
2. **"Board of Directors"** or **"Board"** means the Board of Directors of the Company, as constituted from time to time.
3. **"Committee"** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board
4. **"Independent Director"** means a director who satisfies the criteria for independence as prescribed under Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as SEBI Listing Regulations).
5. **"Key Managerial Personnel"** in relation to a company, means—
 - (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary;
 - (iii) the Whole-Time Director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer as may be prescribed;
6. **"Policy"** means this Policy, as may be amended from time to time.
7. **"Senior Management"** means Senior Management means the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

MEMBERSHIP

- i) The Committee shall consist of a minimum 3 Non-Executive Directors, majority of them being Independent.
- ii) The Chairperson of the Company (whether executive or non-executive) may be appointed as a Member of the Committee but shall not chair the Committee
- iii) A minimum of two (2) Members shall constitute a quorum for the Committee Meeting.
- iv) Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRPERSON

- i) The Chairperson of the Committee shall be an Independent Director.
- ii) In the absence of the Chairperson, the Members of the Committee present at the Meeting shall choose one amongst them to act as Chairperson.
- iii) The Chairperson of the Committee or in his absence any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company to answer the shareholders' queries

FREQUENCY OF MEETINGS

The Meeting of the Committee shall be held at such regular intervals as may be required.



POLICY FOR APPOINTMENT OF DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

I) General appointment criteria:

- i) The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.
- ii) The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel does not stand disqualified under the Act, rules made thereunder, SEBI Listing Regulations or any other enactment for the time being in force.
- iii) The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the applicable provisions of the Act, rules made thereunder, SEBI Listing Regulations or any other enactment for the time being in force.

II) Other appointment criteria:

Enhancing the competency of the Board and attracting as well as retaining talented employees for role of KMP/ Senior Management Personnel shall be the basis for the Committee to select a candidate for his/her appointment. When recommending a candidate for appointment, the Committee shall be:

- i) Assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits in diversifying the Board;
- ii) The extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing Directors/ KMP/ Senior Management Personnel and enhance the efficiency of the Company;
- iii) The qualification, skills and experience that the appointee brings to the designated role and how an appointee will enhance the skill sets and experience of the Board/Company as a whole;
- iv) The nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;
- v) The appointment of Independent Directors shall be subject to compliance of provisions of SEBI Listing Regulations and Section 149 of the Act, read with schedule IV and rules thereunder.

III) Term / Tenure of appointment of Managing Director/Whole-Time Director/ Manager and Independent Director:

i) Managing Director/Whole-time Director/Manager (Managerial Person):

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

The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who is below the age of 21 years or who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

ii) Independent Director

- a) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- b) No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- c) At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.



IV) Evaluation

The evaluation/assessment of the Directors of the Company is to be conducted as per the requirements of the Act and the SEBI Listing Regulations.

V) Removal

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

VI) Retirement

The Director, KMP and Senior Management Personnel shall retire as per the Company's rules and as per applicable provisions of the Act, wherever applicable.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT/OTHER EMPLOYEES

I). Remuneration to Directors, KMP and Senior Management:

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, KMP and Senior Management.

The Directors, KMP and other Senior Management's salary shall be based & determined on the individual person's responsibilities, performance, experience, leadership abilities, initiative taking abilities and knowledge base and also in accordance with the limits as prescribed statutorily, if any.

The remuneration to Directors, KMP and other Senior Management will be determined by the Committee and recommended to the Board for approval. The remuneration shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

While recommending the remuneration, the Committee shall take into account the relevant factors such as market, business performance and practices in comparable companies, financial and commercial health of the Company as well as prevailing laws and government/other guidelines.

II) Remuneration to Non-executive / Independent Director:

The remuneration to Non-executive / Independent Director shall be in accordance with the statutory provisions of the Act, and the rules made thereunder for the time being in force.

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof, provided that the amount of such fees shall not exceed the maximum amount as provided in the Act, per meeting of the Board or Committee. The Non-Executive / Independent Director may receive Commission within the monetary limit approved by shareholders.

An Independent Director shall not be entitled to any stock option of the Company.

III) Remuneration to other employees

The authority to determine remuneration and terms of appointment of other employees stands delegated to the Chairman and Co-Chairman of the Company.

DUTIES IN RELATION TO NOMINATION MATTERS

The duties of the Committee in relation to nomination matters include:

- i) Ensuring that there is an appropriate induction in place for new Directors and Members of Senior Management and reviewing its effectiveness;
- ii) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- iii) Determining the appropriate size, diversity and composition of the Board;
- iv) Developing a succession plan for the Board and Senior Management;



- v) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- vi) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- vii) Recommend any necessary changes to the Board; and
- viii) Considering any other matters, as may be requested by the Board.

DUTIES IN RELATION TO REMUNERATION MATTERS

The duties of the Committee in relation to remuneration matters include:

- i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
- ii) The relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- iii) The remuneration to Directors, KMP and Senior Management of the Company involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- iv) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

COMMITTEE MEMBERS' INTERESTS

- i) A Member of the Committee is not entitled to be present when his or her own remuneration is discussed at a Meeting or when his or her performance is being evaluated.
- ii) The Committee may invite such executives, as it considers appropriate, to be present at the Meetings of the Committee.

VOTING

- i) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- ii) In the case of equality of votes, the Chairman of the Meeting will have a casting vote.

DISCLOSURES

As per the Act, this Policy shall be disclosed in the Board's Report of the Company.

MISCELLANEOUS

Any terms used in this policy but not defined herein shall have the same meaning as prescribed to it in the Act or Rules made thereunder, SEBI Act or Rules and Regulations made thereunder, SEBI Listing Regulations or any other relevant legislation / law applicable to the Company.

AMENDMENT

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

In case of any subsequent amendment/modification in the SEBI Listing Regulations, the Act and/or other applicable laws in this regard shall automatically apply to this Policy.

Details of amendment:

Amended on	06/11/2015 (Pursuant to the requirement of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and inter alia)



ANNEXURE-V TO THE BOARD'S REPORT

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

Legal Framework

This Policy has been formulated by the Corporate Social Responsibility Committee and approved by the Board of Directors of Technocraft Industries (India) Limited (hereinafter referred to as the "Company") in accordance with the requirement of the provisions of Section 135 of the Act read with the Rules thereunder.

Definitions

1. **"Act"** means Companies Act, 2013 & rules made thereunder, including any modifications, clarifications, amendments, circulars or re-enactment thereof.
2. **"Board of Directors"** or **"Board"** means the Board of Directors of the Company, as constituted from time to time.
3. **"Committee"** means Corporate Social Responsibility Committee of the Company as constituted or reconstituted by the Board
4. **"Independent Director"** means a director who satisfies the criteria for independence as prescribed under Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as SEBI Listing Regulations).
5. **"Key Managerial Personnel"** in relation to a company, means—
 - (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary;
 - (iii) the Whole-Time Director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer as may be prescribed;
6. **"Policy"** means this Policy, as may be amended from time to time.

Membership

- i) The Committee shall consist of a minimum 3 Directors out of which at least one Director shall be an Independent Director.
- ii) A minimum of two (2) Members shall constitute a quorum for the Committee Meeting.
- iii) Term of the Committee shall be continued unless terminated by the Board of Directors.

Role of the committee

The CSR Committee, inter alia, shall-

- i) indicate the activities to be undertaken by the company relating to that specified in Schedule VII to the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014;
- ii) recommend the amount of expenditure to be incurred on the activities referred to in clause (i) above; and
- iii) monitor the CSR Policy of the Company from time to time.

Role of the Board

The Board shall endeavor to -

- i) ensure that the activities to be undertaken by the Company shall be related to that specified in Schedule VII to the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014;
- ii) ensure that the company spends, in every financial year, at least two per cent of the average net profits, if any, (which is calculated in accordance with the provisions of section 198 of the Act) of the Company made during the three immediately preceding financial years, in pursuance of its CSR Policy by identifying appropriate projects/activities preferably in the local area where the Company's operations are carried out;
- iii) Consider and give preference to the local area and areas around the Company where it operates, for spending the amount earmarked for CSR activities.



CSR Activities

The Company shall endeavour to provide adequate budget for CSR project/program in consonance with Schedule VII of the Act with emphasis on:

- i) Promoting health care including preventive health care and sanitation and making available safe drinking water;
- ii) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;

Surplus, if any, arising out of the CSR project/program/activity shall not form part of the business profit of the Company.

Specification of modalities of execution of the policy

The Committee shall be responsible for laying down operational mechanism, design the implementation model & schedule and recommend the same for the approval of the Board. The CSR project/program shall be initiated in the manner approved by the Board.

Monitoring process

The Board shall periodically review the status of the CSR project/program being implemented and issue necessary directions to ensure orderly and efficient execution of the CSR project/program in accordance with this Policy. The review shall be in accordance with the COREX principle i.e., Comply or Explain.

Disclosures

As per the Act, the contents of this Policy shall be disclosed in the Board's Report of the Company and also be placed on the Company's website.

Miscellaneous

Any terms used in this policy but not defined herein shall have the same meaning as prescribed to it in the Act or Rules made thereunder, SEBI Act or Rules and Regulations made thereunder, Listing Agreement or any other relevant legislation / law applicable to the Company.

Amendment

The Committee can recommend any amendment to this Policy, as and when it deems fit and implement after Board's approval.

Any subsequent amendment/modification in the Act and/or other applicable laws in this regard shall automatically apply to this Policy.



ANNEXURE-VI TO THE BOARD'S REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

The Board of Directors of your Company (hereinafter referred to as the "Board") approved the Corporate Social Responsibility ("CSR") Policy of your Company during the year as recommended by the CSR Committee pursuant to section 135 Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Company is aware of the social responsibilities that accompany its leadership status. The Company remains steadfast on its objective of pursuing holistic growth with responsibility towards the people.

As a part of Corporate Social Responsibility, the Company has supported an Institute in tie up with Nettur Technical Training Foundation (NTTF) in the name of NTTF Training Centre (NTC). NTC provides diploma courses in Mechatronics and Tool & Die Design Engineering. It is located on a lush 9 acres landscape site in Murbad, near Mumbai. NTTF is a living symbol of Indo-Swiss Co-operation aimed at promoting a purposeful technical education for the youth in India. The institute consists of Ground plus two floors building with basement, and has an approximate built-up area of 48000 Sq. ft. A hostel block is also provided to accommodate Students and Trainees with mess and recreational facilities. These facilities have a capacity to provide Education/Training to about 600 students. The Job Oriented courses offered by the NTTF training center have resulted into creation of Employment Opportunities and Entrepreneurship among the youth in the stakeholder villages.

The CSR Committee of the Company has identified inter-alia the following thrust areas around which your Company shall be focusing its CSR initiatives and channelising the resources on a sustained basis.

I Education:

- a. Support technical training institutes, skill development centers, vocational programmes for the purpose of creating livelihood opportunities, soft skill training etc. to the rural youth;
- b. Enhancing the access to employment opportunity by providing vocational or special training skills;
- c. Support to or collaboration with technical vocational training institutions for overall self- development and capacity building of the youth.

II Healthcare;

- a. Providing better sanitation services to the community.
- b. Collaborating with organisations that deliver localized community healthcare programs and awareness campaigns in nearby villages municipalities.
- c. Family Welfare.

Weblink to CSR Policy: The Company's CSR policy is posted at the link [http://www.technocraftgroup.com/pdf/Corporate-Social-Responsibility-\(CSR\)-Policy.pdf](http://www.technocraftgroup.com/pdf/Corporate-Social-Responsibility-(CSR)-Policy.pdf).

2. The Composition of the CSR Committee: Pursuant to Section 135 of the Act a Corporate Social Responsibility (CSR) Committee was constituted. As at March 31, 2018, the CSR Committee comprised of two Executive Directors and one Independent Director namely Mr. Sharad Kumar Saraf, Mr. Sudarshan Kumar Saraf and Ms. Vaishali Choudhari.

3. Average net profit of the company for last three financial years: ₹ 125.31 Cr.

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): ₹ 2.51 Cr.

5. Details of CSR spent during the financial year.

(a) Total amount to be spent for the financial year; ₹ 2.51 Cr

(b) Amount unspent, if any; - ₹ 2.51 Cr



(c) Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No	CSR project or activity identified	Sector In which The Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency
	NIL						

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

Your Company is in process of finding suitable project(s) in the local area where the Company's operations are carried out and will contribute in in phased manner in future, upon identification of suitable projects within the Company's CSR Policy. The Company was unable to find out the suitable projects in the local area where the Company's operations are carried out.

- 7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.**

The CSR Committee hereby confirms that the implementation and monitoring of CSR activities shall be in compliance with CSR objectives and the CSR Policy of the company.

Sharad Kumar Saraf
**Chairman & Managing Director &
Chairman of the CSR Committee**
DIN 00035843



ANNEXURE-VII TO THE BOARD'S REPORT

AOC-2

Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 read Rule 8 (2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms-length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis: NIL

All transactions entered into by the Company during the year with related parties were on arm's length basis.

2. Details of contracts or arrangements or transactions at Arm's length basis:

S. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	AAIT/ Technocraft Scaffold Distribution LLC FZE ("AAIT")
2.	Nature of contracts/arrangements/transaction	Sale of scaffolding
3.	Duration of the contracts/arrangements/transaction	On-going transaction (Continuous)
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	AAIT is a distribution Company during the Company sold scaffolding out of India through AAIT for aggregate amount of ₹ 73.73 Crores on an Arm's Length basis.
5.	Date of approval by the Board	August 10, 2017
6.	Amount paid as advances, if any	Nil

ANNEXURE-VIII TO THE BOARD'S REPORT

Information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(i) & (ii) The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and the percentage increase in remuneration of each Director, Managing Director & Chief executive Officer, Chief Financial Officer and Company Secretary of the Company in the financial year 2017-18.

Name & Designation	Remuneration of each Director & KMP for Financial Year 2017-18 ₹ In Lakhs	% Increase/ Decreased in remuneration in the Financial year 2017-18	Ratio of remuneration of each Director to median remuneration of employees
A. Directors			
Mr. Sharad Kumar Saraf, CMD	146.40	0.00	49.99
Mr. Sudarshan Kumar Saraf, Co- CMD	146.40	0.00	49.99
Mr. Ashish Kumar Saraf, WTD	146.40	100.00	49.99
Mr. Navneet Kumar Saraf, WTD	146.40	100.00	49.99
Mr. Atanu Choudhary, WTD	9.8	18.64	3.35
Mr. Jagdeesh Mal Mehta, I-NED	0.30	-66.67	0.10
Mr. Vishwambhar C. Saraf, I-NED	0.30	-66.67	0.10
Mr. S. B. Agarwal, I-NED	0.90	0.00	0.31
Ms. Viashali Choudhary, I-NED	0.60	-14.29	0.20
Mr. Vinod Agarwala, I-NED	0.70	-22.22	0.24
B. Key Managerial Personnel			
Mr. Ashish Kumar Saraf, CFO	146.40	100.00	49.99
Mr. Neeraj Rai, CS	16.53	14.95	5.64

**Legends:**

CMD - Chairman & Managing Director; I- NED- Independent Non-Executive Director; WTD- Whole Time Director; CFO – Chief Financial Officer; CS - Company Secretary

Notes:

The above remuneration includes sitting fees paid to all the Non-Executive Directors of the Company.

(iii) Percentage increase in the median remuneration of employees in the financial year: During the period under review the median remuneration was increased by 20.81%

(iii) The number of permanent employees on the rolls of Company; There were 1485 permanent employees on the rolls of Company as on March 31, 2018.

(iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average increase in the salaries of employee other than the managerial personnel in the Financial Year 2017-18 was 20.81% and the increase in the salary of the managerial personnel was 32.50%. The average increase of 20.81% in the salaries of employees was in line with the market projection, the performance of the Company in the financial year 2017-18, the individual performance of the employees, the criticality of the roles they play and skills set they possess.

(v) Affirmation that the remuneration is as per the Remuneration Policy of the Company:

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.



CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2018, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Corporate Governance signifies the role of the management as the trustees to the property of the shareholders and acceptance of the inherent rights of the shareholders by the management. Corporate Governance is a framework which helps various participants' viz. shareholders, Board of Directors and Company's management, in shaping company's performance and the way it is proceeding towards attainment of its goals.

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's Corporate Governance philosophy encompasses not only regulatory and legal requirements, such as the terms of SEBI Listing Regulations, but also several voluntary practices at a superior level of business ethics, effective supervision and enhancement of shareholders' value.

The Company believes that timely disclosures, transparent accounting policies and a strong and independent Board go a long way in protecting the shareholders' interest while maximizing long term corporate values.

The Company is in compliance with the requirements on the Corporate Governance stipulated under SEBI Listing Regulations.

II. BOARD OF DIRECTORS

(a) Size and Composition of the Board of Directors

The Board of Directors has an ideal combination of executive and non-executive Directors and is in conformity with the provisions of Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations which *inter-alia* stipulates that the Board should have an optimum combination of Executive and Non-executive Directors with at least one Woman Director and not less than fifty percent of the Board should consist of Independent Directors, if the Chairman of the Board is an Executive Director.

During the Financial Year 2017-18, the Board comprised ten Directors. Of these, five are Executive Directors, including the Chairman & Managing Director who is a Promoter Director. Remaining five are Independent Directors including one Woman Director. Since, Mr. S.B. Agarwal, Independent Director had resigned from the Board w.e.f. February 23, 2018, Mr. Aubrey Rebello, was appointed independent director w.e.f. May 30, 2018, within the time allowed under Regulation 25(6) of the SEBI Listing Regulations.

Since, the Chairman of the Board of Directors is an Executive Director thus, as per Regulation 17 of the SEBI Listing Regulations at least fifty percentage of the Board should be independent directors. Subsequent to appointment of Mr. Aubrey Rebello the composition of the Board of Directors is in conformity with the Regulation 17 of the SEBI Listing Regulations.

Mr. Sharad Kumar Saraf, Chairman & Managing Director and Mr. Sudarshan Kumar Saraf, Co-Chairman & Managing Director are brother and Mr. Ashish Kumar Saraf and Mr. Navneet Kumar Saraf are their sons, respectively, except them other Directors of the Company are not related to each other.

All the Independent Directors of the Company furnish declaration annually that they qualify the conditions of their being independent as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI Listing Regulations. All such declarations are placed before the Board. Further all the Directors provide declarations annually that they have not been disqualified to act as Director under Section 164(2) of the Companies Act, 2013.

(b) Number of Board Meetings

The Board of Directors met four (4) times during the financial year 2017-18. The Meetings were held on May 30, 2017, August 10, 2017, November 10, 2017 and February 14, 2018. The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days.

(c) Directors' attendance record and details of Directorships/Committee Positions held

As mandated by SEBI Listing Regulations, none of the Directors on Board is a member of more than ten Board-level committees and Chairman of more than five such committees, across all such companies in which he/ she is a Director.



Further, none of the Directors of the Company serves as an Independent Director in more than seven listed companies.

The details of names and categories of Directors, their attendance at the Board Meetings held during the year and at the last Annual General Meeting as also the number of Directorships and Board-level committee positions held by them as at March 31, 2018 is tabulated hereunder.

Name	Category	No. of Board Meeting attended/ held during 2017-18	Whether attended Last AGM held on Sept 28, 2017	Number of Directorship of Public Companies including this Company*	Committee Position including in this Company#	
					Chairman	Member
Mr. Sharad Kumar Saraf	Promoter, Chairman & Managing Director	3/4	Yes	4	2	1
Mr. Sudarshan Kumar Saraf	Promoter, Co- Chairman & Managing Director	4/4	Yes	4	-	1
Mr. Ashish Kumar Saraf	Whole-time Director & CFO	3/4	Yes	4	-	1
Mr. Navneet Kumar Saraf	Whole-time Director & CEO	4/4	Yes	4	-	1
Mr. Atanu Choudhary	Whole-time Director	3/4	No	1	-	-
Mr. Vinod Agarwala	Independent	3/4	Yes	4	2	3
Mr. V. C. Saraf	Independent	1/4	No	4	3	4
Mr. Jagdeesh Mal Mehta	Independent	1/4	No	2	-	1
Ms. Vaishali Choudhari	Independent	3/4	No	1	-	1
Mr. S.B. Agarwal\$	Independent	4/4	No	2	-	2
Mr. Aubrey Rebello@	Independent	NA	NA	1	-	1

Notes:-

*Excludes private limited companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013 (i.e. associations not carrying on business for profit or which prohibits payment of dividend).

#Chairmanship/Membership of Audit Committee and Stakeholder's Relationship Committee in public companies (including this Company), have been considered.

\$ Mr. S.B. Agarwal, resigned w.e.f. February 23, 2018.

@Mr. Aubrey Rebello appointed w.e.f. May 30, 2018

(d) **Information to the Board**

A detailed agenda folder is sent to each Director in advance of the Board Meetings. As a policy, all major decisions, in addition to matters which statutorily require the approval of the Board are put up for consideration of the Board. Pursuant to Regulation 17(7) of the SEBI Listing Regulations, the agenda includes the minimum information required to be placed before the board of directors. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated separately or placed at the meeting) to enable the Board to take informed decisions.

The Board periodically reviews compliance certificate of laws applicable to the Company, prepared by the Management as well as steps taken by the Company to rectify instances of non-compliances, if any. Further, the Board also reviews the Annual financial statements of the Unlisted Subsidiary Companies. In addition to the above, pursuant to Regulation 24 of the SEBI Listing Regulations, the Minutes of the Board Meetings of the Company's Unlisted Indian Subsidiary Companies are placed before the Board.

(e) **Directors with pecuniary relationship or business transaction with the Company:**

The Chairman & Managing Director, Co- Chairman & Managing Director and the Whole- time Directors receive Salary, Perquisites and Allowances, while all the Non-Executive Directors receive Sitting Fees.



(f) Nomination and Remuneration Policy & Remuneration to Directors:

Remuneration was paid to Executive Directors i.e. Mr. Sharad Kumar Saraf, Chairman & Managing Director and Mr. Sudarshan Kumar Saraf, Co-Chairman & Managing Director, Mr. Ashish Kumar Saraf, Mr. Navneet Kumar Saraf and Mr. Atanu Anil Choudhary, Whole-time Directors pursuant to the approval of the Nomination and Remuneration Committee, the Board of Directors and the Members of the Company, which is within the limits prescribed under the Companies Act, 2013.

The Non-Executive Directors were paid sitting fees for attending the Meetings of the Board of Directors and the Audit Committee, which is within the limits prescribed under the Companies Act, 2013. The Company pays a sitting fee of ₹ 10,000/- for attending each Meeting of the Board of Directors, Audit Committee and Meeting of Independent Directors.

The detailed Remuneration Policy of the Company has been provided in the Board's Report which forms part of this Annual Report.

The details of remuneration paid to Directors during the year ended March 31, 2018 are tabulated hereunder.

(₹ In Lakhs)

Name of the Directors	Salaries, perquisites & Allowances	Sitting fees	Total
Mr. Sharad Kumar Saraf	146.40	0.00	146.40
Mr. Sudarshan Kumar Saraf	146.40	0.00	146.40
Mr. Ashish Kumar Saraf	146.40	0.00	146.40
Mr. Navneet Kumar Saraf	146.40	0.00	146.40
Mr. Atanu Choudhary	9.42	0.00	9.42
Dr. S.B. Agarwal	0.00	0.90	0.90
Mr. Jagdeesh Mal Mehta	0.00	0.30	0.30
Ms. Vaishali Choudhari	0.00	0.60	0.60
Mr. V. C. Saraf	0.00	0.30	0.30
Mr. Vinod Agarwala	0.00	0.70	0.90

(g) Employee Stock Option Scheme:

The Company does not have any Employee Stock Option Scheme (ESOS).

(h) Details of Equity Shares held by the Non- Executive Directors:

As on March 31, 2018, none of the Non-Executive Directors held any Equity Shares in the Company and there are no convertible instruments in the Company.

(i) Management Discussion and Analysis

Management Discussion and Analysis is given in a separate section forming part of the Directors' Report in this Annual Report.

(j) Code of Conduct

The Board of Directors has laid down the Codes of Conduct ('Code'), for the all Board members and senior management of the company.

These Codes have been posted on the Company's website www.technocraftgroup.com. All the Board Members and Senior Management personnel of the Company have affirmed Compliance with the Code of Conduct as applicable to them, for the year ended March 31, 2018. A declaration to this effect signed by Mr. Navneet Kumar Saraf, Chief Executive Officer is annexed to this Report.

(k) Familiarisation Programmes for Board Members

The Familiarisation program aims to provide insight to the Independent Directors to understand the business of the Company. Upon induction, the Independent Directors are familiarized with their roles, rights and responsibilities.

All the Directors of the Company are updated as and when required, of their role, rights, responsibilities under applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, Secretarial Standards; nature of industry in which the Company operates, business model of the Company, etc. The Company holds Board and



the Committee Meetings from time to time. The Board of Directors has complete access to the information within the Company. The Independent Directors have the freedom to interact with the Company's management. Directors are also informed of the various developments in the Company through various modes of communications. All efforts are made to ensure that the Directors are fully aware of the current state of affairs of the Company and the industry in which it operates.

The details of such familiarization programmes for Independent Directors of the Company are posted on the website of the Company <http://www.technocraftgroup.com/pdf/Details-of-the-familiarization-programmes-imparted-to-independent-directors.pdf>

(I) Performance Evaluation and Independent Directors Meeting

Pursuant to the provisions of Section 134 (3) (p), 149(8) and Schedule IV of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, annual performance evaluation of the Directors as well as of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee has been carried out.

The performance evaluation of the Independent Directors was carried out by the entire Board and the Performance Evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors.

During the year FY 2017-18, the Independent Directors of the Company also met on February 14, 2018, *inter-alia*, to discuss and carry out the evaluation of performance of (i) Non-Independent Directors and the Board of Directors of the Company as a whole, (ii) the evaluation of performance of the Chairman of the Company, (iii) evaluation of the committees of the Board, and (iv) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Performance evaluation criteria for independent directors:

The Independent Directors shall be evaluated on the basis of the following criteria;

General:

- a. **Qualifications:** Details of professional qualifications of the member
- b. **Experience:** Details of prior experience of the member, especially the experience relevant to the entity
- c. **Knowledge and Competency:**
 - i. How the person fares across different competencies as identified for effective functioning of the entity and the Board (*The entity may list various competencies and mark all directors against every such competency*)
 - ii. Whether the person has sufficient understanding and knowledge of the entity and the sector in which it operates.
- d. **Fulfillment of functions:** Whether the person understands and fulfills the functions to him/her as assigned by the Board and the law (E.g. Law imposes certain obligations on independent directors)
- e. **Ability to function as a team:** Whether the person is able to function as an effective team- member
- f. **Initiative:** Whether the person actively takes initiative with respect to various areas
- g. **Availability and attendance:** Whether the person is available for meetings of the Board and attends the meeting regularly and timely, without delay.
- h. **Commitment:** Whether the person is adequately committed to the Board and the entity
- i. **Contribution:** Whether the person contributed effectively to the entity and in the Board meetings
- j. **Integrity:** Whether the person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.)

Additional criteria for Independent director:

- a. **Independence:** Whether person is independent from the entity and the other directors and there if no conflict of interest.
- b. **Independent views and judgement:** Whether the person exercises his/ her own judgement and voices opinion freely.



The Non-Independent Directors along with the Independent Directors, except the one who is being evaluated, will evaluate/assess each of the Independent Directors on the aforesaid parameters. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director.

I. BOARD COMMITTEES

Pursuant to SEBI Listing Regulations there were four Committees as on March 31, 2018 viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and CSR Committee. All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference / role of the Committees are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and attendance at meetings, are provided below.

a. Audit Committee

During the Financial Year ended March 31, 2018, the Audit Committee comprises five Independent Directors. Viz. Mr. Vinod Agarwala, Mr. Jagdeesh Mal Mehta, Mr. S.B. Agarwal, Ms. Vaishali Choudhari and Mr. V. C. Saraf. All Members of the Audit Committee possess accounting and financial management knowledge.

The senior management team i.e. Chairman & Managing Director, Co-Chairman & Managing Director, Whole-Time Director & Chief Executive Officer, Whole-time Director & Chief Financial Officer and President Accounts & Finance, the Internal Auditors and the representative of the statutory auditors are invited for the meetings of the Audit Committee. The Company Secretary is the Secretary to this Committee.

The Audit Committee met four times during the year, i.e. on May 30, 2017, August 10, 2017, November 10, 2017 and February 14, 2018. The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days. The minutes of the meetings of the Audit Committee are noted by the Board. The details of the composition of the Committee, meetings held, attendance at the meetings, are tabulated hereunder:

Name of the Members	Category	Position	No. of Meeting held	No of Meeting attended
Mr. Vinod Agarwala	Independent Director	Chairman	4	3
Mr. Jagdeesh Mal Mehta	Independent Director	Member	4	1
Ms. Vaishali Chaudhari	Independent Director	Member	4	3
Mr. V. C. Saraf	Independent Director	Member	4	1
Mr. S.B. Agarwal	Independent Director	Member	4	4

Mr. Vinod Agarwala, Chairman of Audit Committee was present at the Annual General Meeting of the Company held on September 28, 2017 to answer members' queries on behalf of Chairman of the Audit Committee.

The terms of reference of the Audit Committee are in conformity with the requirements of SEBI Listing Regulations and Section 177(4) of the Companies Act, 2013. Further, the Audit Committee has powers which are in line with the SEBI Listing Regulations.

The terms of reference of the Audit Committee include the following:

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the Management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of subsection 3 of Section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by the management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.



- e. Compliance with listing and other legal requirements relating to financial statements.
- f. Disclosure of any related party transactions.
- g. Qualifications in the draft audit report.
5. Reviewing with the Management, quarterly financial statements before submission to the Board for approval;
6. Reviewing with the Management, the statement of uses/application of funds raised through an issue(public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the Management, performance of the statutory and internal auditors and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with the internal auditors of any significant findings and follow-up thereon;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussions with the statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussions to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism/Vigil mechanism.
19. Approval of appointment of chief Financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other functions as is mentioned in the terms of reference of audit committee. Review of Information by Audit Committee:

Review of Information by Audit Committee:

Besides the above, the role of the Audit Committee includes mandatory review of the following information

21. Management discussion and analysis of financial condition and results of operations;
22. Statement of significant related party transactions (as defined by the audit committee), submitted by Management;
23. Management letters/letters of internal control weaknesses issued by the statutory auditors, if any;
24. Internal audit reports relating to internal control weaknesses; and
25. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the auditor committee;
26. Statement of deviations:
 - (a) Quarterly statements of deviation(s) including report of monitoring agency, if applicable, submitted to the stock exchange(s) in terms of Regulation 32(i) of the SEBI Listing Regulations.



- (b) Annual statement of funds utilized for purposes of the than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(vii) of the SEBI Listing Regulations.

b. Nomination and Remuneration Committee

During the Financial Year, this Committee comprised three Independent Directors. They are Mr. S.B. Agarwal – (Chairman), Mr. V.C. Saraf and Ms. Vaishali Choudhary.

This Committee met three times during the previous financial year 2017-18 i.e. August 10, 2017, November 11, 2017 and February 14, 2018. The Minutes of the Nomination and Remuneration Committee Meetings are noted by the Board. The details of the composition of the Committee, meetings held, attendance at the meetings, are tabulated hereunder:

Name of the Members	Category	Position	No. Of Meeting held	No of Meeting attended
Mr. S.B. Agarwal	Independent Director	Chairman	3	3
Mr. V. C. Saraf	Independent Director	Member	3	1
Ms. Vaishali Chaudhari	Independent Director	Member	3	2

The Board of Directors of the Company at its Meeting held on August 10, 2018 in view of amendments caused to The Companies, Act 2013 by way of Notification of certain provisions of Companies (Amendment) Act, 2017 by the Ministry of Corporate Affairs with effect from May 7, 2018, have revised the terms of reference of Nomination and Remuneration Committee of the Board of Directors of the Company. The revised terms are incorporated in their respective portion forming part of this Report.

In accordance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations, the broad terms of reference of the Nomination and Remuneration Committee of the Company include:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board of Directors;
- Devising a policy on Board diversity.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of Independent Directors
- Specifying the manner for effective evaluation of performance of Board, its Committees and Individual Directors and review its implementation and compliance.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modified as may be applicable.

c. Stakeholders Relationship Committee

As of March 31, 2018, this Committee comprises three Directors viz. Mr. V.C. Saraf – (Chairman), Mr. Sharad Kumar Saraf and Mr. Sudarshan Kumar Saraf. The Company Secretary, Mr. Neeraj Rai is the Compliance Officer of the Company.

During the Financial Year 2017-18, 04 queries/complaints were received by the Company from members/investors/ authorities, all of which have been redressed / resolved to date, satisfactorily. As on date, there are no pending share transfers/complaints/queries pertaining to the year under review.

The Committee deals with the following matters:

- Noting transfer/transmission of shares.
- Review of dematerialised/rematerialised shares and all other related matters.
- Monitors expeditious redressal of Investor grievance matters received from Stock Exchanges, SEBI, ROC, etc.



- Monitors redressal of queries/complaints received from members relating to transfers, non-receipt of Annual Report, dividend etc.
- All other matters related to shares/debentures.

d. Corporate Social Responsibility (CSR) Committee:

As on March 31, 2018 the CSR Committee comprises of three directors viz. Mr. Sharad Kumar Saraf (Chairman), Mr. Sudarshan Kumar Saraf and Ms. Vaishali Choudhary. The Company Secretary of the Company is the Secretary of the Committee. During the financial year 2017-18, the committee met twice on May 30, 2017 and February 14, 2018 and the minutes of the Committee are noted by the Board.

The Company has formulated Corporate Social Responsibility Policy (CSR Policy) which is available on the website of the Company at www.technocraftgroup.com

The role of the Committee is as under:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- Recommend the amount of expenditure to be incurred on the activities referred in the CSR policy
- Monitor the CSR Policy of the Company and its implementation from time to time.
- Such other functions as the Board may deem fit from time to time.

The details of the composition of the Committee, meetings held, attendance at the meetings, are tabulated hereunder:

Name of the Members	Category	Position	No. Of Meeting held	No of Meeting attended
Mr. S. K. Saraf	Executive Director	Chairman	2	2
Mr. S. M. Saraf	Executive Director	Member	2	2
Ms. Vaishali Choudhari	Independent Director	Member	2	1

II. DISCLOSURES

(a) Related Party Transactions

All related party transactions entered during the financial year were in the ordinary course of business and on an arm's length basis. Particulars of contracts or arrangements with related parties are mentioned in the Board Report;

Further the details of the transactions with related parties are provided in the Company's financial statements in accordance with the Accounting Standards.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available on website of the Company at the link: <http://www.technocraftgroup.com/pdf/Policy-On-Related-Party-Transactions.pdf>

(b) Accounting treatment in preparation of financial statements

The Company has followed the Accounting standards notified by The Companies (Accounting Standards) Rules, 2006, as amended from time to time, read with Companies (Accounts) Rules, 2014 in preparation of its financial statements.

(c) Risk Management

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organisation from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventorised and integrated with the management process such that they receive the necessary consideration during decision making. It is dealt with in greater details in the management discussion and analysis section.

The Company has a competent Internal Audit System which prepares and executes a vigorous Audit Plan covering various functions such as purchase audit, factory payroll audit, operations, finance, human resources, administration, statutory dues etc. across different factories. The internal auditor presents their key audit findings



of every quarter to the Audit Committee. The management updates the members about the remedial actions taken or proposed for the same. The suggestions and comments from the Committee members are vigilantly incorporated and executed by the Company.

(d) Subsidiary Companies

As on March 31, 2018, the Company had 21 subsidiaries. The Company has no material non-listed Indian Subsidiary Company as defined in Regulation 24 of the SEBI Listing Regulations. However, a policy on material subsidiaries has been formulated and the same is available on website of the Company at the link <http://www.technocraftgroup.com/pdf/Policy-For-Determining-Material-Subsidiary-Companies.pdf> for effective governance, the Company overviews the performance of its subsidiaries, inter alia, in the following manner:

- The financial statements, in particular, the investments made by the unlisted subsidiary companies, are reviewed by the Audit Committee and the Board of Directors of the Company.
- The Minutes of the Board Meetings of the subsidiary companies are placed before the Board of Directors of the Company.

Details of all significant transactions and arrangements entered into by the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

(e) Code for Prevention of Insider Trading Practices

In January, 2015, SEBI notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 which came into effect from May 15, 2015. Pursuant thereto, the Company has formulated and adopted a revised Code for Prevention of Insider Trading.

The revised code viz “Code of Conduct for Prevention of Insider Trading” and the “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” allows the formulation of trading plan subject to certain conditions as mentioned in the said Regulations and requires pre-clearance for dealing in the Company's shares. It also prohibits the purchase or sale of Company's securities by the Directors, designated person and connected persons, while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The Company Secretary of the Company has been designated as the Compliance Officer for this Code.

(f) Whistle Blower Policy/ Vigil Mechanism

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism Policy under which the employees are free to report violations of applicable laws and regulations. The same is posted on the website of the Company <http://www.technocraftgroup.com>

(g) CEO/CFO Certification

As required under Regulation 17 (8) of the SEBI Listing Regulations, the CEO & Chief Financial Officer of the Company have certified regarding the Financial Statements for the year ended March 31, 2018 which is annexed to this Report.

(h) Pledge of Equity Shares:

All the promoters' shareholding is free from any encumbrance.

(i) Disclosure of Pending Cases/Instances of Non- Compliance

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years.

(j) Disclosure of Commodity price risks and commodity hedging activities.

The Company uses various commodities, including base metals, yarn & others, which exposes it to the price risk on account of procurement of commodities. The management monitors commodities / raw materials whose prices are volatile and suitable steps are taken accordingly to minimize risk on the same. The Company enter into contracts for procurement of material, most of the transactions are short term fixed price contract and a few transactions are long term fixed price contracts. The Company does not indulge in commodity hedging activities.



(k) Details of compliance with mandatory requirements and adoption of the non-mandatory requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- i. **Details of non-compliance, if any:** There is no Non-Compliance of any requirement of Corporate Governance Report of sub para (2) to (10) of the Part C of Schedule V of the SEBI Listing Regulations.
- ii. **Compliance with mandatory requirements:** The Company has complied with all the mandatory items of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015

(l) Compliance report on discretionary requirements under Regulation 27(1) of SEBI Listing Regulations:

- i. **The Board:** The Chairman of the Company is an Executive Director and maintains the Chairman's office at the Company's expenses for performance of his duties.

Shareholders' Rights: The Company did not send half-yearly results to each household of the shareholders in Financial Year 2017-18. However, in addition to displaying its quarterly and half-yearly results on its website www.technocraftgroup.com and publishing in widely circulated newspapers.

Audit Qualifications: The auditors have not qualified the financial statements of the Company.

Separate Post of Chairman and CEO: The Company has separate post of Chairman and CEO, Mr. Sharad Kumar Saraf is the Chairman & Managing Director of the Company and Mr. Navneet Kumar Saraf is the CEO of the Company.

Reporting of Internal Audit: The Internal Auditor regularly updates the Audit Committee on internal audit findings at the Audit Committee meetings.

III. MEANS OF COMMUNICATION:

In accordance with Regulation 46 of the SEBI Listing Regulations, the Company has maintained a functional website at www.technocraftgroup.com containing information about the Company viz., details of its business, financial information, shareholding pattern, compliance with corporate governance, details of the policies approved by the Company, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances etc. The contents of the said website are updated from time to time.

The quarterly and annual financial results, notices of Board Meetings and Annual General Meetings, are normally published in Business Standard (English) and Mumbai Lakshadeep / Apale Mahanagar (Marathi) newspapers.

Further, the Company disseminates to the Stock Exchanges (i.e. BSE and NSE), wherein its equity shares are listed, all mandatory information and price sensitive/ such other information, which in its opinion, are material and/or have a bearing on its performance/ operations and issues press releases, wherever necessary, for the information of the public at large.

IV. GENERAL BODY MEETING:

i. Location and time of last three Annual General Meetings ('AGM') held:

AGM No.	Year	Date	Time	Location
25 th AGM	2016-17	September 28, 2017	11.00 A.M.	Technocraft House, A-25, Road No.3, MIDC, Marol Industrial Area, Andheri (E), Mumbai-400 093
24 th AGM	2015-16	September 30, 2016	11.00 A.M.	Technocraft House, A-25, Road No.3, MIDC, Marol Industrial Area, Andheri (E), Mumbai-400 093
23 rd AGM	2014-15	September 29, 2015	11.00 A.M.	Technocraft House, A-25, Road No.3, MIDC, Marol Industrial Area, Andheri (E), Mumbai-400 093



ii. Special Resolutions passed during the previous three AGMs:

- For maintaining and keeping the register of members, indices of members, copies of annual returns etc., at the place other than registered office of the Company, Special Resolution was passed under section 94 (1) of the Companies Act, 2013, in 24th AGM held on September 30, 2016
- For re-appointment of Mr. Sharad Kumar Saraf, as Managing Director was passed in accordance with the provisions of Section 196, 197, 198, and 203 of the Companies Act, 2013 in 25th AGM held on September 28, 2017.

iii. Special Resolution passed during the Financial Year 2017-18 through the Postal Ballot:

During the financial year, the Company has passed special resolution through postal ballot:

Special Resolutions	Votes cast in favour		Votes cast against		Date of declaration of results
	No. of votes	%	No. of votes	%	
Special Resolution under Section 68 of the Companies Act, 2013, for buy-back of Equity Shares by the Company	645977	99.98	157	0.02	December 29, 2017

iv. Person who conducted the postal ballot exercise:

M/s. Nitesh Jain & Co. Company Secretaries (FCS - 6069 & C.P. No. 8582) was appointed as Scrutinizer for the purpose of Postal Ballot exercise.

v. Whether any special resolution is proposed to be conducted through postal ballot:

No Businesses are proposed to be transacted requiring passing of a resolution through Postal Ballot process.

vi. Procedure for postal ballot:

In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provides electronic voting facility to all its members, to enable them to cast their votes electronically. The Company engages the services of NSDL/CDSL for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or e-voting.

The Company dispatches the postal ballot notices and forms along with postage prepaid business reply envelopes to its members whose names appear on the register of members/ list of beneficiaries as on a cut-off date. The postal ballot notice is sent to members in electronic form to the email addresses registered with their depository participants (in case of electronic shareholding) / the Company's registrar and share transfer agents (in case of physical shareholding). The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members desiring to exercise their votes by physical postal ballot forms are requested to return the forms duly completed and signed, to the scrutinizer on or before the close of voting period. Members desiring to exercise their votes by electronic mode are requested to vote before close of business hours on the last date of e-voting.

The scrutinizer submits his report to the Chairman, after the completion of scrutiny, and the consolidated results of the voting by postal ballot are then announced by the Chairman/authorized officer. The results are also displayed on the website of the Company, www.technocraftgroup.com, besides being communicated to all resolutions moved at the last Annual General Meeting were passed by a show of hands by the requisite majority of members attending the meeting

V. GENERAL SHAREHOLDER INFORMATION

i. Annual General Meeting:

Date: September 28, 2018

Day: Friday,

Time: 11:00 A.M

Venue: A-25, Technocraft House, MIDC, Marol Industrial Area, Andheri (E), Mumbai-400093



ii. **Last date for Receipt of Proxies:** Wednesday, September 26, 2018

iii. **Financial Year:**

The financial year of the Company covers the financial period from April 1 to March 31. During the financial year under review, the Board Meetings for approval of quarterly and annual financial results were held on the following dates:

1st Quarter Results: August 10, 2017

2nd Quarter Results: November 10, 2017

3rd Quarter Results: February 14, 2018

4th Quarter & Annual Results: May 30, 2018

The tentative dates of the Board Meetings for consideration of financial results for the year ending March 31, 2019 are as follows:

1st Quarter Results: On or before August 14, 2018

2nd Quarter Results: On or before November 14, 2018

3rd Quarter Results: On or before February 14, 2019

4th Quarter & Annual Results: On or before May 30, 2019

iv. **Dates of Book Closure:**

Wednesday, September 26, 2018 to Friday, September 28, 2018 (both days inclusive)

v. **Dividend Payment Date:**

During the Financial Year under review no dividend was declared.

vi. **Listing on Stock Exchanges:**

Presently, the Equity Shares of the Company are listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The Company has paid the annual listing fees for the year 2018-19 to BSE and NSE.

vii. **Stock Code:**

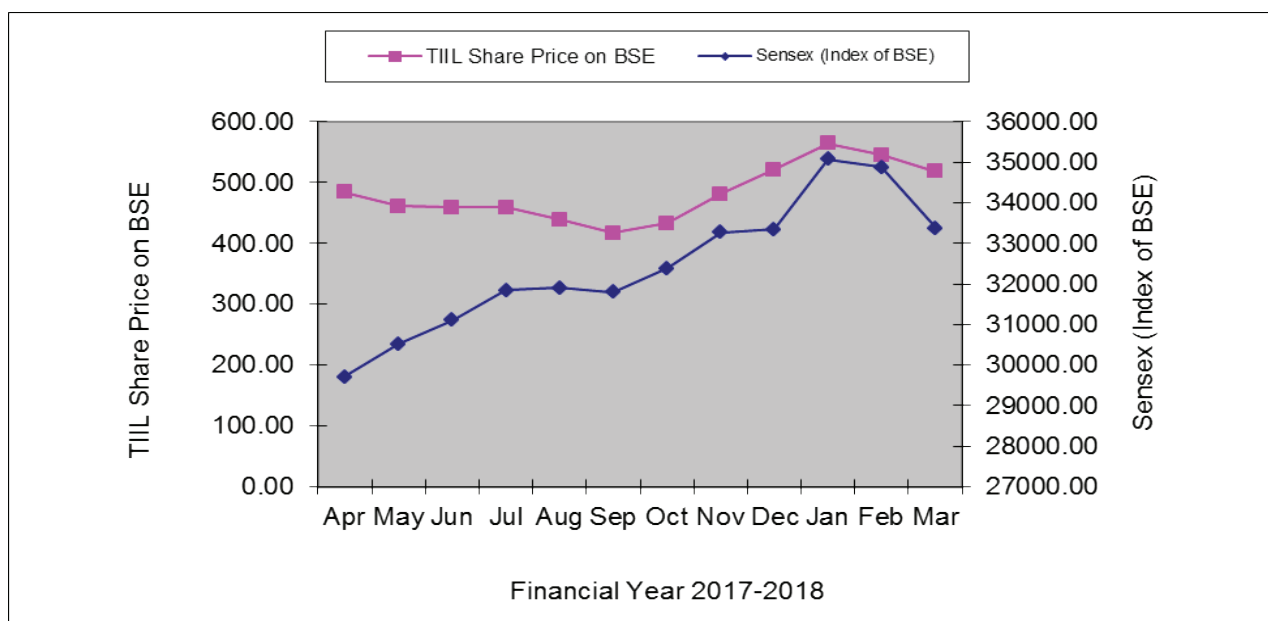
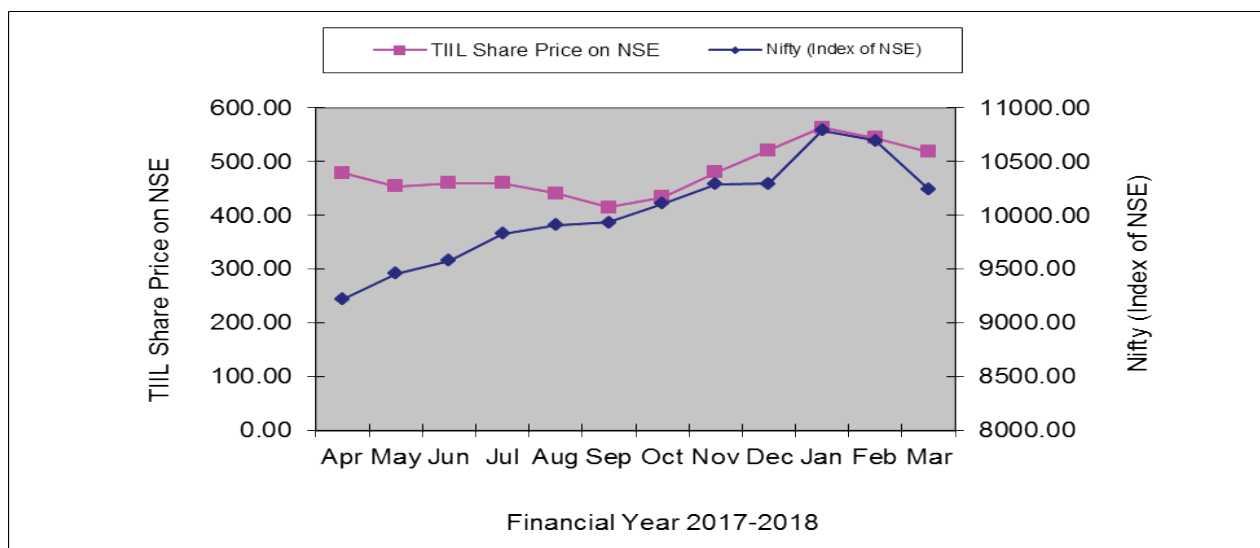
ISIN (Equity Shares) in NSDL & CDSL	INE545H01011
BSE Code	532804
NSE Code	TIIL

ix. **Corporate Identification Number:**

Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L28120MH1992PLC069252.

x. **Share Price Data: High/Low and Volume during each month of 2017-18 at BSE and NSE:**

Date	NSE			BSE		
	High Price	Low Price	Total Traded Quantity	High Price	Low Price	Total Traded
Apr-17	523.00	436.00	477692	524.80	444.05	112016
May-17	508.45	400.00	207509	510.00	412.20	156994
Jun-17	504.90	414.65	387832	503.00	414.10	76285
Jul-17	489.80	430.00	348707	487.40	430.30	45839
Aug-17	497.00	385.25	263662	493.05	385.00	72194
Sep-17	447.00	383.10	220815	447.95	386.45	130884
Oct-17	475.00	394.00	234332	470.95	396.00	261114
Nov-17	515.00	445.10	501697	514.45	448.00	85927
Dec-17	554.90	487.15	478591	554.00	489.00	78413
Jan-18	620.05	505.95	608388	619.00	510.05	135803
Feb-18	598.00	490.05	395664	600.00	490.20	108008
Mar-18	550.00	485.15	199712	548.95	487.35	51182



xi. The Registrars and Share Transfer Agents:-

Link Intime India Private Limited is the Company's Registrar and Share Transfer Agents. Their contact details are as follows:

Link Intime India Private Limited

C-101, 247 Park, L B S Marg,
Vikroli West, Mumbai – 400 083
Maharashtra, India

Tel: +91 22 49186270

Fax: +91 22 49186060

Email: rnt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in



xii. Share Transfer System

The Registrars and Share Transfer Agent have put in place an appropriate Share Transfer system to ensure timely share transfers. Share transfers are registered and returned in the normal course within an average period of 15 days from the date of receipt, if the documents are clear in all respects. Requests for dematerialisation of shares are processed and confirmation is given to the respective depositories i.e. NSDL and CDSL within 21 days

xiii. Distribution of shareholding

(a) Based on Shares held as on March 31, 2018

Distribution range of Shares	Convertible Debentures	Percentage of Shares	No. of Shareholders	Percentage of Shareholders
001-500	1080971	4.42	11525	91.48
501-1000	378855	1.55	482	3.83
1001-2000	398373	1.63	273	2.17
2001-3000	261522	1.07	105	0.83
3001-4000	166985	0.68	47	0.37
4001-5000	183959	0.75	39	0.31
5001-10000	461201	1.89	64	0.51
Greater than 10000	21529821	88.01	63	0.50
Total	24461687	100.00	12598	100.00

(b) Shareholding Pattern as on March 31, 2018:

S. N.	Category	No. of shareholders	No. of shares	%
A	Promoters/ Promoter Group	12	17886902	73.12
B	Public			
(1)	Institutions			
(a)	Mutual Funds/	0	0	0.00
(b)	Venture Capital Funds	0	0	0.00
(c)	Alternate Investment Funds	1	904605	3.70
(d)	Foreign Venture Capital Investors	0	0	0.00
(e)	Foreign Portfolio Investors	5	385690	1.58
(f)	Financial Institutions / Banks	2	6216	0.03
	Sub-Total (B)(1)	8	1296511	5.30
(2)	Non-institutions			
(a)	Individuals -			
	i. Individual shareholders holding nominal share capital up to ₹ 2 lakhs.	11210	2491740	10.19
	ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs	15	908868	3.72
(b)	Bodies Corporate	190	1037632	4.24
(c)	Clearing Member	62	65182	0.27
(d)	Hindu Undivided Family	521	200399	0.82
	Non Resident Indians (Non-Repat)	116	81621	0.33
	Non Resident Indians (Repat)	258	105359	0.43
	MCA-Investor Education Protection Fund	1	1898	0.01
	Foreign Company	1	385575	1.58
	Sub-Total (B)(3)	12374	5278274	21.58
	Total Public Shareholding(B)= (B)(1)+(B)(2)+(B)(3)	12382	6574785	26.88



xiv. Dematerialization of Shares and Liquidity

As on March 31, 2018, 2,44,59,151 equity shares representing 99.99% of the total equity share capital of the Company, were held in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited. The break-up of equity shares held in Physical and dematerialised form as on March 31, 2018, is given below:

Category	No of Shares	Percentage
NSDL	2,28,39,033	93.37
CDSL	16,20,118	6.62
Physical	2,536	0.01
Total	2,44,61,687	100.00

The Promoters hold their entire equity shareholding in the Company in dematerialized form. The Company's equity shares are regularly traded on the BSE and NSE.

xv. Outstanding GDRs/ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity: Not applicable

xvi. Plant Locations:

Drum Closure	Plot. No. C – 5, Murbad Industrial Area, District Thane.
Scaffoldings	Plot No. 4/1, MIDC Murbad, District Thane.
Textile & Power	Village Dhanivali, Murbad, District Thane.

xviii. Address for members' correspondence:

Members are requested to correspond with the Registrars and Share Transfer Agents on all matters relating to transfer/ dematerialisation of shares, payment of dividend and any other query relating to Equity Shares of the Company

The Company has maintained an exclusive email id: investor@technocraftgroup.com which is designated for investor correspondence for the purpose of registering any investor related complaints and the same have been displayed on the Company's website: www.technocraftgroup.com

Members are required to note that, in respect of shares held in dematerialized form, they will have to correspond with their respective Depository Participants (DPs) for related matters.

Members may contact the Compliance Officer at the following address:

Mr. Neeraj Rai

Company Secretary/ Compliance Officer
A/25, M.I.D.C., Marol Industrial Area,
Street No. 3, Opp. – ESIS Hospital,
Andheri – East, Mumbai – 400093
Tel: 022-4098 2222
Fax: 022- 2836 7037



VI. COMPLIANCE

i. Auditors' Certificate on Corporate Governance:

The Company has obtained a Certificate from Pramod Jain & Co, Company Secretaries, regarding compliance of the conditions of Corporate governance, as stipulated in Regulation 34 (3) and PART E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which together with this Report on Corporate Governance is annexed to this Report and shall be sent to all the members of the Company and the Stock Exchanges along with the Annual Report of the Company.

ii. Disclosures with respect to demat suspense account/ unclaimed suspense account:

Pursuance to Schedule V (F) of SEBI Listing Regulations, the information in respect of equity shares, which were issued in public issue and remain unclaimed and are lying in the suspense account, in Demat, are as follow :

Particulars	No. of Shareholders	No of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying on April 1, 2017	17	1382
Number of shareholders who approached to the Company for transfer of shares from suspense account during the year.	Nil	Nil
Number of shareholders to whom shares were transferred from suspense account during the year	Nil	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account laying on March 31, 2018	17	1382

Voting rights on above shares shall remain frozen till the rightful owner of such shares claims the shares.

VII. INVESTOR SAFEGUARDS AND OTHER INFORMATION:

i. Revalidation of Dividend warrants:

In respect of members who have either not opted for NECS/ECS mandate or do not have such a facility with their banker and who have not encashed earlier dividends paid by the Company, are requested to write to Company's Share Transfer Agents for revalidation of expired dividend warrants and failing their encashment for a period of seven years, they stand to lose the right to claim such dividend owing to transfer of unclaimed dividends beyond seven years to Investor Education and Protection Fund.

ii. Transfer of Unclaimed Dividend and respective equity shares into Investor Education & Protection Fund (IEPF):

Under the Companies Act, 2013, dividends which remain unclaimed for a period of 7 years are required to be transferred to the Investor Education & Protection Fund (IEPF) administered by the Central Government.

Further, pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority Accounting, Auditing, Transfer and Refund) Rules, 2016, which have come into effect from September 7, 2016, stipulates that shares on which dividend has not been encashed or claimed for seven consecutive years or more, then such shares are to be transferred to the Investor Education and Protection Fund (IEPF), a Fund constituted by the Government of India under Section 125 of the Companies Act, 2013.

Accordingly, the Company has, during financial year 2017-18, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more i.e. with respect to Financial Year 2009-10. Details of shares transferred to the IEPF Authority are available on the website of the Company. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

Dates of declaration of dividends since Financial Year 2010-11 and the corresponding tentative dates when unclaimed dividends are due to be transferred to the Central Government are given in the table below.



Financial Year	Type of Dividend	Dividend Per Share ₹	Date of Declaration	Proposed date for Transfer	Amount remaining unclaimed / unpaid as on March 31,2018 (₹)
31.03.2011	Final	1	Sep 30,2011	Nov 05,2018	1,77,289.00
31.03.2012	Final	1	Sep 28,2012	Nov 03,2019	4,88,489.00
31.03.2013	Interim	1	Nov 07,2012	Dec 13,2019	2,80,309.00
31.03.2013	Final	2	Sep 30,2013	Nov 05,2020	1,24,492.00
31.03.2014	Interim	5	May 21,2014	June 26,2021	4,05,360.00
31.03.2015	Interim	5	May 28,2015	July 02,2022	2,22,240.00
31.03.2016	Interim	3	March 10,2016	April 09,2023	1,48,071.00

Members are further requested to note that after completion of 7 years, no claims shall lie against the said Fund or Company for the amounts of dividend so transferred, nor shall any payment be made in respect of such claims.

Following amount remitted to IEPF during last three years:

S.N.	Particulars	Financial year	Amount remitted (in ₹)
1	Unpaid dividend	2007-08	96,519.00
2	Unpaid dividend	2008-09	71,340.00
3	Unpaid dividend	2009-10	81,636.00

During the financial year under review we have transferred 1898 equity shares into IEPF as required under section pursuant to the provisions of Section 124(6) of the Companies Act, 2013.

iii. Demat of shares/ Update Address/ E-mail Address/ Bank details:

To receive all communications/corporate actions promptly, members holding shares in dematerialized form are requested to please update their address/email address/bank details with the respective DPs and in case of physical shares, the updated details have to be intimated to the Registrar & Share Transfer Agents.

Pursuant to Circular No.: SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, issued by the Securities Exchange Board of India ("SEBI"), the Company is required to obtain the copy of PAN Card and Bank details from all the shareholders holding shares in physical form. Accordingly, physical shareholders are requested to kindly submit the (i) Self-attested copy of your PAN Card (all the Shareholders in case of joint holding) and; (ii) Original cancelled cheque leaf with your name printed on it or a copy of Bank Passbook/Statement bearing your name, duly attested by the Bank

Further, SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 has come out with SEBI (Listing Obligations and Disclosure Requirements) (fourth Amendment) Regulations, 2018 ("The New Regulations") to further amend the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The New Regulations shall come into force on the 180th day from the date of its publication in the official gazette i.e. June 8, 2018 (Effective Date of implementation is December 5, 2018). The New Regulations have inter alia amended the Regulation 40 of SEBI Listing Regulations and as per amended Regulation 40, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository except in the cases of transmission or transposition of securities. In view of above amended Regulation, you are requested to open a de-mat account with a Depository Participant (DP) and deposit your physical shares with such DP and get your shares de-mat at the earliest to avoid any kind of inconvenience

iv. Electronic Service of Documents to Members at Registered Email Address:

In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014 notified under the Companies Act, 2013, the Companies may give Notice of the General Meetings through electronic mode. Further, the said Rule provides that advance opportunity should be given at least once in a financial year to the Members / Members for registering their email address and changes therein, as may be applicable. Further Rule 11 of the Companies (Accounts) Rules, 2014 notified under the Companies Act, 2013 provides that in case of listed companies, financial statements may be sent by electronic mode to such members / members whose shareholding is in dematerialized form and whose email Ids are registered with the Depository for communication purposes. As regards Members / Members whose shareholding is held in physical form, the financial statements



may be sent in electronic mode to those members who have positively consented in writing for receiving by electronic mode.

In view of the above, the Company shall send all documents to Members like General Meeting Notices (including AGM), Annual Reports comprising Audited Financial Statements, Directors' Report, Auditors' Report and any other future communication (hereinafter referred as "documents") in electronic form, in lieu of physical form, to all those members, whose email address is registered with Depository Participant (DP)/Registrars & Share Transfer Agents (RTA) (hereinafter "registered email address") and made available to us, which has been deemed to be the member's registered email address for serving the aforesaid documents.

To enable the servicing of documents electronically to the registered email address, we request the members to keep their email addresses validated/ updated from time to time. We wish to reiterate that Members holding shares in electronic form are requested to please inform any changes in their registered e-mail address to their DP from time to time and Members holding shares in physical form have to write to our RTA, M/s Link Intime India Private Limited at their specified address, so as to update their registered email address from time to time.

It may be noted that the Annual Report of the Company will also be available on the Company's website www.technocraftgroup.com for ready reference. Members are also requested to take note that they will be entitled to be furnished, free of cost, the aforesaid documents, upon receipt of requisition from the member, any time, as a member of the Company.

CERTIFICATE OF COMPLIANCE WITH CODE OF CONDUCT FOR FINANCIAL YEAR ENDED MARCH 31, 2018.

This is to affirm that the Board of Directors of Technocraft Industries (India) Limited has adopted a Code of Conduct for its Board Members and Senior Management Personnel in compliance with the provisions of Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that the Board Members and Senior Management Personnel of the Company have affirmed the compliance of provisions of the said code for the Financial Year ended March 31, 2018.

Place: Mumbai

Date: May 30, 2018

Navneet Kumar Saraf
Chief Executive Officer



CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER CERTIFICATION IN COMPLIANCE WITH THE PROVISIONS OF REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We, Navneet Kumar Saraf, Chief Executive Officer and Ashish Kumar Saraf, Chief Financial Officer of Technocraft Industries (India) Limited have reviewed financial statements and the cash flow statement for the year ended March 31, 2018 and that to the best of their knowledge and belief:

a. (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the Company's code of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such 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

(i) significant changes in internal control over financial reporting during the year;

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) 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 listed entity's internal control system over financial reporting.

Place: Mumbai

Date: May 30, 2018

Ashish Kumar Saraf
Chief Financial Officer

Navneet Kumar Saraf
Chief Executive Officer

CERTIFICATE ON COMPLIANCE WITH CONDITIONS OF CORPORATE GOVERNANCE

To

The Members

Technocraft Industries (India) Limited

We have examined the compliance of the conditions of Corporate Governance procedures implemented by Technocraft Industries (India) Limited, for the year ended March 31, 2018, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as the "SEBI Listing Regulation") as referred to in Chapter (IV) of the SEBI Listing Regulations for the period from April 01, 2017 to March 31, 2018.

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

In our opinion and to the best of our information and according to the explanations given to us, we hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement/ SEBI Listing Regulations as applicable.

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

For **Pramod Jain & Co.**
Company Secretary

Place: Mumbai

Date: August 10, 2018

(Pramod Kumar Jain)

Proprietor

FCS No. 6711 CP No. 11043



MANAGEMENT DISCUSSION & ANALYSIS REPORT 2017-18

INDUSTRY STRUCTURE AND DEVELOPMENTS

The economy of India is a developing mixed economy. It is the world's sixth-largest economy by nominal GDP and the third-largest by purchasing power parity.

The Company is into many segments/ industries i.e. Drum Closures, (including Flex Spouts, Capseals, Insertion Dies, Clamps) mainly linked with oil and gas sector, Scaffoldings & Formwork, which mainly linked with Construction Sector, Yarn, and Fabric/ Garments divisions Company's growth is depended upon all these industries and sector.

The global industrial drums market is expected to exhibit a CAGR of 7.1% from 2017 to 2027. The market is expected to rise to a valuation of approximately US\$ 17,684 Mn by the end of the forecast period.

As per Central Statistics Organisation (CSO) and International Monetary Fund (IMF), India has emerged as a fastest growing major economy in the world.

Indian Growth for 2018-19 is forecasted at 7.4 per cent by the International Monetary Fund (IMF) and Exports are expected to grow at 15 per cent in 2018-19.

BUSINESS OVERVIEW:

Drum Closure

Each steel drum requires one set of closure, a precision engineering product so as to ensure that the liquid inside does not spill out. The Company has designed and developed the next generation technology for manufacturing of drum closures. It also manufactures all its gaskets and clamps and offers a full range of drum closure products to its clients. With patented technology, there has been substantial reduction in manufacturing costs, improvement in quality and this has helped catapult TIL to the second largest global manufacturer of steel drum closures.

Your Company is the second largest manufacturer of steel Drum Closures and continues to enjoy a worldwide market share of about 36% (excluding China). The Company produces a wide variety of closures and related equipment ranging from fully automatic flange insertion systems to cap-sealing tools. The Company caters to all leading steel drum manufacturing companies of the world. The Company is also expanding capacity for which two additional shed already constructed for drum closure division.

The company achieved the revenue from drum Closure segment ₹ 31,048.40 Lakhs as compared to ₹ 28,902.08 Lakhs for previous year, which is increased by 7.43%. However, Profit before Tax and Interest of the drum closures division was decreased by 16.25% as compared to the previous year i.e. from ₹ 9,878.37 Lakhs to ₹ 8,272.86 Lakhs for this year. Out of the total revenue of drum division, approximately 90.78 % of revenue was generated from Export Sales.

Scaffoldings & Formwork

Scaffolding is a temporary structure used to support people and material in the construction industries, real estate and any other large structures. It is usually a modular system of metal pipes or tubes, although it can be from other materials also.

The Company is a leading Indian manufacturer and distributor of scaffoldings and formwork systems. The Company exports approx. 70% of scaffolding formwork out of India. The Company has been supplying scaffoldings to global markets for over 20 years. During the Financial Year the company has increased its domestic sale, as the Company has started supplying to various Metro Projects.

Despite the volatile nature of construction and allied activities, the Scaffolding & Formwork (S&F) market is thriving in India and one can expect brighter times ahead.

With the government laying special emphasis on construction and infrastructural development in the 12th Five Year Plan, opportunities abound in the Indian Scaffolding and Formwork (S&F) Industry. Yet, there are some challenges like time and cost constraints. Moreover, the general paucity of trained professionals in this field is also a cause for concern. Nevertheless, with the demand rising in the wake of ongoing and future projects, S&F manufacturers are keeping pace with the Construction Industry.

The Company has strategically located state-of-the-art manufacturing facilities with installed capacities of 36,000 MT and 25,000 MT in India and China, respectively. The Company is positioned as an end-to-end solution provider owing to its well-integrated manufacturing capability. The Company supplies its products to a diversified set of end markets including oil & gas, power, refineries, petrochemical, infrastructure and commercial construction.



The Company is present in the premium segment of Scaffolding business. Scaffolding segment is growing mainly on the back of the strong demand from the international infrastructure markets.

TIL's Scaffolding segment comprises of Scaffolding, Formwork and Tower business. Its major revenues accrue from overseas markets.

Formwork Business

Formwork is the term given to either temporary or permanent molds into which concrete or similar materials are poured. Traditionally, formwork was built using easy to produce timber and plywood, or moisture-resistant particleboard. Over a period of time formwork is now made more of steels which are more durable and reusable.

Looking at Indian government's focus on rapid infrastructural development across the country by constructing railways, roads, bridges, dams, airports, power plants and many more, construction is now growing at a fast pace. Contractors have started adapting newer technologies, faster systems, advanced concrete techniques and better and established management tools.

Engineered Formwork Systems are built out of prefabricated modules with a metal frame - usually of steel or aluminum - and covered on the application (concrete) side with material having the wanted surface structure (steel, aluminum, plastic, timber, etc)

TIL has entered into manufacturing of sophisticated engineered Formwork systems for building, construction and infrastructure projects in India. TIL has state-of-the-art manufacturing plant in India and is well placed to play a larger role in the construction growth in India and overseas, with a network of offices at Mumbai and overseas.

The revenue of Scaffolding Segment was increased tremendously by 28.26% during the Financial Year 2017-18 as compared to previous Financial Year. The revenue generated from this division for the current financial year 2017-18 was ₹ 39,545.66 Lakhs and for the previous year ₹ 30,832.71 Lakhs. Profit before Tax and interest was increased substantially from previous year i.e. from ₹ 3449.34 Lakhs to ₹ 7,776.97 Lakhs for this year which is improved by 125.46% as compared to previous year.

Yarn

The Company produces variety of products ranging from NE 20 to NE 40, Carded and Combed varieties of Cotton Yarn. The Spinning mill is equipped with world-class Swiss, Japanese, German, Spanish equipment. Currently, the Company exports approx. 86% of yarn products mainly in Europe, Asia, Latin American countries etc.

The Company manufactures premium quality active wear products and provides superior service. Products are custom knit, dyed, finished, cut, sewn, decorated, packaged and distributed.

Being part of a diverse group, the Company has access to the latest trends in the European markets, thus enabling it to offer high quality products and latest fashions with Indian prices in a very short lead-time.

During the Financial Year the revenue of Yarn Division was increased as compared to last Financial Year. Total revenue from the segment in the Financial Year 2017-18 was ₹ 27,327.66 Lakhs as compared to ₹ 25,781.83 Lakhs for previous year. However, this division generated loss before Interest and Tax of ₹ 635.83 Lakhs as compare to Loss of ₹ 607.73 Lakhs of last year.

Fabric/ Garments

Changing lifestyles and increasing demand for quality products are set to fuel the need for apparel derives new growth in Garment Units.

During the current Financial Year the revenue from the Garment Division was increased to ₹ 11,659.06 Lakhs as compared to previous year of ₹ 8,398.16 Lakhs, which is increased by 38.83 %. Further, this segment generated loss before interest and tax of ₹ 389.51 Lakhs as compare to profit of ₹ 209.07 Lakhs for previous year.

Captive power generation

The Company has a coal based captive power generation plant of 15MW to cater to its power requirements, resulting into less dependence on state electricity board and surety of continuous power supply to all its divisions.

During the current Financial Year the revenue from power division was increased to ₹ 5138.75 Lakhs as compared to previous year of ₹ 3,570.73 Lakhs which shows increase of 43.91% and profit before tax and interest was increased to ₹ 905.22 Lakhs against ₹ 220.98 Lakhs of previous year which is improved by 309.64% as compared with that of previous year.



Engineering services through Subsidiary

Technosoft Engineering Projects Limited ('Technosoft') is a subsidiary of the Company. Technosoft is a global technology services company offering broad-based engineering and IT services using a variety of client-partnership models for delivery. Technosoft's client base spans various industry verticals including heavy machinery, automotive, aerospace, manufacturing, oil & gas, high-tech, telecom, healthcare and financial services. The company's client base is widely spread globally including many clients from US, Canada, UK and Germany.

Technosoft has a strong team of over 250 engineers and designers located worldwide. Its engineers and designers are equipped with state-of-the-art hardware and software tools, including tools for 3-D modeling, Finite Element Analysis and process simulation.

Technosoft operates in North America through its subsidiaries, which provides general engineering services and EPC Management Services in the oil and gas and other industry.

OPPORTUNITY & FUTURE PLAN

For an enterprise there is nothing more important than to find and exploit new market opportunities.

The Government of India has set an ambitious target of increasing the contribution of manufacturing output to 25 percent of Gross Domestic Product (GDP) by 2025.

The Government of India has taken several initiatives to promote a healthy environment for the growth of manufacturing sector in the country. Likewise Ministry of Heavy industries and Public Enterprises, in partnership with industry associations, has announced creation of a start-up center and a technology fund for the capital goods sector to provide technical, business and financial resources and services to start-ups in the field of manufacturing and services.

Focus of the company is to consolidate and grow its position in each of its core businesses which is Drum Closures, Scaffolding, Engineering Services and Textiles. The Company sees the Drum Closure division growing at same or higher rate next year and it anticipate double digits growth and this is certainly one of its core focus areas.

The Company is working strongly and increasing the sales and profitability in China which is one of the main growing markets for Drum Closures division. Drum Closure division is growing in China. Scaffolding division can perform better this year. Management expects a good growth rate both in top line and bottom line.

RISK & THREAT

Global Slowdown - More than 78% of TILL's revenue comes from global markets. Any slowdown in economic activities in global markets in general and U.S. market in particular may affect TILL's performance.

Foreign exchange - Being an export oriented company, TILL's competitiveness, revenue growth & margins may be affected in case Indian Rupee appreciates significantly against major global currencies in long run. In the short run, volatility in foreign exchange markets may affect TILL's profitability as it does not hedge its export receivables fully.

Commodity prices - Increase in commodity prices like steel & cotton may affect TILL's performance in case it unable to pass the rise in commodity prices to its customers.

Capital allocation - TILL's certain businesses generate significant cash flows and TILL's cash & cash equivalents and current investments were at Rs 2622.82 Lakhs as on March 31, 2018. TILL's management has plans to invest this amount into various businesses and keep looking for inorganic growth opportunities. Inorganic growth opportunities pursued in future may or may not generate economic returns as desired due to various factors. However, management has narrowed down focus to "engineering" area (considering management's background & expertise) while pursuing inorganic growth opportunities and evaluating certain opportunities in specialized drum closures segment and engineering services segment

Market Share- any rise in competitive landscape in domestic or international markets can lead to reduction in market share and can affect profitability.

Financing: Technocrat's growth strategy is dependent on the internal cash generation level and ability to draw external capital for growth projects.

Considering the industry volatility, Technocrat continued its journey of developing new markets and products and enhancing value added services to its customer.

The Company aims to address risks, opportunity and threat posed by the business environment by developing appropriate risk mitigation measure.



The Management has also put in place effective measures to monitor the Risk Management System and appropriate steps are taken to strengthen the existing business practices and policies to overcome the challenges.

Risk Management System is a way to try alternative solution as to determine what works and what doesn't and testing and refining assumptions.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Internal Control System plays an integral role in the Company's Success. It helps the management to monitor the effectiveness of the controls in an ever-changing environment. Internal control and risk management are critical in the process of setting and achieving operational, strategic, compliance and reporting objectives.

The Company's internal control policies are in line with its size and nature of operations and they provide assurance that all assets are safeguarded, transactions are authorised, recorded and reported properly following all applicable statutes and General Accepted Accounting Principles.

The Company has an Audit Committee all the members including the Chairman are independent directors in order to maintain objectivity. Internal Auditor of the Company conducts audit in various functional areas. Audit planning and executions are oriented towards assessing the state of internal controls, making them stronger and addressing the risks in the functional areas of the Company. Internal Auditor, reports to the Audit Committee its findings and observations. Audit Committee meets at regular intervals to review audit issues and follow up on implementation of corrective actions.

Besides the above, the Company has also met the Internal Financial Control requirements as per Companies Act, 2013 where policies and procedures have been adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. Audit Committee also seeks views of the statutory auditors on the adequacy of internal control systems in the Company. In compliance with Section 143(3)(i) of the Act, the Statutory Auditors have issued an unmodified report on the Internal Financial Controls over Financial Reporting which forms a part of the Independent Auditors' Report also forming part of this Annual Report.

SEGMENT WISE FINANCIAL PERFORMANCE

The summarized segment-wise performance of the Company for the Financial Year 2017-18 is as follows:

(₹ In Lakhs)

Business Segment	Drum Closures	Scaffolding	Yarn	Fabric	Power	Total
A. Segment Revenue	31,048.40	39,545.66	27,327.66	11,659.06	5,138.75	1,14,719.53
B. Segment Results (profit and loss before interest)	8,272.86	7,776.97	(635.83)	(389.51)	905.22	15,929.71
Less:						
i) Finance Cost						1,726.54
ii) Other un-allocable expenditure net of unallocable income						(1,350.86)
Total Profit before tax						15,554.03
C. Capital Employed (Segment assets -Segment liabilities)	14,938.45	30,376.20	17,858.22	9,224.79	2,529.35	74,927.01

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company believes that a good Human Resource Policies are very effective for supporting and building the desired organisation culture and to maintain the same our company taking actions on the day-to-day problems of the organization.

The Company continues to focus on creating strong and long term relationship with all employees as employee retention and development are among the highest priorities of the Company.

The Company is working on enhancing its competencies to take care of current and future business. Its employee strength as on March 31, 2018 was 1485. Human Resource and Industrial Relations departments have developed systems and policies on recruitment, performance management, learning and development, and employee engagement.



The workers union of the Company has maintained healthy and cordial industrial relations, and has been an equal partner in implementing Company's policies and achieving stretched operational targets, year on year.

CAUTIONARY STATEMENT

Statements made in Management Discussion and Analysis Report describing the Company's objectives, estimates, expectations or predictions are "Forward looking Statement" within the meaning of applicable laws and regulations. They are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operation include global and Indian demand- supply condition, raw material availability, trained manpower, changes in Government regulations, tax regimes, economic development within India and the countries within which the Company conducts business and other incidental factors.



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
TECHNOCRAFT INDUSTRIES (INDIA) LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying Standalone IND AS financial statements of **TECHNOCRAFT INDUSTRIES (INDIA) LIMITED**, ("the company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statement and the Statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone IND AS financial statements that give a true and fair view of the financial position, financial performance Including Other Comprehensive Income, cash flows and change in Equity of the company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND-AS) specified under section 133 of the Act read with relevant rules issued thereunder.

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

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone IND AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters, which are required to be included in the audit report under the provisions of the Act, and the Rules made thereunder.

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone IND AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the IND AS, of the financial position of the Company as at 31st March, 2018, and its **Profits** (financial performance Including Other Comprehensive Income), its cash flows and changes in Equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 (the order); issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure - A**, a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

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 appears from our examination of those books.
- (c) The Balance Sheet, Statement of Profit and Loss, Cash Flow Statement and Statement of changes in Equity dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid Standalone IND AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act read with relevant Rule issued thereunder.
- (e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure - B.**
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to the explanations given to us:
 - a. The company has disclosed the impact of pending litigations on its financial position in its financial statement – Refer Note no. 28 to the financial statement.
 - b. The Company has made provision, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - d. The reporting on disclosure relating to specified Bank Notes is not applicable for the year ended 31st March, 2018.

For Khandelwal Prakash Murari Bhandari & Co.
Firm Reg. No. 102454W
Chartered Accountants

Place of Signature: Mumbai
Date: 30th May, 2018

(Piyush Patni) Partner
Membership No. 143869



ANNEXURE "A" TO THE INDEPENDENT AUDITORS REPORT

The Annexure referred to in our Report of even date to the Members of TECHNOCRAFT INDUSTRIES (INDIA) LIMITED on the Standalone Financial Statements for the year ended 31st March, 2018, We report that:

- 1 a According to information and explanations given to us, The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b As explained to us, the fixed assets of the company have been physically verified by the Management in a phased manner as per regular program of verification, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. Pursuant to this program, some of the fixed assets have been physically verified by the management during the year, and no material discrepancies have been noticed on such verification.
- c The title deeds of the property as disclosed in Property, Plant and Equipment and Investment Property vide Note No. 3 & 4 respectively to the financial statements are held in the name of the company.
2. The stock of Finished Goods, Goods-in-Process, Raw Materials and Stores & Spares parts have been physically verified during the year by the Management. In our opinion, the procedures of physical verification of the above Inventories followed by the Management are reasonable and adequate in relation to the size of the Company and nature of its business. In respect of inventories lying with the third parties, these have substantially been confirmed by.
- 3 a In our opinion and according to the information and explanations given to us, the company has granted unsecured loans to 2 parties covered in the Register maintained under section 189 of the Companies Act, 2013.
- b Payment of Principal amount and interest are regular wherever demanded & stipulated.
- c As the Loan is repayable on demand therefore comment in respect of overdue amount of loans granted to Companies, Firms or other parties listed in the register maintained under section 189 of the Companies Act, 2013 is not applicable to the company.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, loans, guarantees and security provided in respect of loans & other facilities to parties covered under section 185 of the Act and Investments made.
5. The Company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 and any other relevant provision of the Companies Act, 2013 and the rules framed there under apply.
6. We have broadly reviewed the books of account and records maintained by the company in respect of the products where, pursuant to the Rules made by the Central Government of India, the maintenance of cost records has been specified under section 148 (1) of the Companies Act, 2013 is applicable to the company and are of opinion that prima facie the prescribed accounts and records have been made and maintained. We have however not made detailed Examination of the records with view to determining whether they are accurate or complete.
- 7 a According to the information and explanation given to us and the records of the Company examined by us, the Company is generally regular in depositing provident fund dues, employees state insurance, income tax, sales tax, service tax, custom duty, excise duty, cess and any other statutory dues with the appropriate authorities and there are no undisputed amounts payable for the same were outstanding as at 31st March, 2018 for a period exceeding six months from the date they became payable;
- b According to the information and explanation given to us and the records of the Company examined by us, the Particulars of disputed statutory dues under various act as at 31st March, 2018 which have not been deposited with the appropriate authorities are as under: -

Name of the Statute	Nature of dues	Amount (₹ in Lakhs)	Forum where dispute is pending
The Central Excise Act 1944	Excise Duty & Penalty		
	For F.Y 2005-06	38.73	Case pending with CESTAT (Mumbai)
	For F.Y 1999-02 to Sept 2008	1,115.67	Case pending with CESTAT (Mumbai)
	For Period before 29-9-2008	195.61	Cases pending with CESTAT (Mumbai)
	For Period before 29-1-2009	266.77	Cases pending with CESTAT (Mumbai)
	For FY 2007-08	15.65	Case pending With High Court, Mumbai
	For period Oct 11 - Jan 12.	9.94	Case pending with CESTAT (Tribunal)
	For the period Apr-15 to Sept-15	4.85	Additional Commissioner (ST)



	For the period Apr-15 to Dec-15	2.55	Additional Commissioner (ST)
	Service Tax & Penalty		
	For F.Y. 2006-07 & F.Y. 2008-09	10.94	Case pending with Commissioner (Appeals)
	For period Oct 09 – Mar 13	24.60	Case pending with Commissioner (Appeals)
	For period Apr 13 - Dec 13	3.68	Case pending with Commissioner (Appeals)
	For the Period April 2011 to May 2015	6.49	Case pending with Commissioner (Appeals)
The Maharashtra Land Revenue Act, 1966	For Payment of Royalty on extraction & transportation of mud, stones & sand issued by Tahasildar, Tal. Murbad, Dist. Thane	82.48	Additional Commissioner (Appeals) Konkan Division
Electricity Act, 2003	For Payment of Additional Differential Electricity duty	1,458.01	High Court, Mumbai
The MRTU & PULP Act, 1971	For payment of Variable Dearness Allowances	165.50	The Industrial Court, Maharashtra at Thane.
Income Tax Act, 1961	For A. Y. 2012-13	0.10	CIT (Appeals)

8. According to information and explanations given to us the company has not defaulted in repayment of loans or borrowings to a financial institution or bank and company does not have any outstanding loans or borrowing from Government or dues to debenture holders during the year.
9. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) however the term loans have availed by the company and were applied for the purposes for which those were raised.
10. According to the information and explanations given to us by the management, which has been relied upon by us, no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
11. In our opinion, and according to the information and explanations given to us, 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 of the companies Act, 2013.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the order are not applicable to the Company.
13. In our opinion, and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of the companies Act, 2013 where applicable. The details of related party transactions have been disclosed in the financial statements as required under Ind AS “24”, Related Party Disclosures specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015.
14. In our opinion, and 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 and accordingly the provisions of clause 3 (xiv) of the order is not applicable to the Company.
15. In our opinion and according to the information and explanations given to us, the Company has not entered into any Non-Cash transaction with directors or persons connected with the directors. Accordingly, the provisions of clause 3 (xv) of the order is not applicable to the Company.
16. In our opinion and according to the information and explanations given to us, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3 (xvi) of the order is not applicable to the Company.

For Khandelwal Prakash Murari Bhandari & Co.
Firm Reg. No. 102454W
Chartered Accountants

Place of Signature: Mumbai
Date: 30th May, 2018

(Piyush Patni) Partner
Membership No. 143869



ANNEXURE – “B” TO THE INDEPENDENT AUDITORS REPORT

The Annexure referred to in our Report of even date to the Members of TECHNOCRAFT INDUSTRIES (INDIA) LIMITED for the year ended 31st March, 2018. We report that:

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 **TECHNOCRAFT INDUSTRIES (INDIA) LIMITED**, (“the Company”) as of March 31, 2018 in conjunction with our audit of the Standalone IND AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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



Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 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 Khandelwal Prakash Murari Bhandari & Co.
Firm Reg. No. 102454W
Chartered Accountants

Place of Signature: Mumbai
Date: 30th May, 2018

(Piyush Patni) Partner
Membership No. 143869



STANDALONE BALANCE SHEET AS AT MARCH 31, 2018

Particulars	Note No.	(₹ in lakhs)	
		As at 31st March, 2018	As at 31st March, 2017
ASSETS			
Non - Current Assets			
Property, Plant and Equipment	3	17,566.93	13,791.06
Capital work-in-progress	3	3,053.59	1,006.20
Investment Properties	4	541.79	574.92
Intangible assets	5	46.41	60.66
Financial Assets			
Non Current Investments	6(a)	11,144.52	12,914.23
Others Financial Assets	6(b)	347.07	1,290.02
Other Non-Current Assets	7	914.32	610.89
Total Non - Current Assets		33,614.63	30,247.98
Current Assets			
Inventories	8	24,881.47	18,733.58
Financial Assets			
Current Investments	6(a)	14,605.02	17,138.27
Trade receivables	6(c)	32,149.86	24,423.16
Cash and cash equivalents	6(d)	2,622.82	3,545.22
Other Bank Balances	6(e)	1,332.42	597.93
Loans	6(f)	1,567.39	689.98
Others Financial Assets	6(b)	2,360.98	689.42
Current Tax Assets (Net)	9	-	187.72
Other Current Assets	10	8,233.70	5,611.53
Total Current Assets		87,753.66	71,616.81
Total Assets		1,21,368.29	1,01,864.79
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	11(a)	2,446.17	2,630.00
Other Equity	11(b)	62,317.60	61,209.36
Total Equity		64,763.77	63,839.36



STANDALONE BALANCE SHEET AS AT MARCH 31, 2018

(₹ in lakhs)

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
LIABILITIES			
Non - Current Liabilities			
Financial Liabilities			
Non Current Borrowings	12(a)	3,874.48	2,184.90
Other financial liabilities	12(b)	49.11	91.32
Provisions	13	1,363.92	820.91
Deferred tax liabilities (Net)	14	1,005.24	1,069.95
Other Non-Current Liabilities	15	572.65	6.02
Total Non - Current Liabilities		6,865.40	4,173.10
Current Liabilities			
Financial Liabilities			
Current Borrowings	12(a)	35,722.84	24,542.34
Trade payables	12(c)	6,442.97	4,458.74
Other financial liabilities	12(b)	5,403.00	4,174.23
Provisions	13	150.18	103.80
Current Tax Liabilities (Net)	16	1,131.17	-
Other Current Liabilities	17	888.95	573.22
Total Current Liabilities		49,739.12	33,852.33
Total Equity and Liabilities		1,21,368.29	1,01,864.79

Significant Accounting Policies

1 & 2

The accompanying notes form an integral part of the standalone financial statements

As per our Report of Even Date

For Khandelwal Prakash Murari Bhandari & Co

Firm Reg.No.102454W

Chartered Accountants

(Piyush Patni) PARTNER

M.NO :143869

Place: Mumbai

Date : 30th May, 2018

For & on Behalf of Board of Directors

Sharad Kumar Saraf

Chairman &
Managing Director
DIN 00035843

Sudarshan Kumar Saraf

Co-Chairman &
Managing Director
DIN 00035799

Neeraj Rai

Company Secretary

Navneet Kumar Saraf

Whole-time Director & CEO
DIN 00035686

Ashish Kumar Saraf

Whole time Director & CFO
DIN 00035549



STANDALONE STATEMENT OF PROFIT & LOSS FOR YEAR ENDED MARCH 31, 2018

(₹ in lakhs)

Particulars	Note No.	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Income			
Revenue From Operations (including excise duty)	18	1,01,390.12	87,173.49
Other Income and Other Gains/(Losses)	19	4,617.14	3,557.86
Total Income		1,06,007.26	90,731.35
Expenditure			
Cost of materials consumed	20	55,522.09	42,874.51
Purchases of Stock-in-Trade		1,818.41	2,607.44
Changes in inventories of finished goods, Stock - in -Trade and work - in - progress	21	(2,787.92)	(797.86)
Excise duty expenses		358.50	783.65
Employee benefits expenses	22	6,690.52	5,666.24
Finance costs	23	1,726.54	1,478.35
Depreciation and amortisation expenses	24	2,303.57	1,872.98
Other expenses	25	24,821.52	22,508.71
Total expenses		90,453.23	76,994.02
Profit before tax		15,554.03	13,737.33
Tax expense:	26		
(1) Current tax		4,604.75	3,367.75
(2) Deferred tax		87.02	637.46
Total tax expenses		4,691.77	4,005.21
Profit for the year		10,862.26	9,732.12
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurement of net defined benefit Plans (net of tax)		(286.71)	70.39
Items that will be reclassified to profit or loss		-	
Other Comprehensive Income / (Loss) for the Year (Net of tax)		(286.71)	70.39
Total Comprehensive Income for the year		10,575.55	9,802.51
Earnings per equity share of Face Value of ₹ 10/- each	27		
Basic		41.55	37.00
Diluted		41.55	37.00

1 & 2

The accompanying notes form an integral part of the standalone financial statements

As per our Report of Even Date

For Khandelwal Prakash Murari Bhandari & Co

Firm Reg.No.102454W
Chartered Accountants

(Piyush Patni) PARTNER

M.NO :143869

Place: Mumbai

Date : 30th May, 2018

For & on Behalf of Board of Directors

Sharad Kumar Saraf

Chairman &
Managing Director
DIN 00035843

Sudarshan Kumar Saraf

Co-Chairman &
Managing Director
DIN 00035799

Neeraj Rai

Company Secretary

Navneet Kumar Saraf

Whole-time Director & CEO
DIN 00035686

Ashish Kumar Saraf

Whole time Director & CFO
DIN 00035549



STANDALONE CASH FLOW STATEMENT FOR YEAR ENDED MARCH 31, 2018

(₹ in lakhs)

	Year Ended 31st March, 2018	Year Ended 31st March, 2017
A. CASH FLOW ARISING FROM OPERATING ACTIVITIES :		
Profit before exceptional items & tax from continuing operations	15,554.03	13,737.33
Add / (Less) : Adjustments to reconcile profit before tax to net cash used in operating activities		
Depreciation on property, plant and equipment	2,214.37	1,802.39
Amortisation of intangible assets	61.54	56.30
Amortisation of Grant	(66.54)	-
Depreciation on investment properties	27.66	14.29
(Gain)/loss on sale of property, plant and equipment	(101.86)	3.26
(Gain)/loss on sale of Investment Property	-	(92.63)
Foreign exchange differences	(1,645.12)	334.79
Interest income (including fair value change in financial instruments)	(411.67)	(229.13)
Interest Expenses (including fair value change in financial instruments)	1,483.11	1,276.54
Dividend Income	(0.02)	(0.02)
Rental Income	(168.38)	(183.73)
Remeasurement of net defined benefit plans	(438.44)	107.65
Net gain on sale/fair valuation of Investments through profit & loss	(1,839.10)	(2,456.97)
	14,669.56	14,370.07
Working capital adjustments		
(Increase)/ Decrease in inventories	(6,147.89)	(3,206.37)
(Increase)/ Decrease in trade receivables	(7,726.69)	(6,614.77)
(Increase)/ Decrease in other receivables	(3,791.75)	1,108.16
Increase/ (Decrease) in trade and other payables	3,975.98	1,246.42
	979.21	6,903.51
Income Tax paid	(3,287.57)	(3,700.78)
Foreign exchange differences	1,645.12	(334.79)
Net Cash Inflow/(Outflow) in the course of Operating Activities (A)	(663.24)	2,867.94
B. CASH FLOW ARISING FROM INVESTING ACTIVITIES :		
Payment for purchase and construction of property, plant and equipment	(7,823.48)	(4,127.13)
Payment for purchase and construction of investment properties	-	(390.24)
Payment for purchase and development of intangible assets	(47.29)	(45.07)
Purchase of financial instruments	(15,200.00)	(7,584.21)
Acquisition of subsidiaries (net of cash acquired)	-	(2.70)
Proceeds from sale of property, plant and equipment	107.59	105.58
Proceeds from sale of Investment Property	-	415.82
Proceeds from sale of financial instruments	21,342.05	7,736.23
Interest received	239.58	123.43
Refund/ (Investment) in bank deposits having Original Maturity of more than 3 months	74.69	(20.59)
Dividend Received	0.02	0.02
Rent Received	163.48	181.80
Recovery/ (Advancement) of loans given to Subsidiaries	(854.21)	12.80
Net Cash Inflow/(Outflow) in the course of Investing Activities (B)	(1,997.57)	(3,594.25)



STANDALONE CASH FLOW STATEMENT FOR YEAR ENDED MARCH 31, 2018

	(₹ in lakhs)	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
C. CASH FLOW ARISING FROM FINANCING ACTIVITIES :		
Net Proceeds from loans and borrowings	12,796.63	1,170.39
Buyback of Shares	(9,651.14)	-
Interest charges paid	(1,407.08)	(1,243.81)
Net Cash Inflow/(Outflow) in the course of Financing Activities (C)	1,738.41	(73.41)
Net increase / (decrease) in cash and cash equivalents	(922.40)	(799.73)
Cash and cash equivalents at the beginning of the year	3,545.22	4,344.95
Cash and cash equivalents at the end of the year	2,622.82	3,545.22

Notes-

1 The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (IND AS) 7 - "Cash Flow Statements".

2 Components of Cash & Cash Equivalents

	(₹ in lakhs)	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Balances with Banks - In current accounts	2,601.04	3,526.74
Cash on Hand	21.78	18.48
Cash and cash equivalents at the end of the year	2,622.82	3,545.22

As per our Report of Even Date

For Khandelwal Prakash Murari Bhandari & Co

Firm Reg.No.102454W

Chartered Accountants

(Piyush Patni) PARTNER

M.NO :143869

Place: Mumbai

Date : 30th May, 2018

For & on Behalf of Board of Directors

Sharad Kumar Saraf

Chairman &

Managing Director

DIN 00035843

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Company Secretary

Navneet Kumar Saraf

Whole-time Director & CEO

DIN 00035686

Ashish Kumar Saraf

Whole time Director & CFO

DIN 00035549



Standalone Statement of Changes in Equity for the year ended 31st March, 2018

					(₹ in lakhs)
EQUITY SHARE CAPITAL :	Balance as at 1st April, 2016	Changes in equity share capital during the year	Balance as at 31st March, 2017	Changes in equity share capital during the year	Balance as at 31st March, 2018.
Paid up Capital (Refer Note 11(a)) (Equity Shares of ₹ 10/- each issued, Subscribed & Fully Paid up)	2,630.00	-	2,630.00	183.83	2,446.17

OTHER EQUITY :	Reserves and Surplus					
Particulars	Capital Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	Other Comprehensive Income (Retained Earnings)	Total
Balance as at 1st April, 2016	20.51	522.68	21,808.58	29,118.41	(63.33)	51,406.84
Profit for the year after tax	-	-	-	9,732.12	-	9,732.12
Other Comprehensive Income : Remeasurements of net defined benefit plans (Net of tax)	-	-	-	-	70.39	70.39
Balance as at 31st March, 2017	20.51	522.68	21,808.58	38,850.53	7.06	61,209.36
Profit for the year after tax	-	-	-	10,862.26	-	10,862.26
Other Comprehensive Income : Remeasurements of net defined benefit plans (Net of tax)	-	-	-	-	(286.71)	(286.71)
Transfer from General Reserve to Capital Redemption Reserve	-	183.83	(183.83)	-	-	-
Utilisation for Buyback	-	-	(9,467.31)	-	-	(9,467.31)
Balance as at 31st March, 2018	20.51	706.51	12,157.44	49,712.79	(279.65)	62,317.60

The accompanying notes form an integral part of the standalone financial statements

As per our Report of Even Date

For Khandelwal Prakash Murari Bhandari & Co

Firm Reg.No.102454W

Chartered Accountants

(Piyush Patni) PARTNER

M.NO :143869

Place: Mumbai

Date : 30th May, 2018

For & on Behalf of Board of Directors

Sharad Kumar Saraf

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Whole-time Director & CEO

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Ashish Kumar Saraf

Whole time Director & CFO

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Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Note-1 Company Overview

Technocraft Industries (India) Limited ("the Company"), was incorporated on 28th October 1992, CIN L28120MH-1992PLC069252. The company is a Public Limited company incorporated and domiciled in India and is having its registered office at A-25, Technocraft House, MIDC Marol Industrial Area, Road No. 3, Opp ESIS Hospital, Andheri (E), Mumbai – 400093, Maharashtra, India. The Company is listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) in India.

The Company is well diversified having its business Interest in Drum Closures (2nd Largest in the World), Scaffolding, Form-works, Cotton Yarn, Fabrics & Readymade Garments. It has its own 15 MW Captive Thermal Power Plant.

Authorisation of Financial Statements: The Financial Statements were authorized for issue in accordance with a resolution of the directors on 30th May 2018.

Note-2 Significant accounting policies:

i) Basis of Preparation and Presentation:

The Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("Act") read with Companies (Indian Accounting Standards) Rules, 2015 (as amended); and the other relevant provisions of the Act and Rules thereunder.

The Financial Statements have been prepared under historical cost convention basis except for certain financial assets and financial liabilities measured at fair value (refer accounting policies for financial instruments).

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

ii) Use of Estimates :

The preparation of the financial statements in conformity with Ind AS requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

iii) Fair Value Measurement:

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumption that market participants would use when pricing an asset or liability acting in their best economic interest. The Company used valuation techniques, which were appropriate in circumstances and for which sufficient data were available considering the expected loss/ profit in case of financial assets or liabilities

iv) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment.

Incomes and Expenditures are recognized on accrual basis except in case of significant uncertainties like, Benefits on Special Import License Premium, all cash incentives and Claims Payable & receivable, which have been accounted on Acceptance basis.

Export Incentives are accounted for in the year of export.

Dividend Income on Investments is accounted for when the right to receive the payment is established.



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Purchases are reported net of Trade discounts, Returns, Value Added Tax (to the extent refundable/ adjustable) & Sales (if any) made during the course of the business.

Amounts disclosed as revenue are inclusive of excise duty (upto 30th June 2017) and net of trade discounts, Quantity Discounts, Returns & Rebates, and Value added taxes (upto 30th June 2017) & Goods & Service Tax (From 1st July 2017 onwards)

v) Inventories

Inventories of Raw Materials, Finished Goods, Semi-Finished Goods, Trading Goods, and Stores, Spares and other components, Packing Materials, Fuel and Oil are valued at cost or net realizable value, whichever is lower. Goods in transit are valued at cost or net realizable value, whichever is lower. Cost comprises of all cost of purchases, cost of conversion and other costs incurred in bringing the inventory to their present location and conditions. Cost is arrived at on FIFO basis. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

If payment terms for inventory are on deferred basis i.e. beyond normal credit terms, then cost is determined by discounting the future cash flows at an interest rate determined with reference to the market rates. The difference between total cost and deemed cost is recognized as interest expense over the period of financing under the effective interest method.

vi) Property , plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and/or accumulated impairment losses, if any.

vii) Capital Work in Progress

Cost of assets not ready for use at the balance sheet date is disclosed under capital work-in-progress. Expenditure during construction period is included under Capital Work in Progress & the same is allocated to the respective Property, Plant and Equipment on the completion of its construction.

viii) Intangible Assets

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

ix) Depreciation

Depreciation on Property, Plant and Equipment has been provided on the Written down Value method based on the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Leasehold Land is amortized over the period of lease.

Intangible assets are amortized on a straight line basis over the estimated useful economic life.

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the statement of profit and loss.

x) Investment Property

Investment property applies to owner-occupied property and is held to earn rentals or for capital appreciation or both. Hence such properties are reclassified from Property, Plant and Equipment to Investment property. Investment properties are depreciated using the written down value method over their estimated useful life.



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

xi) Government Subsidy

The Company recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with, and the grants will be received.

Government grants relating to the purchase of property, plant and equipment are treated as deferred income and are recognized in net profit in the statement of profit and loss on a systematic and rational basis over the useful life of the asset.

Government grants related to revenue are recognized on a systematic basis in net profit in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate.

xii) Borrowings

Borrowings are initially recognized at net of transaction Cost incurred and measured at amortized Cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the statement of Profit & Loss over the period of borrowings using the effective Interest method.

xiii) Income Tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

a) Current Income Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Current tax assets and liabilities are offset only if, the Company:

- has a legally enforceable right to set off the recognized amounts; and
- Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

b) Deferred Income Tax

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilized.

Deferred tax assets and liabilities are offset only if:

- Entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- Deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authority.

xiv) Leases

Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Subsequent to initial recognition, minimum lease payments shall be apportioned between the finance charge and the reduction of the outstanding liability. The finance charge shall be allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents shall be charged as expenses in the periods in which they are incurred.

Leases in which significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee are classified as operating leases. Lease Income from operating leases where the Company is a Lessor is recognized in income on straight –line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increase.



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

xv) Financial Assets

a) Initial recognition and measurement

All financial assets (not measured subsequently at fair value through profit or loss) are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

b) Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

(i) Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit & Loss. The losses arising from impairment are recognised in the Statement of Profit & Loss.

(ii) Debt instruments at Fair value through Other Comprehensive Income (FVOCI)

A 'debt instrument' is measured at the fair value through other comprehensive income if both the following conditions are met:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, these assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognised in the Statement of Profit & Loss. Other net gains and losses are recognised in other comprehensive Income.

(iii) Debt instruments at Fair value through profit or loss (FVTPL)

Fair value through profit or loss is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVOCI, is classified as at FVTPL.

(iv) Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

For equity instruments classified as FVOCI, all fair value changes on the instrument, excluding dividends, are recognized in other comprehensive income (OCI).

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit & Loss.



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

c) De recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's Balance Sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
 - The Company has transferred substantially all the risks and rewards of the asset, or
 - The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

d) Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the Business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

e) Income Recognition

Interest Income from debt instruments is recognised using the effective interest rate method.

xvi) Financial Liabilities

a) Initial recognition and measurement

All financial liabilities are recognised initially at fair value net of transaction costs that are attributable to the respective liabilities.

b) Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial liabilities. The measurement of financial liabilities depends on their classification, as described below:

➤ Financial Liabilities at fair value through profit or loss (FVTPL)

A financial liability is classified as at fair value through profit or loss if it is classified as held-for-trading or is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and changes therein, including any interest expense, are recognised in Statement of Profit & Loss.

➤ Financial Liabilities measured at amortised cost

After initial recognition, financial liabilities other than those which are classified as fair value through profit or loss are subsequently measured at amortised cost using the effective interest rate method ("EIR").

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit & Loss.

c) De recognition

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



xvii) Offsetting of financial instruments

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

xviii) Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

xix) Cash & Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash and that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

Cash and cash equivalents comprise cash at banks and on hand and demand deposits with banks with an original maturity of three months or less.

xx) Investment in Subsidiaries & Joint ventures – Unquoted

Investments in equity shares of Subsidiaries & Joint Ventures are recorded at cost and reviewed for impairment at each reporting date.

xxi) Employee Benefits

➤ Short-term employee benefit

Short term employee benefits are recognized as an expense at an undiscounted amount in the Statement of Profit & Loss of the year in which the related services are rendered.

➤ Post-employment benefits

The Company's net obligation in respect of defined benefit plans such as gratuity is calculated separately for each plan by estimating the amount of future benefit that the employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed at each reporting period end by a qualified actuary using the projected unit credit method.

The current service cost of the defined benefit plan, recognized in the Statement of Profit & Loss as part of employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in the Statement of Profit & Loss. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit & Loss.



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Re-measurements which comprise of actuarial gains and losses, the return on plan assets (excluding net interest) and the effect of the asset ceiling (if any, excluding net interest), are recognized immediately in other comprehensive income.

➤ **Other long-term employee benefits**

Liability towards other long term employee benefits - leave encashment is determined on actuarial valuation by qualified actuary by using Projected Unit Credit method.

The current service cost of other long terms employee benefits, recognized in the Statement of Profit & Loss as part of employee benefit expense, reflects the increase in the obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in the Statement of Profit & Loss. The interest cost is calculated by applying the discount rate to the balance of the obligation. This cost is included in employee benefit expense in the Statement of Profit & Loss. Re-measurements are recognized in the Statement of Profit & Loss.

xxii) Foreign Currency Transactions:

a) Functional and Presentation Currency:

The Financial Statements are presented in Indian Rupee (₹) which is Company's Functional and Presentation Currency. All amounts have been rounded off to the nearest lakhs, unless otherwise indicated.

b) Monetary Items

- Transactions denominated in foreign currency are normally accounted for at the exchange rate prevailing at the time of transaction.
- Monetary assets (including loans to subsidiaries) and Liabilities in foreign currency transactions remaining unsettled at the end of the year (other than forward contract transactions) are translated at the year-end rates and the corresponding effect is given to the respective account.
- Exchange differences arising on account of fluctuations in the rate of exchange are recognized in the statement of Profit & Loss.
- Exchange rate difference arising on account of conversion/translation of liabilities incurred for acquisition of Fixed Assets is recognized in the Statement of Profit & Loss.

c) Non - Monetary Items

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

xxiii) Impairment of Non-Financial Assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An assets recoverable amount is the higher of an asset's CGU'S fair value less cost of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Companies of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other fair value indicators.



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

xxiv) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Provisions are not discounted to present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

xxv) Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

xxvi) Earnings per Share

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period.

The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares

xxvii) Classification of Assets and Liabilities as Current and Non-Current:

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle (determined at 12 months) and other criteria set out in Schedule III of the Act.

xxviii) Cash Flows

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

xxix) Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker (CODM).

xxx) Recent accounting pronouncements:

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



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Ind AS 115 Revenue from Contracts with Customers

In March 2018, the Ministry of Corporate Affairs has notified the Companies (Indian Accounting Standards) Amended Rules, 2018 ("amended rules"). As per the amended rules, Ind AS 115 "Revenue from Contracts with Customers" supersedes Ind AS 11, "Construction contracts" and Ind AS 18, "Revenue" and is applicable for all accounting periods commencing on or after 1st April 2018.

Ind AS 115 introduces a new framework of five step model for the analysis of revenue transactions. The model specifies that revenue should be recognized when (or as) an entity transfer control of goods or services to a customer at the amount to which the entity expects to be entitled. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The new revenue standard is applicable to the Company from 1st April 2018.

The standard permits two possible methods of transition:

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

The Company is currently evaluating the requirements of the amendment and its impact on the financial statements

Amendments to Ind AS 40-Transfers of Investment Property

The amendments clarify when an entity should transfer property, including property under construction or development into or out of Investment Property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of change in use.

Entities should apply the amendments prospectively to changes in use that occur on or after the beginning of the annual reporting period in which the entity first applies the amendments. An entity should reassess the classification of property held at that date and, if applicable, reclassify property to reflect the conditions that exist at that date. Retrospective application in accordance with Ind AS 8 is only permitted if it is possible without the use of hindsight.

The amendments are effective for annual periods beginning on or after 1st April 2018.

The company is currently evaluating the requirement of the amendment and its impact on the Financial Statements.

xxxi) Significant accounting judgements, estimates and assumptions:

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies.

The estimates and judgements involve a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes.

Critical estimates and judgements

The areas involving critical estimates or judgements are

- Estimation of current tax expenses and payable
- Estimated useful life of Intangible assets
- Estimation of defined benefit obligation
- Recognition of revenue
- Estimated Fair Value of Unlisted Securities
- Estimation of Provisions and Contingencies

Notes to the Standalone Financial Statements for the Year Ended March 31, 2018



Note 3 : Property, Plant and Equipment

Particulars	Leasehold Land	Freehold Land	Buildings	Furniture, Fittings & Equipments	Plant and Machinery	Office Equipments	Computers	Motor Car & Vehicles	Total	Capital Work in Progress
Year Ended 31st March, 2017										
Gross Carrying Amount										
Opening Gross Carrying Amount	193.33	294.03	3,518.61	73.04	8,745.10	82.82	70.02	163.04	13,139.99	1,196.21
Additions	126.41	305.73	109.54	5.72	3,619.00	23.82	48.93	76.97	4,316.12	1,603.78
Disposals	-	-	-	-	32.65	1.04	-	1.14	34.83	-
Transfers	-	75.94	-	-	-	-	-	-	75.94	1,793.79
Closing Gross Carrying Amount	319.74	523.82	3,628.15	78.75	12,331.45	105.59	118.96	238.87	17,345.34	1,006.20
Accumulated Depreciation										
Opening Accumulated Depreciation	3.58	-	299.02	15.86	1,373.21	29.89	28.22	5.04	1,754.85	-
Depreciation charge during the year	10.77	-	299.70	14.54	1,353.72	26.64	30.44	66.58	1,802.39	-
Disposals	-	-	-	-	2.22	0.68	-	0.04	2.94	-
Transfers	-	-	-	-	-	-	-	-	-	-
Closing Accumulated Depreciation	14.35	-	598.72	30.40	2,724.71	55.85	58.67	71.57	3,554.28	-
Net Carrying Amount	305.39	523.82	3,029.43	48.36	9,606.74	49.74	60.29	167.30	13,791.06	1,006.20
Year Ended 31st March, 2018										
Gross Carrying Amount										
Opening Gross Carrying Amount	319.74	523.82	3,628.15	78.75	12,331.45	105.59	118.96	238.87	17,345.34	1,006.20
Additions	235.30	-	946.38	11.95	4,647.15	34.17	49.68	65.88	5,990.50	6,322.27
Disposals	-	-	-	-	3.74	-	-	4.60	8.34	-
Transfers	-	-	(5.75)	-	-	-	-	-	(5.75)	4,274.88
Closing Gross Carrying Amount	555.04	523.82	4,580.28	90.71	16,974.87	139.76	168.63	300.15	23,333.26	3,053.59
Accumulated Depreciation										
Opening Accumulated Depreciation	14.35	-	598.72	30.40	2,724.71	55.85	58.67	71.57	3,554.28	-
Depreciation charge during the year	4.38	-	287.07	11.85	1,769.41	25.45	42.35	73.87	2,214.37	-
Disposals	-	-	-	-	-	-	-	2.61	2.61	-
Transfers	-	-	(0.28)	-	-	-	-	-	(0.28)	-
Closing Accumulated Depreciation	18.73	-	886.07	42.25	4,494.13	81.30	101.01	142.83	5,766.33	-
Net Carrying Amount	536.31	523.82	3,694.21	48.46	12,480.74	58.46	67.62	157.32	17,566.93	3,053.59

Notes:

- 1) All Property, Plant and equipment are Held in the name of the Company.
- 2) Refer to Note No 29 for Information on Property, Plant & Equipment Pledged as Security by the Company.
- 3) **Capital Work in Progress**
Capital Work in Progress is towards expansion of Various Business Units of the Company.



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Particulars	(₹ in lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
Note 4 : Investment Properties		
Gross Carrying Amount		
Opening Gross Carrying Amount	599.27	532.23
Additions	-	390.24
Transfer	5.75	-
Disposals	-	323.19
Closing Gross Carrying Amount	593.52	599.27
Accumulated Depreciation		
Opening Accumulated Depreciation	24.36	10.06
Depreciation Charge	27.66	14.29
Transfer	0.28	-
Closing Accumulated Depreciation	51.73	24.36
Net Carrying Amount	541.79	574.92

i) Amount recognised in profit and loss for investment properties

Particulars	As at 31st March, 2018	As at 31st March, 2017
Rental Income	89.04	107.94
Direct Operating expenses from property that generated rental income	4.95	3.20
Direct Operating expenses from property that did not generate rental income	-	-
Profit from Investment Properties before Depreciation	84.09	104.74
Depreciation	27.66	14.29
Profit from Investment Properties	56.43	90.45

ii) Fair Value

Particulars	As at 31st March, 2018	As at 31st March, 2017
Investment Properties	1,653.63	1,642.17

Estimation of Fair value :

The above valuation of the Investment Properties are in accordance with the Ready Reckoner rates as prescribed by the Government of Maharashtra for the Purpose of levying Stamp Duty. Since the Valuation is based on the Published Ready Reckoner rates, the Company has Classified the same under Level 2

iii) Leasing arrangements

The Company has entered in to various a non cancellable leasing agreements. There is an escalation clause in the lease agreement during the lease year in line with expected general inflation. There are no restrictions imposed by lease arrangements and there are no sub leases. There are no contingent rents. Disclosures as required under Ind-AS 17 on "Lease" are given below:



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Future minimum Lease receipts under non-cancellable operating lease:

Particulars	As at 31st March, 2018	As at 31st March, 2017
Within one year	58.19	132.35
Later than one year but not later than 5 years	155.74	249.81
Later than 5 years	-	-

Particulars	Computer Software*	(₹ In Lakhs) Total
Note 5 : Intangible assets		
Year Ended 31st March, 2017		
Gross Carrying Amount		
Opening Gross Carrying Amount as at 1st April , 2016	113.65	113.65
Additions during the year	45.07	45.07
Closing Gross Carrying Amount	158.72	158.72
Accumulated Amortisation		
Opening Accumulated Amortisation	41.76	41.76
Amortisation charge for the year	56.30	56.30
Closing Accumulated Amortisation	98.06	98.06
Closing Net Carrying Amount	60.66	60.66
Year Ended 31st March, 2018		
Gross Carrying Amount		
Opening Gross Carrying Amount	158.72	158.72
Additions during the year	47.29	47.29
Closing Gross Carrying Amount	206.01	206.01
Accumulated Amortisation and Impairment		
Opening Accumulated Amortisation	98.06	98.06
Amortisation Charge for the year	61.54	61.54
Closing Accumulated Amortisation and Impairment	159.59	159.59
Closing Net Carrying Amount	46.41	46.41

* Computer Software includes expenditure on computer software which is not an integral part of hardware



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
Note - 6 : Financial Assets		
Note 6(a) : Non Current Investments		
Investment in Equity Instruments (Fully Paid up , Unless other wise stated)		
Investment In Equity Instrument of Subsidiaries & Joint Venture (At Cost)		
Unquoted		
13,50,002 (P.Y 13,50,002) Shares of 1 £ each of Technocraft International Ltd, UK.	1,224.14	1,224.14
4,99,930 (P.Y 4,99,930) shares of ₹ 100/- each of Technosoft Engineering Projects Ltd	112.38	112.38
4,500 (P.Y 4,500) shares of zł 500 each of Technocraft Trading Spolka Z.O.O (Poland)	265.07	265.07
2,18,054 (P.Y 2,18,054) shares of 1 A\$ each of Technocraft Australia Pty.Ltd.	93.47	93.47
Shares of Anhui Reliable Steel Technology Co. Ltd , China	1,080.16	1,080.16
6,49,995 (P.Y 6,49,995) shares of ₹ 10/- each of Technocraft Tabla Formworks Systems Pvt. Ltd.	65.00	65.00
10,000 (P.Y 10,000) shares of ₹ 10/- each of Technocraft Closures Pvt Ltd	1.00	1.00
10,000 (P.Y 10,000) shares of ₹ 10/- each of TIL Marketing Pvt Ltd	1.00	1.00
7,000 (P.Y 7,000) shares of ₹ 10/- each of Techno Defence Pvt Ltd	0.70	0.70
	2,842.92	2,842.92
Investment In Equity Instrument of Co-operative Societies (At Fair Value through Profit & Loss)		
Unquoted		
30 (P.Y : 30) shares of Mittal Court Premises Co-Op. Society Ltd.	0.02	0.02
15 (P.Y : 15) shares of Udit Mittal Court Industrial Premises Co-Op. Society Ltd.	0.01	0.01
10 (P.Y : 10) shares of Green Lawns Co-op Society Ltd.	0.01	0.01
	0.04	0.04
Investment In Equity Instrument of Other Companies (At Fair value through Profit and loss)		
Unquoted		
7,50,000 (P.Y 7,50,000) Shares of ₹ 10/- each of Paithan Mega Food Park Pvt.Ltd	75.00	75.00
Total (Equity Instruments)	2,917.96	2,917.96
Investment In Mutual Funds (At Fair value through Profit and loss)		
Quoted		
NIL (P.Y 30,00,000) units of ₹ 10/- each of HDFC FMP 1157D February - 2015 (1)	-	360.41
NIL (P.Y 1,00,00,000) units of ₹ 10/- each of HDFC FMP 1135D March 2015 (1)	-	1,194.50
NIL (P.Y 555,00,000) units of ₹ 10/- each of HDFC FMP 1126D July 2015 (1)	-	637.10
50,00,000 (P.Y 50,00,000) units of ₹ 10/- each of HDFC FMP 1114D March 2016 (1) #	588.77	549.96
50,00,000 (P.Y 50,00,000) units of ₹ 10/- each of HDFC FMP 1190D March 2016 (1) #	614.22	564.94
50,00,000 (P.Y 50,00,000) units of ₹ 10/- each of ICICI Prudential FMP Series 77-1473 D Plan #	637.55	594.33
NIL (P.Y 60,00,000) units of ₹ 10/- each of Reliance Fixed Horizon Fund XXIX-Series 2	-	690.71



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

(₹ In Lakhs)		
Particulars	As at 31st March, 2018	As at 31st March, 2017
NIL (P.Y 1,00,00,000) units of ₹ 10/- each of Relaince Fixed Horizon Fund XXIV -Series 4	-	1,371.24
3,00,00,000 (P.Y 3,00,00,000) Units of ₹ 10/- each of HDFC FMP 1170D Feburary - 2017 (1) #	3,282.74	3,025.26
50,00,000 (P.Y 50,00,000) Units of ₹ 10/- each of FMP 1178D Feburary 2017(1) #	548.41	505.37
50,00,000 (P.Y 50,00,000) Units of ₹ 10/- each of HDFC FMP 1213D March 2017(1) #	543.51	501.57
2,00,00,000 (P.Y NIL) Units of ₹ 10/- each of of HDFC FMP 1208D March 2018 (1)	2,010.46	-
Total (Mutual Funds)	8,225.66	9,995.38
Investment In LLP (At cost)		
Capital Account in Shreyan Infra & Power LLP.	0.90	0.90
Partners 1) Technocraft Industries India Limited & 2) Mr.Sharad Kumar Saraf		
Total Fixed Capital of the Firm is ₹ 1 lakh.		
(% of Share in Profit / Loss is 90% of Technocraft Industries India Limited & 10% of Mr Sharad Kumar Saraf)		
Total Investment In Partnership Firm/LLP	0.90	0.90
Total Non - Current Investments	11,144.52	12,914.23
Aggregate Amount of Quoted Investments	8,225.66	9,995.37
Aggregate Market value of Quoted Investments	8,225.66	9,995.37
Aggregate Amount of Unquoted Investments	2,918.86	2,918.86

Lien with the Bank against the availment of Working Capital Loan .Total Non Current Investments Lien as on 31st March, 2018 is ₹ 6,215.19 Lakhs (P.Y NIL).Also Refer Note No 29 for details of Investments Pledged as Security.

(₹ In Lakhs)		
Particulars	As at 31st March, 2018	As at 31st March, 2017
Note 6(a) : Current Investments		
Investment In Mutual Funds (At Fair value through Profit and loss)		
Quoted		
NIL (P.Y 50,00,000) units of ₹ 10/- each of HDFC FMP 369D Feburary 2014 (1)	-	649.03
NIL (P.Y 35,00,000) units of ₹ 10/- each of HDFC FMP 369D April 2014 (1)	-	446.34
NIL (P.Y 1,00,00,000) units of ₹ 10/- each of HDFC FMP 1113D August 2014 (1)	-	1,254.95
NIL (P.Y 60,00,000) units of ₹ 10/- each of HDFC FMP 1123D July 2014 (1)	-	756.25
NIL (P.Y 50,00,000) units of ₹ 10/- each of HDFC FMP 372D Feburary 2014 (1)	-	650.68
NIL (P.Y 1,00,00,000) units of ₹ 10/- each of Reliance Fixed Horizon Fund XXVII-Series 4	-	1,262.58
NIL (P.Y 1,58,55,434.761) units of ₹ 10/- each of HDFC Short Term Opportunities Fund	-	2,852.08
29,04,528.315 (P.Y 43,59,133.012) units of ₹ 10/- Each of HDFC Monthly Income Plan.	1,254.99	1,805.71



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
65,52,921.437 (P.Y 65 ,52,921.437) units of ₹ 10/- each of ICICI Prudential Regular Saving Fund	2,580.24	2,392.08
NIL (P.Y 45,10,796.987) units of ₹ 10/- each of Relaince Short Term Fund	-	1,390.08
NIL (P.Y 30,85,562.652) units of ₹ 10/- each of Reliance Regular Savings Fund -Debt	-	699.09
2,32,333.011 (P.Y 2,32,333.011) Units of ₹ 10/- each of HDFC Balanced Fund	338.75	304.51
64,08,727.430 (P.Y 59,91,993.993) units of ₹ 10/- each of HDFC Equity Saving Fund -Growth	2,214.34	1,949.14
14,18,037.436 (P.Y NIL) units of ₹ 10/- each of HDFC Equity Saving Fund -DG	512.11	-
4,41,930.352 (P.Y 4,41,930.352) Units of ₹ 10/- each of ICICI Prudential Balanced Fund	551.93	504.95
48,70,208.867 (P.Y 16,62,510.391) units of ₹ 10/- each of ICICI Prudential Equity Income Fund	623.87	201.16
30,00,000 (P.Y NIL) Units of ₹ 10/- each of HDFC FMP 1157D Feburary - 2015 (1) #	386.14	-
1,00,00,000 (P.Y NIL) Units of ₹ 10/- each of HDFC FMP 1135D March 2015 (1) #	1,281.25	-
55,00,000 (P.Y NIL) Units of ₹ 10/- each of HDFC FMP 1126D July 2015 #	683.52	-
60,00,000 (P.Y NIL) Units of ₹ 10/- each of Reloance Fixed Horizon Fund XXIX-Series 2 #	741.03	-
1,00,00,000 (P.Y NIL) Units of ₹ 10/- each of Reliance Fixed Horizon Fund XXIV-Series 4 #	1,464.25	-
38,25,554.705 (P.Y NIL) Units of ₹ 10 /-each of Aditya Birla Sunlife -Equity Saving Fund	494.64	-
61,99,647.060 (P.Y NIL) Units of ₹ 10/- each of HDFC Corporate Debt Opportunities Fund -Direct Growth	925.84	-
39,39,396.27 (P.Y NIL) Units of ₹ 10/- each of SBI Equity Saving Fund	511.23	-
Total (Mutual Funds)	14,564.15	17,118.62
Investment in Equity Instruments		
Investment In Equity Shares (At Fair value through Profit and loss)		
Quoted		
3,080 (P.Y 3,080) Shares of ₹ 10/- each of Avenue Supermarkets Limited	40.87	19.65
Total (Equity Instruments)	40.87	19.65
Total Current Investments	14,605.02	17,138.27
Aggregate Amount of Quoted Investments	14,605.02	17,138.27
Aggregate Market value of Quoted Investments	14,605.02	17,138.27

Lien with the Bank against the availment of Working Capital Loan .Total Current Investments Lien as on 31st March, 2018 is ₹ 4.556.20 Lakhs (P.Y NIL).Also Refer Note No 29 for details of Investments Pledged as Security.



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Particulars	As at March, 31, 2018		As at March 31, 2017	
	Current	Non - Current	Current	Non - Current
Note 6(b) : Others Financial Assets				
Security Deposits with :				
Government Department	-	284.56	-	226.25
Others	38.57	12.51	52.49	13.77
Fixed Deposit Accounts Due After 12 Months *	-	50.00	-	50.00
Deposits with HDFC Ltd	-	-	-	1,000.00
Others	2,322.41	-	636.93	-
Total Other Financial Assets	2,360.98	347.07	689.42	1,290.02

* Fixed Deposit are pledged against Bank Overdraft / Bank Guarantee .Also Refer Note No 29 for details of Fixed Deposits Pledged as Security.

Particulars	As at	As at
	31st March, 2018	31st March, 2017
Note 6(c) : Trade receivables (Unsecured & Considered Good)		
Trade Receivables	18,213.27	13,197.75
Receivables from related parties	13,936.59	11,225.41
Less : Allowance for doubtful debts	-	-
Total Receivables	32,149.86	24,423.16
Current Portion	32,149.86	24,423.16
Non - Current Portion	-	-

The above Trade Receivables are Hypotheciated to various banks against availment of Working Capital Facilities .Also Refer Note 29 for details of Debtors Pledged as Security.

Particulars	As at	As at
	31st March, 2018	31st March, 2017
Note 6(d) : Cash and cash equivalents		
Balances with Banks - In current accounts	2,601.04	3,526.74
Cash on Hand	21.78	18.48
Total Cash and Cash Equivalents	2,622.82	3,545.22

Particulars	As at	As at
	31st March, 2018	31st March, 2017
Note 6(e) : Other Bank Balances		
In Unclaimed Dividend Accounts	18.46	19.35
Fixed Deposit Accounts Between 3 & 12 Months *	1,578.19	652.88
Bank Balances (Temporary Overdrawn)	(264.23)	(74.30)
Total Other Bank Balances	1,332.42	597.93

* Fixed Deposit are pledged against Bank Overdraft / Bank Guarantee .Also Refer Note No 29 for details of Fixed Deposits Pledged as Security.



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Particulars	As at March 31, 2018		As at March 31, 2017	
	Current	Non - Current	Current	Non - Current
Note 6(f) : Loans				
Loans To Subsidiaries	1,479.47	-	625.26	-
Loans To Employees	87.92	-	64.72	-
Total Loans	1,567.39	-	689.98	-

Particulars of Loans Given , Guarantees Given and Investments made as per requirement of section 186(4) of the Companies Act ,2013 are as Under

1. The details of the Loans Given are as Under

Name of the Party	Balance as on		Maximum Balance	
	31st March, 2018	31st March, 2017	31st March, 2018	31st March, 2017
Anhui Reliable Steel Technology Company Ltd ,China	632.20	625.26	632.20	638.07
Technocraft International Limited, UK	847.28	-	847.28	-
Total	1,479.47	625.26	1,479.47	638.07

- All the above Loans have been given as Inter Corporate Deposits & For business Purpose
- All the above loans are interest bearing

2. The Particulars of Investments made in the wholly owned Subsidiaries are disclosed in Note No 6(a)

3. The Company has also Provided Corporate Guarantee to the lender Banks of the Subsidiaries for availing working capital Facilities , the details of which are disclosed in Note No 28

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
Note 7 : Other Non-Current Assets		
Capital Advances	914.32	610.89
Total Other Non Current Assets	914.32	610.89

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
Note 8 : Inventories		
Raw Material	13,470.83	10,187.20
Work in Progress	3,654.24	3,190.84
Finished Goods	5,983.04	3,649.20
Stores and Spares	1,234.91	1,140.95
Scrap	235.07	244.40
Fuel & Oil	48.59	38.88
Packing Materials	254.78	282.10
Total Inventories	24,881.47	18,733.58

Also Refer Note No 29 for details of Inventories pledged as securities.



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

(₹ In Lakhs)		
Particulars	As at 31st March, 2018	As at 31st March, 2017
Note 9 : Current Tax Assets (Net)		
Advance Tax	-	22,537.76
Less : Provision For Taxation	-	22,350.03
Net Current Tax Asset	-	187.72

(₹ In Lakhs)		
Particulars	As at 31st March, 2018	As at 31st March, 2017
Note 10 : Other Current Assets		
Prepaid Expenses	140.25	127.81
Balance With Statutory Authorities	6,867.75	3,420.70
Shreyan Infra & Power LLP- Current Account	0.86	-
Others	1,224.84	2,063.02
Total Other Current Asset	8,233.70	5,611.53

(₹ In Lakhs)		
Particulars	As at 31st March, 2018	As at 31st March, 2017
Note - 11 : Equity Share Capital & Other Equity		
Note 11(a) : Equity Share Capital		
Authorised		
4,00,00,000 (P.Y 4,00,00,000) Equity Shares of ₹10/- Each.	4,000.00	4,000.00
	4,000.00	4,000.00
Issued, Subscribed and Fully Paid Up		
2,44,61,687/- (P.Y 2,63,00,000) Equity Shares of ₹ 10/- Each Fully Paid Up	2,446.17	2,630.00
	2,446.17	2,630.00

a) Terms / rights attached to equity shares

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

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

b) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period :

Particulars	Equity Shares			
	As on 31st March, 2018		As on 31st March, 2017	
	Number	(₹ in Lakhs)	Number	(₹ in Lakhs)
Shares outstanding at the beginning of the year	2,63,00,000	2,630.00	2,63,00,000	2,630.00
Shares Issued during the year	-	-	-	-
Shares bought back during the year	18,38,313	183.83	-	-
Shares outstanding at the end of the year	2,44,61,687	2,446.17	2,63,00,000	2,630.00



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

c) Details of Shareholders holding more than 5% shares in the company:

Name of the Shareholder	Equity Shares			
	As on 31st March, 2018		As on 31st March, 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Shakuntala Saraf	51,69,867	21.13	57,01,135	21.68
Shantidevi Saraf	11,01,294	4.50	23,17,228	8.81
Sharad Kumar Madhoprasad HUF	22,05,366	9.02	24,31,995	9.25
Sudarshan Kumar Saraf	67,94,903	27.78	74,93,164	28.49

- d) The Company has not issued any equity shares as bonus or for Consideration other than cash and has bought back 70,65,063/- equity Shares during the Period of five years immediately preceeding 31st March 2018. The said equity shares were bought back on 1) 52,26,750 shares on 24th February 2016. & 2) 18,38,313 Shares on 1st March 2018.

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
Note 11(b) : Other Equity		
Capital Redemption Reserve	706.51	522.68
Others :		
Capital Reserve	20.51	20.51
General Reserve	12,157.44	21,808.58
Retained Earnings	49,433.14	38,857.59
Total Reserves and Surplus	62,317.60	61,209.36

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
(i) Capital Redemption Reserve		
Opening Balance	522.68	522.68
Add: Transfer From General Reserve	183.83	-
Closing Balance	706.51	522.68

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
(ii) Capital Reserve		
Opening Balance	20.51	20.51
Closing Balance	20.51	20.51

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
(iii) General Reserve		
Opening Balance	21,808.58	21,808.58
Less: Utilisation for Buy Back	9,467.31	-
Less: Transfer to Capital Redemption Reserve	183.83	-
Closing Balance	12,157.44	21,808.58



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

(₹ In Lakhs)		
Particulars	As at 31st March, 2018	As at 31st March, 2017
(iv) Retained Earnings		
Opening Balance	38,857.59	29,055.08
Add : Total Comprehensive Income for the year after tax	10,575.55	9,802.51
Closing Balance	49,433.14	38,857.59

(₹ In Lakhs)		
Particulars	As at 31st March, 2018	As at 31st March, 2017
Note 12(a) : Non Current Borrowings		
Secured		
Term Loans		
From banks		
Bank of India Rupee Term Loan	1,057.51	2,184.90
ICICI Bank Rupee Term Loan	2,816.97	-
Total Non Current Borrowings	3,874.48	2,184.90

Nature of Security

- 1) Term Loan From Bank of India Is Secured by way of Hypothecation over Plant & Machinery & Equipment acquired out of the said Loan & also by way of Equitable Mortgage over Specific Immovable Properties of Textile Division.(Yarn & Fabric Division)
- 2) Term Loan From ICICI Bank Is Secured by way of Hypothecation over Plant & Machinery & Equipment acquired out of the said Loan & also by way of pari passu charge over Specific Immovable Properties of Textile Division. (Yarn & Fabric Division) by way of Equitable Mortgage shared with Bank of India.

Terms of Repayment

- 1) Term Loan from Bank of India is Repayable in 10 Half yearly equal Installments starting from 31.3.2016 & ending on 30.9.2020. Rate of Interest is 10.30% p.a as at the year end .(31st March 2017 : 11.50% p.a) . The said rate of Interest is without Considering Interest Subsidy under TUF Scheme.
- 2) Term Loan from ICICI Bank is Repayable in 20 Quarterly equal Installments starting from 31.12.2019 & ending on 30.9.2024. Rate of Interest is 8.50 % p.a as at the year end.

(₹ In Lakhs)		
Particulars	As at 31st March, 2018	As at 31st March, 2017
Secured		
From banks		
1. Bank of India- Cash Credit	12.42	0.90
2. H.D.F.C. Bank- Overdraft	1,089.99	725.03
3. IDBI Bank Overdraft	-	341.67
4. H.D.F.C. - Rupee Packing Credit	5,240.30	6,203.89
5. CITI Bank Rupee Packing Credit	4,477.72	6,136.63
6. Kotak Mahindra Bank Working Capital Loan	4,000.00	-



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Note 12(a) : Current Borrowings

(₹ In Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured		
From banks		
1. DBS Bank Rupee Packing Credit	-	1,539.64
2. BNP Paribas Bank Rupee Packing Credit	5,480.18	2,351.56
3. ICICI Bank Rupee Packing Credit	2,483.63	2,895.42
4. Kotak Bank Rupee Packing Credit	4,980.80	3,347.59
5. Federal Bank Rupee Packing Credit	-	1,000.00
6. IDFC Bank Rupee Packing Credit	7,957.80	-
Total Current Borrowings	35,722.84	24,542.34

Nature of Security

1. Cash Credit From Bank of India Is Secured Against the Hypothecation of Stock And Book Debts Both Present & Future.
2. Overdraft From H.D.F.C Bank are Secured Against Fixed Deposits of the Company.
3. Overdraft from IDBI Bank Are Secured Against the Fixed Deposits of the Company.
4. Export Packing Credit Against L/Cs. Confirmed Orders From HDFC Bank Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage of the Companies Specific Immovable Properties.
5. Export Packing Credit Against L/Cs. Confirmed Orders From CITI Bank Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage of the Companies Specific Immovable Properties.
6. Working Capital Loan from Kotak Mahindra Bank is secured against Lien of Investments

(₹ In Lakhs)

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Current	Non - Current	Current	Non - Current
Note 12(b) : Other financial liabilities				
Security Deposits	113.05	49.11	105.48	91.32
Current Maturity on long term Loans	721.23	-	721.23	-
Liabilities For Expenses	4,550.26	-	3,328.16	-
Unclaimed Dividend	18.46	-	19.35	-
Total Other Financial Liabilities	5,403.00	49.11	4,174.23	91.32



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
Note 12(c) : Trade payables		
Current		
Trade Payables	6,103.03	4,409.87
Amounts due to related parties	339.94	48.87
Total Trade Payables	6,442.97	4,458.74

Dues to Micro and Small Enterprises

The Company has certain dues to suppliers registered under Micro , Small and Medium Enterprises Development Act, 2006 ('MSMED Act') .The disclosures Pursuant to the said MSMED Act are as Follows

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
Principal Amount due to Suppliers registered under the MSMED Act and remaining unpaid as at year end	49.78	159.14
Interest due to Suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal Amount paid to Suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid,other than under Section 16 of MSMED Act, to suppliers registered under the MSMED ,beyond the appointed day during the year	-	-
Interest paid,under Section 16 of MSMED Act, to suppliers registered under the MSMED ,beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act for payments already made	-	-
Further Interest remaining due and payable for earlier years	-	-

Note-The above Information has been provided as available with the Company to the extent such parties could be identified on the basis of the Information available with the Company regarding the status of Suppliers under the MSMED Act.

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Current	Non - Current	Current	Non - Current
Note 13 : Provisions				
Provision For Leave Salary Encashment	39.74	216.87	30.69	196.96
Provision For Gratuity	110.44	1,147.05	73.11	623.95
Total Employee Benefit Obligations *	150.18	1,363.92	103.80	820.91

* Also refer Note No 31 of Employee Benefits



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
Note 14 : Deferred tax liabilities (Net)		
The balance comprises temporary differences attributable to :		
Property , Plant & Equipment , Intangible Assets & Investment Properties	622.56	(133.89)
Employee Benefits	(524.00)	(320.02)
Investments	1,028.38	1,531.21
Others	(121.70)	(7.35)
Net Deferred Tax Liabilities	1,005.24	1,069.95

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
Note 15 : Other Non-Current Liabilities		
Deferred Government Grant	571.13	4.05
Deferred Rent Income	1.52	1.97
Total Other Non Current Liabilities	572.65	6.02

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
Note 16 : Current Tax Liabilities (Net)		
Provision For Taxation	26,954.78	-
Less : Advance Tax	25,823.61	-
Total Current Tax Liabilities	1,131.17	-

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
Note 17 : Other Current Liabilities		
Advance From Customers	312.64	353.70
Shreyan Infra & Power LLP- Current Account	-	3.62
Deferred Government Grant	122.75	0.84
Other Liabilities	453.56	212.82
Deferred Rent Income	-	2.23
Total Other Current Liabilities	888.95	573.22



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Particulars	(₹ In Lakhs)	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Note 18 : Revenue From Operations (including excise duty)		
Sale of products	90,922.39	79,351.93
Rendering of Services	1,092.44	478.59
Other Operating Revenue	9,375.29	7,342.97
Total Revenue from Continuing Operations	1,01,390.12	87,173.49

Particulars	(₹ In Lakhs)	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Note 19 : Other Income and Other Gains/(Losses)		
Rental Income	168.38	183.73
Other Interest Income	411.67	229.13
Dividend income from investments mandatorily measured at fair value through profit and loss	0.02	0.02
Net Gain on financial assets measured through fair value through profit and loss	1,321.30	2,421.16
Net Gain on Disposal of Investments mandatorily measured at fair value through Profit & Loss	517.80	35.81
Amortisation of Grant	66.54	-
Other Non-Operating Income	481.82	595.38
Gain on Disposal of Investment Property	-	92.63
Share of Profit from Shreyan Infra & Power LLP	4.49	-
Net Foreign Exchange gain	1,645.12	-
Total Other Income	4,617.14	3,557.86

Particulars	(₹ In Lakhs)	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Note 20 : Cost of materials consumed		
Raw Materials at the Beginning of the year	10,187.20	7,760.47
Add : Purchases (net)	57,359.97	43,772.71
	67,547.17	51,533.18
Less : Raw Material at the end of the Year	13,470.83	10,187.20
	54,076.34	41,345.98
Packing Material Consumed	1,445.75	1,528.53
Total Cost of Material Consumed	55,522.09	42,874.51



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
Note 21 : Changes in inventories of finished goods, Stock - in -Trade and work - in - progress		
Opening Balances		
Work - in - Progress	3,190.84	1,823.58
Finished Goods	3,649.20	4,348.58
Scrap / Waste	244.40	114.42
Total Opening Balances	7,084.44	6,286.58
Closing Balances		
Work - in - Progress	3,654.24	3,190.84
Finished Goods	5,983.04	3,649.20
Scrap / Waste	235.07	244.40
Total Closing Balances	9,872.36	7,084.44
Total Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	(2,787.92)	(797.86)

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
Note 22 : Employee benefits expenses		
Salaries, Wages, Bonus Etc.	5,323.99	4,500.07
Contribution To Provident Fund & Other Funds	373.67	299.41
Gratuity Expenses (Also Refer Note No 31 of Employee Benefits)	121.99	162.17
Gratuity Trust Fund Expenses	0.02	0.27
Staff Welfare Expenses	275.85	256.42
Directors Remuneration	595.02	447.91
Total Employee Benefits Expenses	6,690.52	5,666.24

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
Note 23 : Finance costs		
Interest		
Interest Expenses (net) (Net of Subsidy ₹ 227.72 Lakhs P.Y ₹ 405.83 Lakhs) under TUF Scheme	1,483.11	1,276.54
Financial Cost		
Bank Charges	157.86	130.31
Bank Guarantee Charges	10.57	10.64
Bank Processing Charges	27.79	29.58
L/C Charges	47.21	31.17
Cash Discount Paid	-	0.11
Finance Cost expensed in Profit or Loss	1,726.54	1,478.35



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Particulars	(₹ In Lakhs)	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Note 24 : Depreciation and amortisation expenses		
Depreciation on Property, Plant and Equipment	2,214.37	1,802.39
Depreciation on Investment Properties	27.66	14.29
Amortisation of Intangible Assets	61.54	56.30
Total Depreciation and amortisation expenses	2,303.57	1,872.98

Particulars	(₹ In Lakhs)	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Note 25 : Other expenses		
Consumption of Stores and Spares & Other Consumable Items	4,318.75	4,033.43
Repairs & Maintenance		
Plant & Machinery	741.79	1,013.34
Buildings	343.39	334.58
Others	393.05	299.92
Fuel And Oil Consumed	768.49	600.21
Power & Electricity	939.89	2,124.26
Job Work Charges	5,056.04	3,387.39
Labour Charges	4,801.94	4,071.86
Water Charges	67.20	73.74
Other Manufacturing Expenses	794.41	610.83
Freight & Other Export Charges	2,724.50	2,108.77
Selling & Distribution Expenses on Sales	705.55	560.89
Warehouse & Handling Charges At Offshore	90.48	99.12
Commission/Brokerage	1,086.40	1,083.08
Sales Promotion / Advertisement Expenses	112.23	115.02
Traveling & Conveyance Expenses	335.60	355.15
Vehicle Expenses	203.09	190.77
Legal & Professional Expenses	486.95	423.24
Licence & Membership Fees	186.61	47.66
Rent, Rates & Taxes	183.43	106.78
Insurance Expenses	35.02	27.95
Director Fees	2.80	4.34
Engineering & Design Charges	169.31	154.32
Technical Training Expenses	54.15	41.10
Printing & Stationery	57.57	97.63
Postage, Telegram & Telephone Expenses	97.83	106.38
Miscellaneous Expenses	21.95	27.68
Donation	0.10	12.49
Payment to Auditors - Note 25(a) below	11.34	12.03
Sundry Balances written off	6.63	44.12
Loss on Sale of Fixed Assets	-	5.69
Loss from Shreyan Infra & Power LLP	-	0.16
Net Foreign Exchange Losses	-	334.79
Bad Debts	25.01	-
Total Other expenses	24,821.52	22,508.71



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Particulars	(₹ In Lakhs)	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Note 25 (a) : - Details of Payment to Auditors		
Payment to Auditors		
As Auditor :		
Audit Fees	7.00	7.00
Tax Audit Fees	3.00	3.00
In other capacities :		
Certification Fees	1.02	1.70
Out of Pocket expenses	0.32	0.33
Total Payment to Auditors	11.34	12.03

Particulars	(₹ In Lakhs)	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Note 26 : Tax Expenses		
(a) Amounts recognised in profit or loss		
Current tax expense (A)		
Current year	4,604.75	3,367.75
Deferred tax expense (B)		
Origination and reversal of temporary differences	87.02	637.46
Tax expense recognised in the income statement (A+B)	4,691.77	4,005.21

Particulars	(₹ In Lakhs)					
	2017-18			2016-17		
	Before tax	Tax expense / (benefit)	Net of tax	Before tax	Tax expense / (benefit)	Net of tax
(b) Amounts recognised in other comprehensive income						
Items that will not be reclassified to profit & loss						
Remeasurements of the defined benefit plans	(438.44)	(151.73)	(286.71)	107.66	37.27	70.39
	(438.44)	(151.73)	(286.71)	107.66	37.27	70.39



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Particulars	(₹ In Lakhs)	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
(c) Reconciliation of effective tax rate		
Profit before tax	15,554.03	13,737.33
Tax using the domestic tax rate (Current year 34.608% and Previous Year 34.608%)	5,382.94	4,754.22
Tax effect of :		
Tax effect of non deductible expenses	3.21	1.49
Excess of Depreciation over books under Income Tax Act	456.11	(60.08)
Exempt Income	(1.56)	(0.01)
Deductions under Various sections of Income Tax Act	(287.19)	(225.07)
Effect of taxation of Capital Gains	(785.44)	(463.01)
Others	(76.31)	(2.33)
Tax expenses as per Statement of Profit & Loss	4,691.77	4,005.21
Effective tax rate	30.164%	29.156%

(d) Movement in deferred tax balances

Particulars	31/03/2018			
	As at 1st April 2017 Deferred Tax Asset / (Liabilities)	Credit / (Charge) in Statement of profit or loss	Credit / (Charge) in OCI	As at 31st March 2018 Deferred Tax Asset / (Liabilities)
Deferred tax Asset/(Liabilities)				
Depreciation	133.89	(756.45)	-	(622.56)
Expenses Allowed in the year of Payment	320.02	52.25	151.73	524.00
Investments	(1,531.21)	502.83	-	(1,028.38)
Others	7.35	114.35	-	121.70
Deferred Tax Assets/(Liabilities) - Net	(1,069.95)	(87.02)	151.73	(1,005.24)

Particulars	31/03/2017			
	As at 1st April 2016 Deferred Tax Asset / (Liabilities)	Credit / (Charge) in Statement of profit or loss	Credit / (Charge) in OCI	As at 31st March 2017 Deferred Tax Asset / (Liabilities)
Deferred tax Asset/(Liabilities)				
Depreciation	540.76	(406.87)	-	133.89
Expenses Allowed in the year of Payment	240.15	117.13	(37.25)	320.02
Tax Losses	38.00	(38.00)	-	-
Investments	(1,210.83)	(320.38)	-	(1,531.21)
Others	(3.32)	10.66	-	7.35
Deferred Tax Assets/(Liabilities) - Net	(395.24)	(637.46)	(37.25)	(1,069.95)

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Particulars	(₹ In Lakhs)	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Note 27 : Earnings per equity share: (in ₹)		
Earnings Per share has been computed as under :		
Net Profit after tax attributable to the Equity Shareholders (₹ in Lakhs)	10,862.26	9,732.12
Weighted Average No of Equity Shares Outstanding during the year	2,61,43,869	2,63,00,000
Earnings per Share -Basic & Diluted (Face Value of ₹ 10/- per Share)	41.55	37.00

Note 28 : Contingent Liabilities & Commitments (to the extent not Provided for)

A-Contingent Liabilities

S.No	Contingent Liabilities not provided For	(₹ In Lakhs)	
		As at 31st March, 2018	As at 31st March, 2017
I.	Stand by Letter of Credit (SBLC) aggregating to Euro 17,50,000 (P.Y Euro 17,50,000) and USD 14,50,000 (P.Y USD 14,50,000) given to Banks on behalf of Technocraft Trading Spolka Z.O.O, Poland.	2,359.17	2,134.65
II.	Stand by Letter of Credit (SBLC) aggregating to USD 40,00,000 (P.Y USD 30,00,000) given to Banks on behalf of Anhui Reliable Steel Technology Co.Ltd,China.	2,607.00	1,933.80
III.	Corporate Guarantee aggregating to Pounds 25,00,000 (P.Y Pounds 25,00,000) given to Bank on behalf of Technocraft International Ltd, UK.	2,306.94	2,008.75
IV.	Corporate Guarantee aggregating to USD 8,00,000(P.Y USD 8,00,000) given to Banks on behalf of Technosoft Engineering Inc. ,USA	521.40	515.68
V.	Corporate Guarantee aggregating to USD 50,00,000 (P.Y USD 50,00,000) given to Banks on behalf of AAIT/ Technocraft Scaffold Distribution LLC.	3,258.75	3,223.00
VI.	Bank Guarantee issued in favor of Suppliers , Customers & Other Statutory Authorities	541.68	435.13
VII.	Excise Duty Matters	## 1,649.77	## 1,649.77
VIII.	Service Tax Matters	## 45.70	## 220.66
IX.	Income Tax Matters	# 116.69	# 116.69
X.	Labour Matters	165.50	123.82
XI.	Other Legal Matters	1,540.49	956.34
XII.	Warranty in relation to Tower Structures	-	Amount Unascertainable

amount already paid /adjusted by the Income Tax Department from the refund due but the matters are still under litigation

includes Penal Amount also



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

B. Commitments

		(₹ In Lakhs)	
S.No	Particulars	As at 31st March, 2018	As at 31st March, 2017
I.	Estimated Amount of Capital Contracts remaining to be executed and not Provided for (net of capital advances)	1,005.33	337.54
II.	Future Export Obligations/ Commitments against EPCG Authorisations	11,184.04	5,663.99

Note- 29 Assets Pledged as Security

The carrying amount of assets Pledged as security for Current & non current borrowings (including credit Limits sanctioned but not utilised) & also for SBLC / Corporate & Trade Guarantees are as below :

		(₹ In Lakhs)	
Particulars	As at 31st March, 2018	As at 31st March, 2017	
Non Current Assets			
Property, Plant & Equipment			
Lease Hold Land	36.67	37.29	
Free Hold Land	55.16	55.16	
Factory Building	1,618.04	1,694.22	
Plant & Machinery	7,226.84	5,189.27	
Capital Work in Progress	1,333.96	136.31	
Other Financial Assets			
Fixed Deposits with Banks	50.00	50.00	
Investments	6,215.19	-	
Total Non Current Assets Pledged as security	16,535.86	7,162.25	
Current Assets			
Inventories	24,466.30	18,384.30	
Other Financial Assets			
Trade Receivables	32,089.47	24,423.16	
Fixed Deposits with Banks	1,578.19	652.88	
Investments	4,556.20	-	
Total Current Assets Pledged as security	62,690.16	43,460.34	
Total Assets Pledged as Security	79,226.02	50,622.59	



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Note 30 : Related Party disclosures

The related Parties as per the terms of Ind AS-24, " Related Party Disclosures". (Specified under Section 133 of the Companies Act 2013, read with Rule 7 of Companies (Accounts) Rules ,2015) are disclosed below

A. Name of the related Parties and description of relationship:

(i) Related Party where Control exists

Subsidiary Companies

1. Technocraft International Ltd
2. Technocraft Trading Spolka Z.O.O
3. Technocraft Australia pty Ltd
4. Technosoft Engineering Projects Ltd
5. Anhui Reliable Steel Technology Co. Ltd
6. Shreyan Infra & Power LLP
7. Technocraft Closures Pvt Ltd
8. Techno Defence Pvt. Ltd
9. TIL Marketing Pvt.Ltd (Formerly Known as TIL Packaging Pvt. Ltd)

Step Down Subsidiary Companies

1. Technosoft Engineering Inc.
(Formerly Known as Impact Engineering Solutions Inc.)
2. Swift Engineering Inc.
3. Swift Projects Inc.
4. Technosoft Innovations Inc.
5. Technosoft GMBH
6. AAIT/ Technocraft Scaffold Distribution LLC
7. High Mark International Trading -F.Z.E
8. Step Engineering .
9. Technosoft Services Inc.
10. Technosoft Engineering UK Limited
11. Crosswall International Trading Limited

Joint Venture

1. Technocraft Tabla Formwork Systems Pvt. Ltd

Name of other Related parties with whom transactions have taken place during the year Key Managerial Personnel (KMP)

1. Shri Sharad Kumar Saraf
2. Shri Sudarshan Kumar Saraf
3. Shri Navneet Kumar Saraf
4. Shri Ashish Kumar Saraf
5. Shri Atanu Chaudhary

Enterprises in which KMP are Interested

1. BMS Industries Ltd
2. S.K.Saraf HUF



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Relatives of KMP

1. Priyanka Saraf

Non Executive Directors

1. Dr Shri Bhagwan Agarwal (resigned w.e.f 23rd February 2018)
2. Shri Jagdeesh Mehta
3. Shri Vinod Agarwala
4. Shri Vishwambhar Saraf
5. Ms Vaishali Choudhari

Enterprise in which Non Executive Director is interested

1. Remi Edelstahl Tubular Ltd

Trust

1. Technocraft Industries (i) Ltd Employees Group Gratuity Trust

	(₹ In Lakhs)	
Transactions during the Year	Year Ended 31st March, 2018	Year Ended 31st March, 2017
A. Sales of Goods, Materials & Services		
Subsidiaries / Step down Subsidiaries		
1. Technocraft International Ltd	3,816.02	1,591.85
2. Technocraft Trading Spolka Z.O.O	1,890.50	2,218.89
3. High Mark International Trading -F.Z.E	1,214.90	2,581.57
4. AAIT/ Technocraft Scaffold Distribution LLC	7,373.23	9,278.01
5. Anhui Reliable Steel Technology Co. Ltd	777.40	540.71
Enterprises in which KMP are Interested		
1 .BMS Industries Ltd	505.02	489.33
B. Interest Received		
Subsidiaries / Step down Subsidiaries		
1. Anhui Reliable Steel Technology Co. Ltd	63.73	65.56
2. Technocraft International Ltd	32.25	-
C. Fees Received against Guarantee Given		
Subsidiaries / Step down Subsidiaries		
1. Technocraft International Ltd	23.07	20.09
2. Technocraft Trading Spolka Z.O.O	23.59	21.34
3. Anhui Reliable Steel Technology Co. Ltd	22.14	19.33
4. AAIT/ Technocraft Scaffold Distribution LLC	32.59	8.06
5. Technosoft Engineering Inc. (Formerly Known as Impact Engineering Solutions Inc.)	5.21	5.16
D. Rent Received		
Relatives of KMP		
1. Priyanka Saraf	12.00	12.00



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Transactions during the Year	(₹ In Lakhs)	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
E. Advancement of Loan		
Subsidiaries / Step down Subsidiaries		
1. Technocraft International Ltd	#847.28	-
2. Anhui Reliable Steel Technology Co. Ltd	#6.94	-
# Including Forex Gain/ Loss arising due to translation of Outstanding loan at exchange rate prevailing at the balance sheet date		
F. Recovery of Loan		
Subsidiaries / Step down Subsidiaries		
1. Anhui Reliable Steel Technology Co. Ltd	-	# 12.81
# Including Forex Gain/ Loss arising due to translation of Outstanding loan at exchange rate prevailing at the balance sheet date		
G. Engineering & Design Charges Paid		
Subsidiaries / Step down Subsidiaries		
1. Technosoft Engineering Projects Ltd	166.84	154.32
H. Commission Paid on Sales		
Subsidiaries / Step down Subsidiaries		
1. Technocraft Trading Spolka Z.O.O	26.06	39.41
Enterprises in which Non Executive Directors are Interested		
1. Remi Edelstahl Tubular Ltd	67.14	68.71
I. Sitting Fees		
Non Executive Directors		
Director Sitting Fees	2.80	4.34
J. Purchase of Traded Goods		
Subsidiaries / Step down Subsidiaries		
1. High Mark International Trading -F.Z.E	1,717.90	2,450.84
2. AAIT/ Technocraft Scaffold Distribution LLC	-	15.95
K. Purchase of Materials / Assets / Stores & Spares		
Subsidiaries / Step down Subsidiaries		
1. Anhui Reliable Steel Technology Co. Ltd	5.57	22.74
2. AAIT/ Technocraft Scaffold Distribution LLC	-	5.11
Enterprises in which KMP are Interested		
1. BMS Industries Ltd	197.52	-
L. Job Work Charges Paid		
Enterprises in which KMP are Interested		
1. BMS Industries Ltd	4,623.23	3,127.60
M. Rent Paid		
Enterprises in which KMP are Interested		
1. S.K.Saraf HUF	18.75	3.00
N. Managerial Remuneration		
Key Managerial Personnel		
Salaries, Wages, Bonus, Commission & Other Benefits	594.39 *	447.35*
Contribution towards P.F., Family Pension Etc.	0.63	0.56



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

		(₹ In Lakhs)
Transactions during the Year	Year Ended 31st March, 2018	Year Ended 31st March, 2017
O. Investment in equity shares		
Subsidiaries / Step down Subsidiaries		
1. Technocraft Closures Pvt. Ltd	-	1.00
2. Techno Defence Pvt. Ltd	-	0.70
3. TIL Marketing Pvt. Ltd (Formerly Known as TIL Packaging Pvt Ltd)	-	1.00
P. Guarantee issued		
Subsidiaries / Step down Subsidiaries		
1. Technosoft Engineering Inc. (Formerly Known as Impact Engineering Solutions Inc.)	-	257.84
2. AAIT/ Technocraft Scaffold Distribution LLC	-	3,323.00
3. Anhui Reliable Steel Technology Co. Ltd	651.75	-
Q. Trusts		
Technocraft Industries (i) Ltd Employees Group Gratuity Trust		
Gratuity Contribution	560.43	54.52
Reimbursement of Administration Charges	0.02	0.27
Gratuity Benefits Received	23.67	28.79
		(₹ In Lakhs)
Amount due to / From Related Parties	As at 31st March, 2018	As at 31st March, 2017
A.Trade & Other Receivables		
Subsidiaries / Step Down Subsidiaries		
1. Technocraft International Ltd	1,864.86	668.88
2. Technocraft Trading Spolka Z.O.O	1,549.77	1,575.39
3. AAIT/ Technocraft Scaffold Distribution LLC	7,721.80	6,366.10
4. Anhui Reliable Steel Technology Co. Ltd	946.02	553.19
5. High Mark International Trading -F.Z.E	2,307.91	2,346.08
6. Technosoft Engineering Inc. (Formerly Known as Impact Engineering Solutions Inc.)	20.97	-
Enterprises in which KMP are Interested		
BMS Industries Ltd	51.43	-
Advancement of Loan		
Subsidiaries / Step Down Subsidiaries		
1. Anhui Reliable Steel Technology Co. Ltd	632.20	625.26
2. Technocraft International Ltd	847.28	-
B.Trade & Other Payables		
I. Subsidiaries / Step Down Subsidiaries		
1. High Mark International Trading -F.Z.E	339.94	-
2. Technocraft Trading Spolka Z.O.O		43.58
3. AAIT/ Technocraft Scaffold Distribution LLC		48.87
4. Anhui Reliable Steel Technology Co. Ltd	6.52	



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Amount due to / From Related Parties	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
II. Enterprises in which KMP are Interested		
BMS Industries Ltd	753.85	164.37
Commission Payable		
Key Managerial Personnel	144.00	144.00
Guarantees Given to Bank		
Subsidiaries / Step Down Subsidiaries	11,053.26	9,815.88
Gratuity Contribution & Administration Charges Payable		
Trust		
Technocraft Industries (I) Ltd Employees Group Gratuity Trust	1,237.29	700.53

Note

- 1) The transactions with related parties are made on terms equivalent to those that Prevailing in arm's Length transactions Outstanding balances at the year end are unsecured .The Company has not recorded any impairment of receivables relating to amounts owned by the related Parties .This assessment is undertaken each Financial year through examining the Financial Position of the related party and the market in which the related Party operates
 2. Loan to Subsidiary have been given for Working Capital Requirements & have been utilised for the same
 3. Guarantee Provided to the Lenders of the Subsidiaries are for availing working capital Facilities from the lender banks
- *excludes Provision for gratuity & Compensated leave for Key Managerial Personnel as Separate Actuarial Valuation is not available

Note 31 : Disclosure Pursuant to Ind AS - 19 "EMPLOYEE BENEFITS"

[A] Post Employment Benefit Plans:

Defined Contribution Scheme

The Company contributes at a defined percentage of the employee salary out of the total entitlements on account of superannuation benefits under this scheme.

Amount recognised in the Statement of Profit and Loss	(₹ in Lakhs)	
	2017-18	2016-17
Defined Contribution Scheme	# 278.67	244.70

excluding ₹ 1.30 Lakhs (P.Y NIL) Contributed by Government of India under PMRPY Scheme

Defined Benefit Plans

The Company has the following Defined Benefit Plans

Gratuity: In accordance with the applicable laws, the Company provides for gratuity, a defined benefit retirement plan ("The Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the Company makes contribution to the gratuity fund administered by life Insurance Companies under their respective Group Gratuity Schemes.



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

The disclosure in respect of the defined Gratuity Plan are given below:

Particulars	(₹ In Lakhs)	
	Defined Benefit Plans	
	As at 31st March, 2018	As at 31st March, 2017
Present value of funded obligations	1,495.38	941.60
Fair Value of plan assets	237.89	244.54
Net (Asset)/Liability recognised	1,257.49	697.06

Movements in plan assets and plan liabilities

Particulars	(₹ In Lakhs)	
	Present value of obligations	Fair Value of plan assets
As at 1st April, 2017	941.59	244.54
Current service cost	73.11	-
Interest Income	-	12.51
Interest Cost	61.39	-
Return on plan assets excluding amounts included in net finance income	-	4.52
Actuarial (gain)/loss arising from changes in financial assumptions	(22.21)	-
Actuarial (gain)/loss arising from experience adjustments	465.17	-
Benefit payments	(23.67)	(23.67)
As at 31st March, 2018	1,495.38	237.89

Particulars	(₹ In Lakhs)	
	Present value of obligations	Fair Value of plan assets
As at 1st April, 2016	886.60	244.06
Current service cost	92.57	-
Interest Cost/(Income)	69.60	-
Return on plan assets excluding amounts included in net finance income/cost	-	29.27
Actuarial (gain)/loss arising from changes in financial assumptions	28.51	-
Actuarial (gain)/loss arising from experience adjustments	(106.90)	-
Benefit payments	(28.79)	(28.79)
As at 31st March, 2017	941.59	244.54

Statement of Profit and Loss

Employee benefit expenses :	(₹ In Lakhs)	
	2017-18	2016-17
Current Service cost	73.11	92.57
Interest cost	48.88	69.60
Total amount recognised in Statement of Profit & Loss	121.99	162.17
Remeasurement of the net defined benefit liability :		
Return on plan assets excluding amounts included in Interest Income	4.52	29.27
Change in Financial Assumptions	22.21	(28.51)
Experience Adjustments	(465.17)	106.90
Total amount recognised in Other Comprehensive Income	(438.44)	107.66



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Investment pattern for Fund as on		(₹ In Lakhs)
Category of Asset	As at 31st March, 2018	As at 31st March, 2017
Government of India Securities	0%	0%
State Government Securities	0%	0%
High quality corporate bonds	0%	0%
Equity shares of listed companies	0%	0%
Property	0%	0%
Special Deposit Scheme	0%	0%
Policy of insurance	100%	100%
Bank Balance	0%	0%
Other Investments	0%	0%
Total	100%	100%

Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

Financial Assumptions	As at 31st March, 2018	As at 31st March, 2017
Discount rate	7.60%	7.40%
Salary escalation rate	5.00%	5.00%
Withdrawal Rates	2% at younger ages reducing to 1% at older ages	2% at younger ages reducing to 1% at older ages

Demographic Assumptions

Mortality in service : Indian Assured Lives Mortality (2006-08)

Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

Particulars		(₹ In Lakhs)
	As at 31st March, 2018	As at 31st March, 2017
Discount rate varied by 0.5%		
0.50%	1,442.53	910.02
-0.50%	1,552.12	975.51
Salary growth rate varied by 0.5%		
0.50%	1,553.29	976.11
-0.50%	1,441.02	909.22

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

The expected future cash flows as at 31st March 2018 & as at 31st March 2017 were as follows:

(₹ In Lakhs)		
Expected contribution	As at 31st March, 2018	As at 31st March, 2017
Projected benefits payable in future years from the date of reporting		
1st following year	322.39	224.06
2nd following year	164.73	52.39
3rd following year	84.25	122.76
4th following year	97.10	62.05
5th following year	97.50	59.92
Years 6 to 10	584.94	347.99

[B] Other Long term employee benefits

Leave Encashment:

The Employees are entitled to accumulate Earned Leave , which can be availed during the service period. Employees are also allowed to encash the accumulated earned leave during the service period. Further, the accumulated earned leave can be encashed by the employees on superannuation, resignation, and termination or by nominee on death.

(₹ In Lakhs)		
Particulars	Defined Benefit Plans	
	As at 31st March, 2018	As at 31st March, 2017
Present value of unfunded obligations	256.61	227.65
Net (Asset)/Liability recognised	256.61	227.65

Reconciliation of balances of Defined Benefit Obligations.

(₹ In Lakhs)		
Particulars	Leave Encasement - Unfunded	
	2017-18	2016-17
Defined Obligations at the beginning of the year	227.65	188.91
Current Service Cost	26.54	24.71
Interest Cost	15.71	14.83
Actuarial loss/(gain) due to change in financial assumptions	(4.86)	9.89
Actuarial loss/ (gain) due to experience adjustments	2.53	1.19
Benefits paid	(10.96)	(11.88)
Defined Obligations at the end of the year	256.61	227.65



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Amount recognised in Statement of Profit and Loss

	(₹ In Lakhs)	
	2017-18	2016-17
Current Service Cost	26.54	24.71
Net Interest Cost	15.71	14.83
Net value of remeasurements on the obligation and plan assets	(2.33)	11.08
Total amount recognised in Statement of P&L	39.92	50.62
	-	
Change in Financial Assumptions	(4.86)	9.89
Experience gains/(losses)	2.53	1.19
Net Actuarial Loss/(Gain)	(2.33)	11.08

Major Actuarial Assumptions

	2017-18	2016-17
Discount Rate (%)	7.60%	7.40%
Salary Escalation/ Inflation (%)	5.00%	5.00%
Withdrawal Rates	2% at younger ages reducing to 1% at older ages	2% at younger ages reducing to 1% at older ages

The expected future cash flows as at 31st March 2018 & as at 31st March 2017 were as follows:

	(₹ In Lakhs)	
Expected contribution	As at 31st March, 2018	As at 31st March, 2017
Projected benefits payable in future years from the date of reporting		
1st following year	39.75	30.69
2nd following year	18.29	11.42
3rd following year	13.37	10.48
4th following year	16.45	12.58
5th following year	15.78	15.32
Years 6 to 10	102.60	92.34

Note 32 : Segment Reporting

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. Based on the management approach as defined in Ind AS 108, the chief operating decision maker (CODM) evaluates the companies performance and allocates resources based on an analysis of various performance indicators by business segment and geographic segment. Accordingly, information has been presented both along business segment and geographic segment. The accounting principle used in the preparation of financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant accounting policies.

The Company has identified Drum Closures, Scaffoldings, Cotton Yarn, Fabric and Power as primary business segments of the Company.

The above business segments have been identified considering :

- The nature of the product
- The deferring risk and returns
- The internal financial reporting systems



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

The Geographical Segments considered for Disclosure are as Follows

- Revenue within India includes Revenue from Sales of Products (including Scrap) & Services to Customers Located within India and earnings in India.
- Revenue outside India includes Revenue from Sales of Products & Services to Customers Located outside India and earnings outside India and export Incentive benefits.

Revenue and expenses have been accounted for based on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocable" Inter segment transfer, are accounted for at competitive market prices, charged to unaffiliated customer for similar goods.

Particulars	(₹ In Lakhs)	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Segment Revenue		
a. Drum Closures Division	31,048.40	28,902.08
b. Scaffoldings Division	39,545.66	30,832.71
c. Yarn Division	27,327.66	25,781.83
d. Fabric Division	11,659.06	8,398.15
e. Power Division	5,138.75	3,570.73
Total	1,14,719.53	97,485.50
Less : Inter Segment Revenue	13,329.41	10,312.01
Total External Revenue from Operations	1,01,390.12	87,173.49
Results		
Segment Result		
a. Drum Closures Division	8,272.86	9,878.37
b. Scaffoldings Division	7,776.97	3,449.34
c. Yarn Division	(635.83)	(607.73)
d. Fabric Division	(389.51)	209.07
e. Power Division	905.22	220.98
Segment operating Profit	15,929.71	13,150.03
Reconciliation of Segment Operating Profit to Operating Profit		
Unallocable Income / (Expenses)		
Employee benefit Expenses	(734.80)	(610.08)
Depreciation & Amortisation	(47.09)	(45.73)
Other Expenses	(319.37)	(278.18)
Interest Income	308.68	189.68
Net Gain on Investments & Investment Property	1,839.10	2,549.60
Rental Income	168.38	183.73
Other Income	135.96	76.64
Operating Profit	17,280.57	15,215.68
Less		
Finance Cost	1,726.54	1,478.35
Net Profit before tax	15,554.03	13,737.33
Less		
Income Tax Expenses	4,604.75	3,367.75
Deferred Tax Expenses (net)	87.02	637.46
Net Profit After Tax	10,862.26	9,732.12



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
Reconcillation to Amounts Reflected in the Financial Statements		
Segment Assets		
a. Drum Closures Division	19,148.88	14,039.04
b. Scaffoldings Division	34,804.64	24,589.72
c. Yarn Division	20,216.91	16,929.89
d. Fabric Division	10,252.54	6,224.13
e. Power Division	3,203.65	2,955.94
Segment Operating Assets	87,626.62	64,738.73
Reconcillation of Segment Operating assets to Total Assets		
Non Current Assets		
Property ,Plant & Equipment	266.00	258.00
Investment Properties	541.79	574.92
Intangible Assets	2.14	2.58
Non Current Investments	11,144.52	12,914.23
Other Financial Assets	65.36	1,063.77
Other Non Current Assets	374.94	268.62
Current Assets		
Current Investments	14,605.02	17,138.27
Cash & Cash Equivalent	1,130.84	258.49
Other Bank Balances	1,518.46	593.90
Loans	1,479.47	625.26
Other Financial Assets	1,347.99	274.68
Current Tax Assets (net)	-	187.72
Other Current Assets	1,265.14	2,965.61
Unallocable Assets	33,741.67	37,126.06
Total Assets	1,21,368.29	1,01,864.79
Segment Liabilities		
a. Drum Closures Division	4,210.43	2,431.87
b. Scaffoldings Division	4,428.44	3,143.48
c. Yarn Division	2,358.69	1,746.66
d. Fabric Division	1,027.76	476.66
e. Power Division	674.30	912.91
Segment Operating Liabilities	12,699.62	8,711.59
Reconcillation of Segment Operating Liabilities to Total Liabilities		
Non Current Liabilities		
Non Current Borrowings	3,874.48	2,184.90
Other Financial Liabilities	49.11	21.93
Deferred Tax Liability (net)	1,005.24	1,069.95
Provisions	1,147.05	623.95
Other Non Current Liabilities	1.52	1.97
Current Liabilities		
Current Borrowings (including Current Maturity on Long Term Borrowings)	36,444.08	25,263.57
Other Financial Liabilities	137.67	66.47



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
Provisions	110.44	73.11
Current Tax Liabilities (net)	1,131.17	-
Other Current Liabilities	4.14	7.99
Unallocable Liabilities	43,904.90	29,313.84
Total Liabilities	56,604.52	38,025.43

Capital Expenditure (excluding CWIP)	(₹ In Lakhs)	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
a. Drum Closures Division	1,490.27	771.19
b. Scaffoldings Division	596.97	1,355.57
c. Yarn Division	1,989.61	1,504.75
d. Fabric Division	1,811.94	590.16
e. Power Division	139.18	134.76
f. Unallocable	9.82	395.00
Total	6,037.79	4,751.43

Depreciation & Amortization	(₹ In Lakhs)	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
a. Drum Closures Division	450.78	388.62
b. Scaffoldings Division	527.92	393.97
c. Yarn Division	697.79	582.83
d. Fabric Division	412.86	283.04
e. Power Division	167.12	178.79
f. Unallocable	47.10	45.73
Total	2,303.57	1,872.98

Secondary Segment Geographic Information

Revenue from External Customers	(₹ In Lakhs)	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
India	21,803.49	15,937.32
Outside India	79,586.63	71,236.17
Total	1,01,390.12	87,173.49

Segment Assets	(₹ In Lakhs)	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
India	89,097.26	76,366.05
Outside India	32,271.03	25,498.74
Total	1,21,368.29	1,01,864.79

Notes

No single Customer Contributed 10% or more to the Company's revenue for the year ended March 31, 2018 & March 31, 2017.



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Note 33: Fair Value Measurements

A. Financial instruments by category and fair value hierarchy :

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

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

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

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

(₹ In Lakhs)

31st March, 2018	Carrying Value				Fair value			Total
	Mandatorily at FVTPL	FVTOCI - designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	
Financial assets measured at fair value through Profit and loss :								
Non-current :								
Investment in unquoted Equity Instruments	75.00	-	-	75.00	-	-	75.00	75.00
Investment In Mutual Funds	8,225.66	-	-	8,225.66	8,225.66	-	-	8,225.66
Current :								
Investment In Mutual Funds	14,564.15	-	-	14,564.15	14,564.15	-	-	14,564.15
Investment in Quoted Equity Instruments	40.87	-	-	40.87	40.87	-	-	40.87
Financial assets at amortised cost								
Non-current :								
Deposits	-		347.06	347.06	-	-	-	-
Current :								
Deposits	-		38.57	38.57	-	-	-	-
Loan to Subsidiary	-	-	1,479.47	1,479.47	-	-	-	-
Loan to Employees	-	-	87.92	87.92	-	-	-	-
Cash and cash equivalents	-	-	2,622.82	2,622.82	-	-	-	-
Other Bank Balances	-	-	1,332.42	1,332.42	-	-	-	-
Trade receivables	-	-	32,149.86	32,149.86	-	-	-	-
Others	-	-	2,322.41	2,322.41	-	-	-	-
	22,905.68	-	40,380.53	63,286.21	22,830.68	-	75.00	22,905.68
Financial liabilities at amortised cost								
Non Current								
Term loans	-	-	3,874.48	3,874.48	-	-	-	-
Deposits	-	-	49.11	49.11	-	-	-	-
Current								
Borrowings	-	-	35,722.84	35,722.84	-	-	-	-
Trade and Other Payables	-	-	6,442.97	6,442.97	-	-	-	-
Deposits	-	-	113.05	113.05	-	-	-	-
Other Current Financial Liabilities (including current maturities of Long Term loans)	-	-	5,289.95	5,289.95	-	-	-	-
	-	-	51,492.41	51,492.41	-	-	-	-



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

(₹ In Lakhs)

31st March, 2017	Carrying amount				Fair value			
	Mandatorily at FVTPL	FVTOCI - designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value through Profit and loss :								
Non-current :								
Investment in unquoted Equity Instruments	75.00	-	-	75.00	-	-	75.00	75.00
Investment In Mutual Funds	9,995.38	-	-	9,995.38	9,995.38	-	-	9,995.38
Current :								
Investment In Mutual Funds	17,118.62	-	-	17,118.62	17,118.62	-	-	17,118.62
Investment in Quoted Equity Instruments	19.65	-	-	19.65	19.65			19.65
Financial assets at amortised cost								
Non-current :								
Deposits	-	-	1,290.02	1,290.02	-	-	-	-
Current :								
Deposits	-	-	52.49	52.49	-	-	-	-
Loan to Subsidiary	-	-	625.26	625.26	-	-	-	-
Loan to Employees	-	-	64.72	64.72	-	-	-	-
Cash and cash equivalents	-	-	3,545.22	3,545.22	-	-	-	-
Other Bank Balances	-	-	597.93	597.93	-	-	-	-
Trade receivables	-	-	24,423.16	24,423.16	-	-	-	-
Others	-	-	636.93	636.93	-	-	-	-
	27,208.65	-	31,235.73	58,444.39	27,133.65	-	75.00	27,208.65
Financial liabilities at amortised cost								
Non Current :								
Term loans	-	-	2,184.90	2,184.90	-	-	-	-
Deposits	-	-	91.32	91.32	-	-	-	-
Current:								
Borrowings	-	-	24,542.34	24,542.34	-	-	-	-
Trade and Other Payables	-	-	4,458.74	4,458.74	-	-	-	-
Deposits	-	-	105.48	105.48	-	-	-	-
Other Current Financial Liabilities (including current maturities of Long Term loans)	-	-	4,068.75	4,068.75	-	-	-	-
	-	-	35,451.53	35,451.53	-	-	-	-

During the reporting period ended March 31, 2018 and March 31, 2017, there were no transfers between level 1 and level 2 fair value measurements.

B. Measurement of fair values

The following methods and assumptions were used to estimate the fair values of financial instruments :

- The management assessed that fair value of cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- The fair values of the equity / Mutual Fund investments which are quoted, are derived from quoted market prices in active markets. The investment measured at fair value and falling under fair value hierarchy Level 3 are valued on the basis of valuation report provided by external valuers with the exception of certain investments, where cost has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair values within that range. The carrying value of those investments are individually immaterial.



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Note 34 : Financial Risk Management

Risk management framework

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of all the risk on its financial performance. The Board of Directors and the Audit Committee are responsible for overseeing the Company's risk assessment and management policies and processes.

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

Credit risk ;

Market risk ; and

Liquidity risk

1. Credit Risk

The Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assess financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set and periodically reviewed on the basis of such Information .

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the company. The Company categorises a trade receivable for write off when a debtor fails to make contractual payments or on case to case basis. Where trade receivables have been written off, the company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as Income in the statement of profit or loss.

The Company measures loss rate for trade receivables from Individual customers based on the historical trend, industry practices and the business environment in which the entity operates .Loss rates are based on Past Trends . Based on the historical data , no probable loss on collection of receivable is anticipated & hence no provision is considered.

In case of Credit risks from balances with banks and financial institutions , the Company attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit-ratings assigned by credit-rating agencies.

In addition, the Company is exposed to credit risk in relation to financial guarantees given to banks and other counterparties. The Company's maximum exposure in this respect is the maximum amount that the Company would have to pay if the guarantee is called upon. The maximum exposure relating to financial guarantees instruments is disclosed in note no 28 (contingent liabilities).

Ageing of Account receivables

Particulars	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
Not due	20,063.44	15,253.57
0-90 days	7,001.56	4,853.51
91-180 days	2,200.44	4,170.01
181 to 270 days	866.42	103.07
271 to 365 days	1,720.11	43.00
Above 365 days	297.89	-
Total	32,149.86	24,423.16



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

2. Market risk

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly of currency risk and interest rate risk. Financial Instrument affected by Market risks includes loans and borrowings and foreign Currency Receivables and payables. The Company has set processes and policies to assess, control and monitor the effect of the risk on the financial performance of the company.

i) Currency Risk

This is the risk that the Company may suffer losses as a result of adverse exchange rate movement during the relevant period. The Company is exposed to currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee. The senior management personnel are responsible for identifying the most effective and efficient ways of managing by entering into forward contracts and monitored by board of directors.

Unhedged Foreign Currency exposures

(a) Particulars of Unhedged Foreign Currency exposures as at the reporting date

As as 31st March, 2018

Particulars	Foreign Currency in Lakhs							
	USD	EURO	SGD	GBP	AUD	JPY	PLN	MXN
Trade Payables / Other Financial Liabilities	(14.82)	(5.49)	-	-	-	-	-	-
Trade Receivables / Other Financial Assets	99.65	24.02	0.21	3.61	4.58	5.10	0.19	-
Advances from Customers	(1.04)	(0.17)	(0.05)	-	-	(0.57)	-	-
Loans Given	22.70	-	-	-	-	-	-	-
Bank Balances	14.10	1.51	-	-	-	-	-	-
Net	120.59	19.87	0.16	3.61	4.58	4.53	0.19	-

As as 31st March, 2017

Particulars	USD	EURO	SGD	GBP	AUD	JPY	CHF	MXN
Trade Payables / Other Financial Liabilities	(4.90)	(3.78)	-	-	-	-	-	-
Trade Receivables / Other Financial Assets	127.74	23.69	0.31	9.76	-	0.46	-	20.70
Advances from Customers	(0.25)	(0.15)	-	-	-	-	-	-
Loans Given	9.70	-	-	-	-	-	-	-
Bank Balances	31.13	2.71	-	-	-	-	-	-
Net	163.42	22.47	0.31	9.76	-	0.46	-	20.7

b) Foreign Currency Risk Sensitivity

A reasonably possible strengthening / (weakening) of the Indian Rupee against various below currencies at 31st March would have affected the measurement of financial instruments denominated in those currencies and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases

A change in 1% in Foreign Currency would have following Impact on Profit before tax assuming that all other variables, in Particular interest rate remain constant & ignoring any impact of forecast Sales & Purchases.



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

(₹ In Lakhs)

	2017-18		2016-17	
	1% increase	1% Decrease	1% increase	1% Decrease
USD	78.59	(78.59)	105.34	(105.34)
EURO	16.05	(16.05)	15.41	(15.41)
GBP	3.33	(3.33)	7.84	(7.84)
Others	2.44	(2.44)	0.85	(0.85)
Increase / (Decrease) in Profit & Loss	100.42	(100.42)	129.44	(129.44)

ii) Interest rate Risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Company has exposure to Interest rate risk, arising principally on changes in base lending rate/ LIBOR rates. As the Percentage of Borrowings with Floating Interest rate is very small as Compared to Total Borrowings & hence the interest rate risk for the Company as whole is very Low.

Exposure to interest rate risk

(₹ In Lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
*Borrowings Bearing Variable rate of Interest	4,595.71	2,906.13
Borrowings bearing Fixed Rate of Interest	35,722.84	24,542.34
Total Borrowings	40,318.55	27,448.47
% of Borrowings bearing Variable rate of Interest	11.40	10.59

* includes Current Maturity on Non Current Borrowings

Interest Rate Sensitivity

A change of 100 Basis Point In Interest rates would have following Impact on Profit before tax

(₹ In Lakhs)

Particulars	2017-18	2016-17
100 Basis Point Increase	(45.96)	(29.06)
100 Basis Point Decrease	45.96	29.06

Note-The above analysis is prepared for floating rate liabilities assuming the amount of the Liability outstanding at the end of the reporting Period

3. Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time, or at a reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. The Company maintains flexibility in funding by maintaining availability under committed credit lines. The Management monitors rolling forecasts of the Company's Liquidity position and cash and cash equivalents on the basis of the expected cash flows. The Company assessed the Concentration of risk with respect to its debt and concluded it to be low.



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

Maturity patterns of borrowings

As at 31st March, 2018

(₹ In Lakhs)

	0-1 years	1-5 years	Beyond 5 years	Total
Long term borrowings (Including current maturity of long term debt)	721.23	3,029.38	845.09	4,595.70
Short term borrowings	35,722.84	-	-	35,722.84
Total	36,444.07	3,029.38	845.09	40,318.54

As at 31st March, 2017

(₹ In Lakhs)

	0-1 years	1-5 years	Beyond 5 years	Total
Long term borrowings (Including current maturity of long term debt)	721.23	2,184.90	-	2,906.13
Short term borrowings	24,542.34	-	-	24,542.34
Total	25,263.57	2,184.90	-	27,448.47

Maturity patterns of other Financial Liabilities

As at 31st March, 2018

(₹ In Lakhs)

	0-1 years	1-5 years	Beyond 5 years	Total
Trade Payables	6,442.97	-	-	6,442.97
Other Financial Liabilities (Current & Non Current) (excluding Current Maturities on Long Term Debt)	4,681.77	49.11	-	4,730.89
Total	11,124.74	49.11	-	11,173.86

As at 31st March, 2017

(₹ In Lakhs)

	0-1 years	1-5 years	Beyond 5 years	Total
Trade Payables	4,458.74	-	-	4,458.74
Other Financial Liabilities (Current & Non Current) (excluding Current Maturities on Long Term debt)	3,453.00	91.32	-	3,544.32
Total	7,911.73	91.32	-	8,003.06

Note 35 : Capital Risk Management

For the Purpose of Company's Capital management , Capital includes equity attributable to the equity holders of the Company and all other equity reserves. The Primary Objective of the Company's Capital management is to ensure that it maintains an efficient capital Structure and maximise shareholder Value. The Company is monitoring capital using Net debt equity ratio as its base , which is Net debt to equity.

The company's Policy is to keep Net debt equity ratio below 1.00 and infuse capital if and when required through better operational results and efficient working capital Management



Notes to the Standalone Financial Statements for the Year Ended March 31, 2018

	(₹ In Lakhs)	
	As at 31st March, 2018	As at 31st March, 2017
Net Debt *	37,695.74	23,903.25
Total Equity	64,763.77	63,839.36
Net Debt to Total Equity	0.58	0.37

*Net Debt= Non Current Borrowings (including Current Maturity on Borrowings) +Current Borrowings -Cash & Cash Equivalents

Note 36 : Disclosure in respect of Expenditure on Corporate Social Responsibility Activities

	(₹ In Lakhs)	
Particulars	2017-18	2016-17
a) Amount required to be spent as per Section 135 of the Act	250.62	229.10
b) Amount Spent during the year on		
(i) Construction / acquisition of an asset	-	-
(ii) On Purpose other than (i) above	-	-

Note-37 Other Accompanying Notes

- 1) The Figures have been rounded off to the nearest lakhs of Rupees upto two decimal Places.
- 2) Previous Years Figures have been regrouped / rearranged where ever considered necessary to make them Comparable with the Current year Figures
- 3) Note 1 to 37 Forms an Integral Part of the Financial Statements

As per our Report of Even Date

For Khandelwal Prakash Murari Bhandari & Co

Firm Reg.No.102454W
Chartered Accountants

(Piyush Patni) PARTNER

M.NO :143869

Place: Mumbai

Date : 30th May, 2018

For & on Behalf of Board of Directors

Sharad Kumar Saraf

Chairman &
Managing Director
DIN 00035843

Sudarshan Kumar Saraf

Co-Chairman &
Managing Director
DIN 00035799

Neeraj Rai

Company Secretary

Navneet Kumar Saraf

Whole-time Director & CEO
DIN 00035686

Ashish Kumar Saraf

Whole time Director & CFO
DIN 00035549



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

TECHNOCRAFT INDUSTRIES (INDIA) LIMITED

Report on the Consolidated IND AS Financial Statements

1. We have audited the accompanying Consolidated IND AS Financial Statements of **TECHNOCRAFT INDUSTRIES (INDIA) LIMITED** ("the Holding Company), and its SUBSIDIARIES (the Holding Company and its Subsidiaries together referred to as "the Company" or "the Group"), and its Joint Ventures and jointly controlled entities, Comprising of the Consolidated Balance Sheet as at 31st March, 2018, the Consolidated Statement of Profit & Loss (Including Other Comprehensive Income), the Consolidated Cash Flow Statement and the consolidated 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 "the Consolidated IND AS Financial Statements").

Management's Responsibility for the Consolidated IND AS Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of the consolidated IND AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance Including Other Comprehensive Income, consolidated cash flows and consolidated change in Equity of the Group including its Joint Ventures and jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) specified under section 133 of the Act, read with relevant rules issued thereunder. The respective Board of Directors of the companies included in the group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated IND AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud and error, which have been used for the purpose of preparation of the consolidated IND AS financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the consolidated IND AS financial statements based on our audit. While conducting 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.
4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and place and perform the audit to obtain reasonable assurance about whether the consolidated IND AS financial statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated IND AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated IND AS financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated IND AS Financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated IND AS financial statements.
6. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph 8 of the Other Matters paragraph below, other than the unaudited financial statements as certified by the management and referred to in sub-paragraph 9 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.



Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated IND AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the IND AS, of the consolidated position of the Group and its Joint Ventures and jointly controlled entities as at 31st March, 2018, and its consolidated financial performance including other comprehensive income, its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Other Matters

8. We did not audit the financial statements of Eight (8) subsidiaries and step down subsidiaries whose financial statements reflect total assets of ₹ 18,595.68 Lakhs and net assets of ₹ 6,551.39 Lakhs as at March 31, 2018, total revenue of ₹ 15,955.37 Lakhs and net loss of ₹ 32.65 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act insofar as it relates to the aforesaid subsidiaries companies, is based solely on the reports of the other auditors.
9. The Consolidated Financial Statements contain Financial Statements of Twelve (12) Subsidiaries and Step down Subsidiaries which are Un-Audited whose Financial Statements reflect total assets of ₹ 25,646.83 Lakhs & net assets of ₹ 3,897.60 Lakhs as at 31st March 2018, Total Revenue of ₹ 32,837.93 Lakhs and net profits of ₹ 917.80 Lakhs for the year ended on that date, as considered in the consolidated financial statements for the year then ended. These financial statements and other financial information are based on the Management estimates and are therefore UNAUDITED and have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act insofar as it relates to the aforesaid subsidiaries company, is based solely on such unaudited financial statements
10. Our opinion on the consolidated IND AS financial statements, and our report on other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

11. 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 of the aforesaid consolidated IND AS financial statements.
 - (b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidated IND AS financial statements have been kept so far as it appears from our examination of those books.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (Including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated IND AS financial statements.
 - (d) In our opinion, the aforesaid consolidated IND AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with relevant rules issued thereunder.
 - (e) On the basis of the Written representations received from the directors of the Holding Company as well as Indian Subsidiaries companies as on 31st March, 2018 taken on record by the Board of Directors of the Holding Company and respective Subsidiaries companies, none of the directors of holding company and its Indian Subsidiaries companies is disqualified as on 31st March, 2018 from being appointed as a director in terms of section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in **Annexure - A**.



- (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 consolidated IND AS financial statements disclose the impact of pending litigations on the consolidated IND AS financial position of the Group. Refer Note No. 28 to the consolidated IND AS financial statements.
 - j. The Company has made provision, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - ii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.
 - iii. The reporting on disclosure relating to specified Bank Notes is not applicable for the year ended 31st March 2018.

For Khandelwal Prakash Murari Bhandari & Co.
Firm Reg. No. 102454W
Chartered Accountants

Place of Signature: Mumbai
Date: 30th May, 2018

(Piyush Patni) Partner
Membership No. 143869



THE ANNEXURE – “A” REFERRED TO IN OUR REPORT OF EVEN DATE TO THE MEMBERS OF TECHNOCRAFT INDUSTRIES (INDIA) LIMITED FOR THE YEAR ENDED 31ST MARCH, 2018. WE REPORT THAT:

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

1. In conjunction with our audit of the consolidated IND AS financial statement of the Company as of and for the year ended March 31, 2018, We have audited the internal financial controls over financial reporting of **TECHNOCRAFT INDUSTRIES (INDIA) LIMITED** (“the Holding Company”) and its subsidiary companies which are incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

3. Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both 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.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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



Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

8. In our opinion, the Holding Company and its subsidiary companies which are incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 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 ICAI.

For Khandelwal Prakash Murari Bhandari & Co.
Firm Reg. No. 102454W
Chartered Accountants

Place of Signature: Mumbai
Date: 30th May, 2018

(Piyush Patni) Partner
Membership No. 143869



CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2018

		(₹ in lakhs)	
Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
ASSETS			
A) Non Current Assets			
a) Property, Plant and Equipment	3	21,331.10	17,271.18
b) Capital work-in-progress	3	5,345.27	1,747.77
c) Investment Properties	4	2,386.87	1,672.14
d) Goodwill on Consolidation		495.75	1,016.05
e) Other Intangible assets	5	326.27	313.51
f) Financial Assets			
i) Non Current Investments	6(a)	8,565.09	10,247.41
ii) Others Financial Assets	6(b)	502.99	1,538.91
g) Other Non Current Assets	7	921.00	614.13
Total Non Current Assets		39,874.34	34,421.10
B) Current Assets			
a) Inventories	8	39,108.26	30,876.03
b) Financial Assets			
i) Current Investments	6(a)	15,149.54	17,621.65
ii) Trade receivables	6(c)	27,686.12	18,987.43
iii) Cash and cash equivalents	6(d)	4,230.98	5,679.61
iv) Other Bank Balances	6(e)	1,532.44	723.06
v) Loans	6(f)	240.45	108.36
vi) Other Financial Assets	6(b)	2,013.07	546.88
c) Current Tax Assets (Net)	9	-	132.01
d) Other Current Assets	10	8,876.49	6,271.43
Total Current Assets		98,837.35	80,946.46
Total Assets		138,711.69	115,367.56
EQUITY AND LIABILITIES			
EQUITY			
a) Equity Share Capital	11(a)	2,446.17	2,630.00
b) Other Equity	11(b)	68,432.53	66,258.56
Equity attributable to equity holders of the parent Company		70,878.70	68,888.56
Non - Controlling interests		395.06	385.82
Total Equity		71,273.76	69,274.38



CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2018

		(₹ in lakhs)	
Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
LIABILITIES			
A) Non Current Liabilities			
a) Financial Liabilities			
i) Non Current Borrowings	12(a)	3,962.07	2,294.87
ii) Other Financial Liabilities	12(b)	257.26	259.22
b) Provisions	13	1,477.06	914.48
c) Deferred tax liabilities (Net)	14	740.74	977.98
d) Other Non Current Liabilities	15	576.85	13.39
Total Non Current Liabilities		7,013.98	4,459.94
B) Current Liabilities			
a) Financial Liabilities			
i) Current Borrowings	12(a)	46,339.99	31,201.15
ii) Trade payables	12(c)	5,474.58	4,015.25
iii) Other Financial Liabilities	12(b)	5,916.42	4,815.00
b) Provisions	13	153.25	106.08
c) Current Tax Liabilities (Net)	16	1,221.78	-
d) Other Current Liabilities	17	1,317.93	1,495.75
Total Current Liabilities		60,423.95	41,633.23
Total Equity and Liabilities		138,711.69	115,367.56
Significant Accounting Policies		1 & 2	
The accompanying notes form an integral part of the Consolidated financial statements			

As per our Report of Even Date

For Khandelwal Prakash Murari Bhandari & Co

Firm Reg.No.102454W

Chartered Accountants

(Piyush Patni) PARTNER

M.NO :143869

Place: Mumbai

Date : 30th May, 2018

For & on Behalf of Board of Directors

Sharad Kumar Saraf

Chairman &

Managing Director

DIN 00035843

Sudarshan Kumar Saraf

Co-Chairman &

Managing Director

DIN 00035799

Neeraj Rai

Company Secretary

Navneet Kumar Saraf

Whole-time Director & CEO

DIN 00035686

Ashish Kumar Saraf

Whole time Director & CFO

DIN 00035549



CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR YEAR ENDED MARCH 31, 2018

		(₹ in lakhs)	
Particulars	Note No.	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Income			
Revenue From Operations (including excise duty)	18	118,795.44	94,370.21
Other Income	19	5,206.68	4,122.67
Total Income		124,002.12	98,492.88
Expenditure			
Cost of materials consumed	20	59,079.25	46,530.83
Purchases of Stock-in-Trade		2,244.27	86.61
Changes in inventories of finished stock, Stock - in -Trade and work - in - progress	21	(4,546.82)	(6,839.53)
Excise duty expenses		358.50	783.65
Employee benefits expenses	22	14,642.69	13,129.74
Finance costs	23	2,289.25	1,882.07
Depreciation and amortisation expenses	24	2,929.07	2,414.12
Other expenses	25	30,016.55	26,078.80
Total expenses		107,012.76	84,066.29
Profit / (Loss) before tax		16,989.36	14,426.59
Tax Expenses			
(1) Current tax	26	5,012.34	3,638.01
(2) Deferred tax		(88.38)	643.75
(3) Tax in respect of earlier years		67.58	(3.02)
Total Tax expenses		4,991.54	4,278.74
Profit for the year after tax		11,997.82	10,147.85
Other Comprehensive Incomes (Net of Taxes)			
(i) Items that will not be reclassified to profit or loss			
- Remeasurements of net defined Benefit Plans (net of tax)		(279.13)	60.95
Items that will be reclassified to Profit & Loss			
Foreign Currency translation		2.53	(23.98)
Other Comprehensive Income/ (Loss) for the year (net of tax)		(276.60)	36.97
Total Comprehensive Income for the year		11,721.22	10,184.82
Profit for the year attributable to :			
Equity Holders of Parent		11,946.17	10,294.45
Non - Controlling interest		51.65	(146.60)
		11,997.82	10,147.85



CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR YEAR ENDED MARCH 31, 2018

		(₹ in lakhs)	
Particulars	Note No.	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Other Comprehensive Income / (Loss) attributable to :			
Equity Holders of Parent		(270.97)	25.89
Non - Controlling interest		(5.63)	11.08
		(276.60)	36.97
Total Comprehensive Income attributable to :			
Equity Holders of Parent		11,675.20	10,320.34
Non - Controlling interest		46.02	(135.52)
Total Comprehensive Income for the year		11,721.22	10,184.82
Earnings per equity share of Face Value of ₹ 10/- each	27		
(1) Basic		45.69	39.14
(2) Diluted		45.69	39.14
Significant Accounting Policies	1 & 2		
The accompanying notes form an integral part of the Consolidated financial statements			

As per our Report of Even Date

For Khandelwal Prakash Murari Bhandari & Co

Firm Reg.No.102454W

Chartered Accountants

(Piyush Patni) PARTNER

M.NO :143869

Place: Mumbai

Date : 30th May, 2018

For & on Behalf of Board of Directors

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Neeraj Rai

Company Secretary

Navneet Kumar Saraf

Whole-time Director & CEO
DIN 00035686

Ashish Kumar Saraf

Whole time Director & CFO
DIN 00035549



Consolidated Cash Flow Statement for the year ended March 31, 2018

Particulars	(₹ in lakhs)	
	Year ended 31st March, 2018	Year ended 31st March, 2017
A. CASH FLOW ARISING FROM OPERATING ACTIVITIES :		
Profit before exceptional items & tax from continuing operations	16,989.36	14,426.59
Add / (Less) : Adjustments to reconcile profit before tax to net cash used in operating activities		
Depreciation on property, plant and equipment	2,694.74	2,177.75
Amortisation of intangible assets	130.93	145.80
Depreciation on investment properties	103.40	90.57
Amortisation of Grant	(66.54)	-
(Gain)/loss on sale of property, plant and equipment	(108.14)	3.80
(Gain)/loss on sale of Investment Property	-	(92.63)
Loss on Sale of Subsidiary	477.53	-
Foreign exchange differences	(1,898.39)	271.95
Share based Compensation expenses	-	346.13
Interest income (including fair value change in financial instruments)	(410.38)	(257.24)
Interest costs (including fair value change in financial instruments)	1,877.37	1,580.30
Dividend Income	(0.02)	(0.02)
Rental Income	(516.52)	(576.01)
Remeasurement of net defined benefit plans	(427.99)	93.22
Net gain on sale/fair valuation of Investment through profit & loss	(1,887.64)	(2,522.37)
	16,957.73	15,687.84
Working capital adjustments		
(Increase)/ Decrease in inventories	(8,232.23)	(9,409.18)
(Increase)/ Decrease in trade receivables	(8,698.69)	(837.87)
(Increase)/ Decrease in other receivables	(3,333.62)	1,578.69
Increase/ (Decrease) in trade and other payables	2,400.54	2,633.21
	(906.27)	9,652.69
Income Tax paid	(3,651.88)	(3,970.57)
Foreign exchange differences	1,898.39	(271.95)
Net Cash Inflow/(Outflow) in the course of Operating Activities (A)	(2,659.76)	5,410.17
B. CASH FLOW ARISING FROM INVESTING ACTIVITIES :		
Payment for purchase and construction of property, plant and equipment	(9,831.78)	(5,283.83)
Payment for purchase and construction of investment properties	(786.84)	(390.24)
Payment for purchase and development of intangible assets	(141.98)	(315.73)
Purchase of financial instruments	(15,300.00)	(8,134.21)
Proceeds from sale of property, plant and equipment	137.31	110.83
Proceeds from sale of Investment Property	-	415.82
Proceeds from sale of financial instruments	21,342.05	7,886.42
Interest received	257.05	115.20
Refund/ (Investment) in bank deposits having original maturity of more than 3 Months	99.83	(210.63)
Dividend Received	0.02	0.02
Translation Differences & Other adjustments of Fixed Assets (net)	(368.12)	329.13
Rent Received	501.98	566.64
Net Cash Inflow/(Outflow) in the course of Investing Activities (B)	(4,090.47)	(4,910.58)



Consolidated Cash Flow Statement for the year ended March 31, 2018

Particulars	(₹ in lakhs)	
	Year ended 31st March, 2018	Year ended 31st March, 2017
C. CASH FLOW ARISING FROM FINANCING ACTIVITIES :		
Net Proceeds from loans and borrowings	16,746.01	792.00
Buyback of Shares	(9,651.14)	-
Interest charges paid	(1,793.27)	(1,540.27)
Net Cash Inflow/(Outflow) in the course of Financing Activities (C)	5,301.60	(748.27)
Net increase / (decrease) in cash and cash equivalents	(1,448.63)	(248.68)
Cash and cash equivalents at the beginning of the year	5,679.61	5,928.29
Cash and cash equivalents at the end of the year	4,230.98	5,679.61

Notes-

1 The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (Ind AS) 7 - "Cash Flow Statements".

2 Components of Cash & Cash Equivalents

Particulars	(₹ in lakhs)	
	Year ended 31st March, 2018	Year ended 31st March, 2017
Balances with Banks - In current accounts	4,174.34	5,643.38
Cash on Hand	56.64	36.23
Cash and cash equivalents at the end of the year	4,230.98	5,679.61

As per our Report of Even Date

For Khandelwal Prakash Murari Bhandari & Co

Firm Reg.No.102454W
Chartered Accountants

(Piyush Patni) PARTNER

M.NO :143869

Place: Mumbai

Date : 30th May, 2018

For & on Behalf of Board of Directors

Sharad Kumar Saraf

Chairman &
Managing Director
DIN 00035843

Sudarshan Kumar Saraf

Co-Chairman &
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Neeraj Rai

Company Secretary

Navneet Kumar Saraf

Whole-time Director & CEO
DIN 00035686

Ashish Kumar Saraf

Whole time Director & CFO
DIN 00035549

Consolidated Statement of Changes in Equity for the year ended March 31, 2018



Share Capital

Particulars	Balance as at 1st April , 2016	Changes in equity share capital during the year	Balance as at 31st March, 2017	Changes in Equity Share Capital during the year.	Balance as at 31st March , 2018
Paid up Equity Capital (Equity Shares of ₹ 10/- each issued , Subscribed & Fully Paid Up)	2,630.00	-	2,630.00	183.83	2,446.17

Other Equity

Other Equity		₹ in Lakhs							
Particulars	Other Equity						Reserves & Surplus attributable to the Owners of Equity	Reserves & Surplus attributable to Non Controlling Interest	Total Other Equity
	Capital Redemption Reserve	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Foreign Currency Translations Reserves			
Balance as at 1st April , 2016	525.18	76.53	112.99	23,283.58	31,516.81	(11.03)	55,504.06	512.36	56,016.42
Additions :									
Profit for the year	-	-	-	-	10,294.45	-	10,294.45	(146.60)	10,147.85
Other Comprehensive Income	-	-	-	-	59.99	(34.10)	25.89	11.08	36.97
Premium on account of ESOP Granted by subsidiary	-	-	346.13	-	-	-	346.13	-	346.13
Other Adjustments	-	-	-	-	88.03	-	88.03	-	88.03
Non Controlling Interest on acquisition of Shares in Subsidiary	-	-	-	-	-	-	-	8.97	8.97
Balance as at 31st March , 2017	525.18	76.53	459.12	23,283.58	41,959.28	(45.13)	66,258.56	385.82	66,644.38
Profit for the year	-	-	-	-	11,946.17	-	11,946.17	51.65	11,997.82
Other Comprehensive Income	-	-	-	-	(279.28)	8.31	(270.97)	(5.63)	(276.60)
Transfer from General Reserve to Capital Redemption Reserve	183.83	-	-	(183.83)	-	-	-	-	-
Utilisation for Buy Back	-	-	-	(9,467.31)	-	-	(9,467.31)	-	(9,467.31)
Other Adjustments	-	-	-	-	(71.92)	38.00	(33.92)	-	(33.92)
Non Controlling Interest on Incorporation of new Subsidiary	-	-	-	-	-	-	-	0.17	0.17
Transfer of Minority Interest	-	-	-	-	-	-	-	(36.95)	(36.95)
Balance as at 31st March , 2018	709.01	76.53	459.12	13,632.44	53,554.25	1.18	68,432.53	395.06	68,827.59

The accompanying notes form an integral part of the Consolidated financial statements

As per our report of even date For and on behalf of Board of Directors

Murari Bhandari & Co

Firm Reg.No.102454W

Chartered Accountants

(Piyush Patni) PARTNER

M.NO :143869

Sharad Kumar Saraf

Chairman & Managing Director

DIN 00035843

Sudarshan Kumar Saraf

Co-Chairman & Managing Director

DIN 00035799

Ashish Kumar Saraf

Whole-time Director

DIN 00035549

Navneet Kumar Saraf

Whole-time Director & CEO

DIN 00035686

Neeraj Rai

Company Secretary



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

1. Company Overview

Technocraft Industries (India) Limited ("the Company"), was incorporated on 28th October 1992, CIN L28120MH1992PLC069252. The company is a Public Limited company incorporated and domiciled in India and is having its registered office at A-25, Technocraft House, MIDC Marol Industrial Area, Road No. 3, Opp ESIS Hospital, Andheri (E), Mumbai – 400093, Maharashtra, India. The Company is listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) in India.

The Company and its subsidiaries & Joint Venture (collectively referred to as "the Group") are well diversified having its business interest in Drum Closures (2nd Largest in the World), Scaffolding, Form works, Cotton Yarn, Fabrics, Readymade Garments, Information Technology & Land development business. It has its own 15 MW Captive Thermal Power Plant.

Authorisation of Consolidated Financial Statements: The Consolidated Financial Statements were authorized for issue in accordance with a resolution of the Board of Directors in its meeting held on 30th May 2018.

2. Statement of Significant Accounting Policies:

2.1 Basis of preparation of Consolidated Financial Statements:

The Consolidated Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("Act") read with Companies (Indian Accounting Standards) Rules, 2015; (as amended) and the other relevant provisions of the Act and Rules thereunder.

The Consolidated Financial Statements have been prepared under historical cost convention basis, except for certain assets and liabilities measured at fair value (refer accounting policies for financial instruments).

2.2 Basis of Consolidation and Equity Accounting:

Subsidiary:

Subsidiaries include all the entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns through its involvement in the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are consolidated from the date on which Group attains control and are deconsolidated from the date that control ceases to exist.

The Consolidated financial statements of the Group incorporate the assets, liabilities, equity, income, expenses and cash flows of the company and its subsidiaries and are presented as those of a single economic entity. The company has control of the subsidiaries as it has the rights to variable returns from its involvement and has the ability to affect those returns through its power over the subsidiaries.

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. The consolidation procedures principally followed are:

- (a) Like items of assets, liabilities, equity, income, expenses and cash flows of the company and those of its subsidiaries are combined;
- (b) The carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary are eliminated;
- (c) Intragroup assets and liabilities, equity, income, expense, and cash flows relating to transactions between entities of the Group are eliminated in full.

Goodwill is recognized when a change in the Group's ownership interest, (or otherwise), results in the Group acquiring control over a Company

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. (i.e. transactions with owners in their capacity as owners)



Goodwill arising on consolidation is tested for impairment at each reporting date. If the recoverable amount of cash generating unit to which the goodwill is attributed is less than the carrying amount of the unit, an impairment loss is recognized, first to reduce the carrying amount of goodwill (and thereafter to the balance assets of the unit, pro rata to their carrying amounts).

Non-controlling interests are presented in the consolidated balance sheet within equity, separately from the equity of the owners of the Company. Total comprehensive income of subsidiaries is attributed to the owners and to the non-controlling interests (even if this results in the non-controlling interests having a deficit balance).

2.3 Business Combinations

The Group accounts for its business combinations under acquisition method of accounting. Acquisitions related costs are recognized in profit or loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognized as their fair values at the acquisition date except deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements, which are recognized and measured in accordance with Ind AS 12- Income taxes and Ind AS 19- Employee Benefits, respectively.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of non-controlling interest in the acquiree, and the fair value of the acquirer's previously held equity instrument in the acquiree (if any) over the net of acquisition date fair value of identifiable assets acquired and liabilities assumed. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognized as capital reserve.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis.

2.4 Use of estimates:

The preparation of the financial statements in conformity with Ind AS requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.5 Fair Value Measurement:

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumption that market participants would use when pricing an asset or liability acting in their best economic interest. The Group used valuation techniques, which were appropriate in circumstances and for which sufficient data were available considering the expected loss/ profit in case of financial assets or liabilities.

2.6 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment.

Incomes and Expenditures are recognized on accrual basis except in case of significant uncertainties like, Benefits on Special Import License Premium, all cash incentives and Claims Payable & receivable, which have been accounted on Acceptance basis.

1. Export Incentives are accounted for in the year of export.
2. Dividend Income on Investments is accounted for when the right to receive the payment is established.



3. Purchases are reported net of Trade discounts, Returns, Value Added Tax (to the extent refundable/ adjustable) & Sales, If any, made during the course of the Business.
4. Amounts disclosed as revenue are inclusive of excise duty (upto 30th June 2017) and net of Trade discounts, Quantity Discounts, Returns & Rebates and Value added taxes (upto 30th June 2017) & Goods & Service Tax (From 1st July 2017 onwards)

Revenue from Land development activities is recognised in accordance with the Guidance Note on “Accounting for Real Estate Transactions” issued by the Institute of Chartered Accountants of India.

2.7 Inventories

Inventories of Raw Materials, Finished Goods, Semi-Finished Goods, Trading Goods, Stores, Spares and other components, Packing Materials, Fuel and Oil are valued at cost or net realizable value, whichever is lower. Goods in transit are valued at cost or net realizable value, whichever is lower. Cost comprises of all cost of purchases, cost of conversion and other costs incurred in bringing the inventory to their present location and conditions. Cost is arrived at on FIFO basis. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

If payment terms for inventory are on deferred basis i.e. beyond normal credit terms, then cost is determined by discounting the future cash flows at an interest rate determined with reference to the market rates. The difference between total cost and deemed cost is recognized as interest expense over the period of financing under the effective interest method.

The inventories resulting from intra-group transactions have been stated at cost after deducting unrealized profit on such transactions.

2.8 Property, Plant and Equipment (PPE):

Property, plant and equipment are stated at cost, net of accumulated depreciation and/or accumulated impairment losses, if any.

2.9 Capital Work in Progress

Cost of assets not ready for use at the balance sheet date is disclosed under capital work-in-progress. Expenditure during construction period is included under Capital Work in Progress & the same is allocated to the respective Property, Plant and Equipment on the completion of its construction.

2.10 Intangible Assets

Intangible assets acquired are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

2.11 Depreciation

Depreciation on Property, Plant and Equipment has been provided on the Written down Value method based on the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Leasehold Land is amortized over the period of lease. Intangible assets are amortized on a straight line basis over the estimated useful economic life.

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the statement of profit and loss.

2.12 Investment Property

Investment property applies to owner-occupied property and is held to earn rentals or for capital appreciation or both. Hence such properties are reclassified from Property, Plant and Equipment to Investment property. Investment properties are depreciated using the written down value method over their estimated useful life.



2.13 Government Subsidy

The Group recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with, and the grants will be received.

Government grants relating to the purchase of property, plant and equipment are treated as deferred income and are recognized in net profit in the statement of profit and loss on a systematic and rational basis over the useful life of the asset.

Government grants related to revenue are recognized on a systematic basis in net profit in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate.

2.14 Borrowings

Borrowings are initially recognized at net of transaction Cost incurred and measured at amortized Cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the statement of Profit & Loss over the period of borrowings using the effective Interest method.

2.15 Borrowing Cost

Interest and other borrowing cost attributable to qualifying assets are capitalized. Other interest and borrowing cost are charged to the statement of Profit & Loss.

2.16 Income Tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

a) Current Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

b) Deferred tax

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilized.

2.17 Leases

Leases under which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Subsequent to initial recognition, minimum lease payments shall be apportioned between the finance charge and the reduction of the outstanding liability. The finance charge shall be allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents shall be charged as expenses in the periods in which they are incurred.

Leases in which significant portion of the risks and rewards of ownership are not transferred to the Group, as lessee are classified as operating leases. Lease Income from operating leases where the Group is a Lessor is recognized in income on straight –line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increase.



2.18 Financial Assets

a) Initial recognition and measurement

All financial assets (not measured subsequently at fair value through profit or loss) are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

b) Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. The Group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

(i) Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit & Loss. The losses arising from impairment are recognised in the Statement of Profit & Loss.

(ii) Debt instruments at Fair value through Other Comprehensive Income (FVOCI)

A 'debt instrument' is measured at the fair value through other comprehensive income if both the following conditions are met:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, these assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognised in the Statement of Profit & Loss. Other net gains and losses are recognised in other comprehensive Income.

(iii) Debt instruments at Fair value through profit or loss (FVTPL)

Fair value through profit or loss is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortised cost or as FVOCI, is classified as at FVTPL.

(iv) Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at FVOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

For equity instruments classified as FVOCI, all fair value changes on the instrument, excluding dividends, are recognized in other comprehensive income (OCI).

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit & Loss.



c) De recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Group's Balance Sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
 - The Group has transferred substantially all the risks and rewards of the asset, or
 - The Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

d) Impairment of financial assets

The Group measures the expected credit loss associated with its assets based on historical trend, industry practices and the Business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been as significant increase in credit risk.

e) Income Recognition

Interest Income from debt instruments is recognised using the effective interest rate method.

2.19 Financial Liabilities

a) Initial recognition and measurement

All financial liabilities are recognized initially at fair value net of transaction costs that are attributable to the respective liabilities.

b) Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial liabilities. The measurement of financial liabilities depends on their classification as described below.

(i) Financial Liabilities at fair value through profit or loss (FVTPL)

A financial liability is classified as at fair value through profit or loss if it is classified as held-for-trading or is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and changes therein, including any interest expense, are recognised in Statement of Profit & Loss.

(ii) Financial Liabilities measured at amortised cost

After initial recognition, financial liabilities other than those which are classified as fair value through profit or loss are subsequently measured at amortised cost using the effective interest rate method ("EIR").

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit & Loss.

c) De recognition

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



2.20 Offsetting of financial instruments

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

2.21 Fair Value of financial instruments

In determining the fair value of its financial instruments, the Group uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair Value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ▶ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ▶ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ▶ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.22 Cash and cash Equivalents:

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash and that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

Cash and cash equivalents comprise cash at banks and on hand and demand deposits with banks with an original maturity of three months or less.

2.23 Employee Benefits

➤ Short-term employee benefit

Short term employee benefits are recognized as an expense at an undiscounted amount in the Statement of Profit & Loss of the year in which the related services are rendered.

➤ Post-employment benefits

The Group's net obligation in respect of defined benefit plans such as gratuity is calculated separately for each plan by estimating the amount of future benefit that the employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed at each reporting period end by a qualified actuary using the projected unit credit method.

The current service cost of the defined benefit plan, recognized in the Statement of Profit & Loss as part of employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in the Statement of Profit & Loss. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit & Loss.

Re-measurements which comprise of actuarial gains and losses, the return on plan assets (excluding net interest) and the effect of the asset ceiling (if any, excluding net interest), are recognised immediately in other comprehensive income.



➤ **Other long-term employee benefits**

Liability towards other long term employee benefits - leave encashment is determined on actuarial valuation by qualified actuary by using Projected Unit Credit method.

The current service cost of other long terms employee benefits, recognized in the Statement of Profit & Loss as part of employee benefit expense, reflects the increase in the obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in the Statement of Profit & Loss. The interest cost is calculated by applying the discount rate to the balance of the obligation. This cost is included in employee benefit expense in the Statement of Profit & Loss. Re-measurements are recognised in the Statement of Profit & Loss.

2.24 Foreign Currency Transactions:

The presentation currency of the Group is Indian Rupee. Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Gain /losses arising on settlement as also on translation of monetary items are recognized in the Statement of Profit and Loss.

Exchange differences arising on monetary items that, in substance, form part of the Group's net investment in a foreign operation (having a functional currency other than Indian Rupee) are accumulated in foreign currency translation reserve.

For the preparation of the consolidated financial statements:

- (a) Assets and liabilities of foreign operations are translated to Indian Rupees at exchange rates prevailing at the reporting period end;
- (b) Income and expense items are translated at the average exchange rates prevailing during the period; when exchange rates fluctuate significantly the rates prevailing on the transaction date are used instead.

Differences arising on such translations are accumulated in foreign currency translation reserve and attributed to non-controlling interests proportionately.

On the disposal of a foreign operation, all of the exchange differences accumulated in equity in respect of that operation, attributable to the owners of the Group is reclassified to the Statement of Profit and Loss. In relation to a partial disposal, that does not result in losing control over the subsidiary, the proportionate exchange differences accumulated in equity is reclassified to the Statement of Profit and Loss.

2.25 Impairment of Non-Financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An assets recoverable amount is the higher of an asset's CGU'S fair valueless cost of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Companies of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other fair value indicators

2.26 Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.



Provisions are not discounted to present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

2.27 Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

2.28 Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period.

The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares.

2.29 Classification of Assets and Liabilities as Current and Non-Current

All assets and liabilities are classified as current or non-current as per the Group's normal operating cycle (determined at 12 months) and other criteria set out in Schedule III of the Act.

2.30 Cash Flows:

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

2.31 Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker (CODM).

2.32 Recent accounting pronouncements:

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

Ind AS 115 Revenue from Contracts with Customer

In March 2018, the Ministry of Corporate Affairs has notified the Companies (Indian Accounting Standards) Amended Rules , 2018("amended rules").As per the amended rules, Ind AS 115 "Revenue from Contracts with Customers" supersedes Ind AS 11, " Construction contracts" and Ind AS 18, "Revenue " and is applicable for all accounting Periods commencing on or after 1st April 2018.

Ind AS 115 introduces a new framework of five step model for the analysis of revenue transactions. The model specifies that revenue should be recognized when (or as) an entity transfer control of goods or services to a customer at the amount to which the entity expects to be entitled .Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The new revenue standard is applicable to the Company from 1st April 2018.



The standard permits two possible methods of transition:

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

The Group is currently evaluating the requirement of the amendment and its impact on the financial statements

Amendments to Ind AS 40-Transfers of Investment Property

The amendments clarify when an entity should transfer property, including property under construction or development into or out of Investment Property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of change in use.

Entities should apply the amendments prospectively to changes in use that occur on or after the beginning of the annual reporting period in which the entity first applies the amendments. An entity should reassess the classification of property held at that date and, if applicable, reclassify property to reflect the conditions that exist at that date. Retrospective application in accordance with Ind AS 8 is only permitted if it is possible without the use of hindsight.

The amendments are effective for annual periods beginning on or after 1st April 2018.

The Group is currently evaluating the requirement of the amendment and its impact on the Financial Statements.

2.33 Significant accounting judgements, estimates and assumptions:

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise Judgement in applying the Group accounting policies.

The estimates and judgements involves a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes.

Critical estimates and judgements

The areas involving critical estimates or judgements are

- o Estimation of current tax expenses and payable
- o Estimated useful life of Intangible assets
- o Estimation of defined benefit obligation
- o Recognition of revenue
- o Estimated Fair Value of Unlisted Securities
- o Estimation of Provisions and Contingencies

Note 3 : Property, Plant and Equipment



Particulars	Leasehold Land	Free Hold Land	Building / Factory Building	Furniture & Fittings	Plant and Machinery	Office Equipments	Computers	Motor Car & Vehicles	Total	Capital Work in Progress
Year Ended 31st March ,2017										
Gross Carrying Amount										
Opening Gross Carrying Amount	430.05	452.70	5,835.80	159.38	9,850.49	135.09	161.55	221.05	17,246.11	1,196.54
Adjustments due to Foreign Currency Translations	(22.70)	(13.14)	(196.40)	(1.01)	(100.00)	(1.96)	(0.41)	(3.98)	(339.60)	-
Additions	136.36	305.73	109.54	76.30	3,796.81	33.04	146.95	127.87	4,732.60	2,156.56
Disposals	-	-	-	0.42	41.34	1.92	-	1.14	44.82	-
Transfers	-	75.94	-	-	-	-	-	-	75.94	1,605.33
Closing Gross Carrying Amount	543.71	669.35	5,748.94	234.25	13,505.96	164.25	308.09	343.80	21,518.35	1,747.77
Accumulated Depreciation										
Opening Accumulated Depreciation	10.82	-	426.48	36.67	1,528.02	37.47	54.02	22.36	2,115.84	-
Adjustments due to Foreign Currency Translations	(0.84)	-	(15.09)	(0.33)	(21.29)	(0.87)	(0.24)	(1.63)	(40.29)	-
Depreciation charge during the year	17.31	-	416.79	33.62	1,512.68	39.43	74.81	83.11	2,177.75	-
Disposals	-	-	-	0.04	5.26	0.68	-	0.15	6.13	-
Closing Accumulated Depreciation	27.29	-	828.18	69.92	3,014.15	75.35	128.59	103.69	4,247.17	-
Net Carrying Amount	516.42	669.35	4,920.76	164.33	10,491.81	88.90	179.50	240.11	17,271.18	1,747.77
Year Ended 31st March , 2018										
Gross Carrying Amount										
Opening Gross Carrying Amount	543.71	669.35	5,748.94	234.25	13,505.96	164.25	308.09	343.80	21,518.35	1,747.77
Adjustments due to Foreign Currency Translations	25.50	26.66	212.67	0.92	115.52	2.27	3.60	5.31	392.45	28.47
Additions	243.54	-	946.58	86.46	4,902.30	42.35	176.07	79.87	6,477.17	7,879.59
Disposals	-	-	-	0.22	15.55	5.87	5.27	16.10	43.01	-
Transfers	-	-	15.19	-	-	-	-	-	15.19	4,310.56
Closing Gross Carrying Amount	812.75	696.01	6,893.00	321.41	18,508.23	203.00	482.49	412.88	28,329.77	5,345.27
Accumulated Depreciation										
Opening Accumulated Depreciation	27.29	-	828.18	69.92	3,014.15	75.35	128.59	103.69	4,247.17	-
Adjustments due to Foreign Currency Translations	1.40	-	29.40	0.51	35.21	1.48	0.28	3.06	71.34	-
Depreciation charge during the year	10.22	-	401.29	46.29	1,973.32	39.58	124.29	99.75	2,694.74	-
Disposals	-	-	-	0.06	3.92	0.88	4.37	4.61	13.84	-
Transfers	-	-	0.74	-	-	-	-	-	0.74	-
Closing Accumulated Depreciation	38.91	-	1,258.13	116.66	5,018.76	115.53	248.79	201.89	6,998.67	-
Net Carrying Amount	773.84	696.01	5,634.87	204.75	13,489.47	87.47	233.70	210.99	21,331.10	5,345.27

Notes

- All Property, Plant and equipment are held in the name of the Company.
- Refer to Note No 29 for information on Property, Plant & Equipment Pledged as Security by the Group.
- Capital Work in Progress :**
Capital Work in Progress includes amount of ₹ 668.88 Lakhs (P.Y ₹ 651.73 Lakhs) incurred towards Purchase of Apartment under Construction at UAE & ₹ 831.03 Lakhs(P.Y NIL) towards Construction of the Warehouse at Haris Country , Texas, United States of America, which will be part of investment property on completion. The remaining Capital Work in Progress is towards expansion of Various business Units of the Group.
- Previous Years Figures have been Regrouped / Rearranged to Confirm to the Current Period Reclassification.



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Note 4 : Investment Properties

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Gross Carrying Amount		
Opening Gross Carrying Amount	1,847.90	1,813.88
Additions	786.84	390.24
Net Transfer from Property Plant & Equipment	15.19	-
Adjustments due to Foreign Currency Translations	20.98	(33.03)
Disposal	-	323.19
Closing Gross Carrying Amount	2,670.91	1,847.90
Accumulated Depreciation		
Opening Accumulated Depreciation	175.76	88.60
Adjustments due to Foreign Currency Translations	4.15	(3.41)
Depreciation Charge for the year	103.40	90.57
Net Transfer from Property Plant & Equipment	0.74	-
Closing Accumulated Depreciation	284.04	175.76
Net Carrying Amount	2,386.87	1,672.14

i) Amount recognised in profit and loss for investment properties

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Rental Income	414.56	442.63
Direct Operating expenses from property that generated rental income	18.90	20.57
Profit from Investment Properties before Depreciation	395.66	422.06
Depreciation	49.52	90.57
Profit from Investment Properties	346.14	331.49

ii) Fair Value

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Investment Properties	7,851.02	6,876.16

Estimation of Fair value :

The above valuation of the Investment Properties (except for Investment Property located at UAE) are in accordance with the Ready Reckoner rates as prescribed by the Government of Maharashtra for the Purpose of levying Stamp Duty. Since the valuation is based on the Published Ready Reckoner rates , the Group has classified the same under level -2. In case of Investment Property situated at UAE, the management is of the Opinion that, in absence of Comparable market prices , the fair value of Investment properties cannot be reasonably determined but are considered to be atleast equal to their carrying Values. The Investment Property situated at UAE is registered in the name of the directors and is held in trust for and on behalf of the Group.



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

iii) Leasing arrangements

The Group has entered in to various a non cancellable leasing agreements . There is an escalation clause in the lease agreement during the lease year in line with expected general inflation. There are no restrictions imposed by lease arrangements and there are no sub leases. There are no contingent rents. Disclosures as required under Ind-AS 17 on "Lease" are given below:

Future minimum Lease receipts under non-cancellable operating lease:

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Within one year	236.96	468.06
Later than one year but not later than 5 years	533.96	899.19
Later than 5 years	-	-

Note 5 : Intangibe Assets

Particulars	₹ in Lakhs			
	Non Competition Fees	Computer Software *	Goodwill	Total
Year Ended 31st March , 2017				
Gross Carrying Amount				
Opening Gross Carrying Amount	-	237.49	-	237.49
Adjustments due to Foreign Currency Translations	-	(0.31)	-	(0.31)
Additions during the year	32.23	153.96	129.54	315.73
Closing Gross Carrying Amount	32.23	391.14	129.54	552.91
Accumulated Amortisation				
Opening Accumulated Amortisation	-	93.71	-	93.71
Amortisation charge for the year	3.76	142.04	-	145.80
Adjustments due to Foreign Currency Translations	-	(0.11)	-	(0.11)
Closing Accumulated Amortisation	3.76	235.64	-	239.40
Closing Net Carrying Amount	28.47	155.50	129.54	313.51
Year Ended 31st March , 2018				
Gross Carrying Amount				
Opening Gross Carrying Amount	32.23	391.14	129.54	552.91
Adjustments due to Foreign Currency Translations	0.36	0.11	1.44	1.90
Additions during the year	-	137.42	4.56	141.98
Closing Gross Carrying Amount	32.59	528.67	135.54	696.79
Accumulated Amortisation and Impairment				
Opening Accumulated Amortisation	3.76	235.64	-	239.40
Amortisation Charge for the year	6.48	124.45	-	130.93
Adjustments due to Foreign Currency Translations	0.08	0.11	-	0.19
Closing Accumulated Amortisation and Impairment	10.32	360.20	-	370.52
Closing Net Carrying Amount	22.27	168.46	135.54	326.27

* Computer Software includes expenditure on computer software which is not an integral part of hardware



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Note - 6 : Financial Assets

Note -6(a) Non Current Investments

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Investment in Equity Instruments (Fully Paid up , unless otherwise stated)		
Investment In Equity Instrument of Co-operative Societies -(At Fair Value through Profit & Loss)		
Unquoted		
30 (P.Y : 30) shares of Mittal Court Premises Co-Op. Society Ltd.	0.02	0.02
15 (P.Y : 15) shares of Udit Mittal Court Industrial Premises Co-Op. Society Ltd.	0.01	0.01
10 (P.Y: 10) shares of Green Lawns Co-op Society Ltd.	0.01	0.01
	0.04	0.04
Investment In Equity Instrument of Other Companies (At Fair value through Profit and loss)		
Unquoted		
7,50,000 (P.Y 7,50,000) Shares of ₹ 10/- each of Paithan Mega Food Park Pvt.Ltd	75.00	75.00
Total (Equity Instruments)	75.04	75.04
Investment In Mutual Funds (At Fair value through Profit and loss)		
Quoted		
NIL (P.Y 30,00,000) units of ₹ 10/- each of HDFC FMP 1157D February - 2015 (1)	-	360.41
NIL (P.Y 1,00,00,000) units of ₹ 10/- each of HDFC FMP 1135D March 2015 (1)	-	1,194.50
NIL (P.Y 555,00,000) units of ₹ 10/- each of HDFC FMP 1126D July 2015 (1)	-	637.10
50,00,000 (P.Y 50,00,000) units of ₹ 10/- each of HDFC FMP 1114D March 2016 (1) #	588.77	549.96
50,00,000 (P.Y 50,00,000) units of ₹ 10/- each of HDFC FMP 1190D March 2016 (1) #	614.22	564.94
50,00,000 (P.Y 50,00,000) units of ₹ 10/- each of ICICI Prudential FMP Series 77-1473 D Plan #	637.55	594.33
NIL (P.Y 60,00,000) units of ₹ 10/- each of Reliance Fixed Horizon Fund XXIX-Series 2	-	690.71
NIL (P.Y 1,00,00,000) units of ₹ 10/- each of Relaince Fixed Horizon Fund XXIV -Series 4	-	1,371.24
3,00,00,000 (P.Y 3,00,00,000) Units of ₹ 10/- each of HDFC FMP 1170D February - 2017 (1) #	3,282.74	3,025.26
50,00,000 (P.Y 50,00,000) Units of ₹ 10/- each of FMP 1178D February 2017 (1) #	548.41	505.37
50,00,000 (P.Y 50,00,000) Units of ₹ 10/- each of HDFC FMP 1213D March 2017 (1) #	543.51	501.57
2,00,00,000 (P.Y NIL) Units of ₹ 10/- each of of HDFC FMP 1208D March 2018 (1)	2,010.46	-
5,00,000 (P.Y 5,00,000) Units of ₹ 10/- each of HDFC FMP 1132 D February 2016	59.35	55.46
10,00,000 (P.Y NIL) Units of ₹ 10/- each of HDFC EOF-II-1100 D June 2017	95.62	-
10,00,000 (P.Y 10,00,000) Units of ₹ 10/- each of HDFC FMP 1170 D February 2017	109.43	121.54
Total (Mutual Funds)	8,490.05	10,172.37
Total Non - Current Investments	8,565.09	10,247.41
Aggregate Amount of Quoted Investments	8,490.05	10,172.37
Aggregate Market value of Quoted Investments	8,490.05	10,172.37
Aggregate Amount of Unquoted Investments	75.04	75.04

Lien with the Bank against the availment of Working Capital Loan .Total Non Current Investments Lien as on 31st March, 2018 is ₹ 6,215.19 Lakhs (P.Y NIL).Also Refer Note No 29 for details of Investments Pledged as Security.



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Note 6(a) Current Investments

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Investment In Mutual Funds (At Fair value through Profit and loss)		
Quoted		
NIL (P.Y 50,00,000) units of ₹ 10/- each of HDFC FMP 369D February 2014 (1)	-	649.03
NIL (P.Y 35,00,000) units of ₹ 10/- each of HDFC FMP 369D April 2014 (1)	-	446.34
NIL (P.Y 1,00,00,000) units of ₹ 10/- each of HDFC FMP 1113D August 2014 (1)	-	1,254.95
NIL (P.Y 60,00,000) units of ₹ 10/- each of HDFC FMP 1123D July 2014 (1)	-	756.25
NIL (P.Y 50,00,000) units of ₹ 10/- each of HDFC FMP 372D February 2014 (1)	-	650.68
NIL (P.Y 1,00,00,000) units of ₹ 10/- each of Reliance Fixed Horizon Fund XXVII-Series 4	-	1,262.58
NIL (P.Y 1,58,55,434.761) units of ₹ 10/- each of HDFC Short Term Opportunities Fund	-	2,852.08
29,04,528.315 (P.Y 43,59,133.012) units of ₹ 10/- Each of HDFC Monthly Income Plan.	1,254.99	1,805.71
65,52,921.437 (P.Y 65 ,52,921.437) units of ₹ 10/- each of ICICI Prudential Regular Saving Fund	2,580.24	2,392.08
NIL (P.Y 45,10,796.987) units of ₹ 10/- each of Relaince Short Term Fund	-	1,390.08
NIL (P.Y 30,85,562.652) units of ₹ 10/- each of Reliance Regular Savings Fund -Debt	-	699.09
2,32,333.011 (P.Y 2,32,333.011) Units of ₹ 10/- each of HDFC Balanced Fund	338.75	304.51
64,08,727.430 (P.Y 59,91,993.993) units of ₹ 10/- each of HDFC Equity Saving Fund -Growth	2,214.34	1,949.14
14,18,037.436 (P.Y NIL) units of ₹ 10/- each of HDFC Equity Saving Fund -DG	512.11	-
4,41,930.352 (P.Y 4,41,930.352) Units of ₹ 10/- each of ICICI Prudential Balanced Fund	551.93	504.95
48,70,208.867 (P.Y 16,62,510.391) units of ₹ 10/- each of ICICI Prudential Equity Income Fund	623.87	201.16
30,00,000 (P.Y NIL) Units of ₹ 10/- each of HDFC FMP 1157D February - 2015 (1) #	386.14	-
1,00,00,000 (P.Y NIL) Units of ₹ 10/- each of HDFC FMP 1135D March 2015 (1) #	1,281.25	-
55,00,000 (P.Y NIL) Units of ₹ 10/- each of HDFC FMP 1126D July 2015 #	683.52	-
60,00,000 (P.Y NIL) Units of ₹ 10/- each of Reloance Fixed Horizon Fund XXIX-Series 2 #	741.03	-
1,00,00,000 (P.Y NIL) Units of ₹ 10/- each of Reliance Fixed Horizon Fund XXIV-Series 4 #	1,464.25	-
38,25,554.705 (P.Y NIL) Units of ₹ 10 /-each of Aditya Birla Sunlife -Equity Saving Fund	494.64	-
61,99,647.060 (P.Y NIL) Units of ₹ 10/- each of HDFC Corporate Debt Opportunities Fund -Direct Growth	925.84	-
39,39,396.27 (P.Y NIL) Units of ₹ 10/- each of SBI Equity Saving Fund	511.23	-
90,086.195 (P.Y 90,086.195 Units of ₹ 10/- each of HDFC Balanced Fund	131.35	118.07
NIL (P.Y 10,00,000) Units of ₹ 10/- each of HDFC FMP 1170 D February 2017(1)	-	100.84
22,351.513 (P.Y NIL) Units of ₹ 10/- each of HDFC Equity Fund	132.23	-
6,56,946.133 (P.Y 6,56,946.133) Units of ₹ 10/- each of HDFC Equity Saving Fund	226.99	213.70
3,74,408.435 (P.Y 3,74,408.435) Units of ₹ 10/- each of HDFC Corporate Debt Opportunities Fund	53.96	50.76
Total (Mutual Funds)	15,108.67	17,602.00
Investment in Equity Instruments		
Investment In Equity Shares (At Fair value through Profit and loss)		
Quoted		
3,080 (P.Y 3,080) Shares of ₹ 10/- each of Avenue Supermarkets Limited	40.87	19.65
Total (Equity Instruments)	40.87	19.65
Total Current Investments	15,149.54	17,621.65
Aggregate Amount of Quoted Investments	15,149.54	17,621.65
Aggregate Market value of Quoted Investments	15,149.54	17,621.65

Lien with the Bank against the availment of Working Capital Loan .Total Current Investments Lien as on 31st March , 2018 is ₹ 4,556.20 Lakhs (P.Y NIL).Also Refer Note No 29 for details of Investments Pledged as Security.



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Note - 6(b) : Other Financial Assets

Particulars	As at 31st March ,2018		As at 31st March ,2017	
	Current	Non - Current	Current	Non - Current
Security Deposits	88.41	352.99	89.38	288.91
Fixed Deposit with Banks (Maturity more than 12 Months)*	-	150.00	-	250.00
Deposits with HDFC Ltd (Maturity more than 12 Months)	-	-	-	1,000.00
Other Receivables	1,924.66	-	457.50	-
Total Other Financial Assets	2,013.07	502.99	546.88	1,538.91

* Fixed Deposits are Pledged against Bank Overdraft/ Bank Guarantee. Also refer Note No 29 for details of Fixed deposits Pledged as Security.

Note - 6(c) : Trade Receivables

(Un-Secured & Considered Good)

Particulars	As at 31st March, 2018		As at 31st March, 2017	
Trade Receivables	27,686.12		18,987.43	
Less : Allowance for doubtful debts	-		-	
Total Receivables	27,686.12		18,987.43	
Current Portion	27,686.12		18,987.43	
Non - Current Portion	-		-	

No trade or other receivables are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

Kindly refer Note No 29 regarding Hypotheciation of Debts to various banks against availment of Working Capital Facilities

Note - 6(d) : Cash and Cash Equivalents

Particulars	As at 31st March, 2018		As at 31st March , 2017	
Balances with Banks - In current accounts	4,174.34		5,643.38	
Cash on Hand	56.64		36.23	
Total Cash and Cash Equivalents	4,230.98		5,679.61	

Note - 6(e) : Other Bank Balances

Particulars	As at 31st March ,2018		As at 31st March ,2017	
In Unclaimed Dividend Accounts	18.46		19.35	
Fixed Deposit (Maturity Between 3 to 12 Months) (Also Refer Note No 29 for Fixed Deposits Pledged as Security)	1,778.19		778.02	
Bank Balances (Temporary Overdrawn)	(264.21)		(74.31)	
Total Other Bank Balances	1,532.44		723.06	



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Note - 6(f) : Loans

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Current	Non - Current	Current	Non - Current
Unsecured, considered good				
Loans To Employees	110.13	-	108.36	-
Loans to Related Parties (Also Refer Note No 31 for Related Party Transactions)	130.32	-	-	-
Total Loans	240.45	-	108.36	-

Note -7 : Other Non Current Assets

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Current	Non - Current	Current	Non - Current
Capital Advances	917.63	-	610.90	-
Deferred Rent	3.37	-	3.23	-
Total Other Non Current Assets	921.00	-	614.13	-

Note - 8 : Inventories

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Current	Non - Current	Current	Non - Current
Raw Material	14,236.62	-	10,632.52	-
Work in Progress	3,655.02	-	3,195.12	-
Finished Stock (goods)	18,581.45	-	13,530.96	-
Finished Stock *	790.93	-	-	-
Stores and Spares	1,305.80	-	1,206.88	-
Scrap	235.07	-	244.40	-
Fuel & Oil	48.59	-	38.88	-
Land (WIP)	-	-	1,745.17	-
Packing Materials	254.78	-	282.10	-
Total Inventories	39,108.26	-	30,876.03	-

Also Refer Note No 29 for details of Inventories Pledged as Securities

* represents unamortised portion of Land cost (as per books) as on March 31, 2018.

Note - 9 : Current Tax Asset (Net)

Particulars	As at 31st March , 2018		As at 31st March , 2017	
	Current	Non - Current	Current	Non - Current
Advance Tax	-	-	23,309.58	-
Less : Provision For Taxation	-	-	23,177.57	-
Net Current Tax Asset	-	-	132.01	-



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Note - 10 : Other Current Assets

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Prepaid Expenses	473.58	323.95
Balance with Statutory authorities	6,984.05	3,534.79
Prepaid rent	-	2.25
Others	1,418.85	2,410.44
Total Other Current Asset	8,876.49	6,271.43

Note - 11 : Equity Share Capital & Other Equity

Note - 11 (a) : Equity Share Capital

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Authorised		
4,00,00,000 (P.Y. 4,00,00,000) Equity Shares of ₹10/- Each.	4,000.00	4,000.00
	4,000.00	4,000.00
Issued, Subscribed and Fully Paid Up		
2,44,61,687/- (P.Y 2,63,00,000) Equity Shares of ₹10/- Each Fully Paid Up	2,446.17	2,630.00
	2,446.17	2,630.00

a). Terms / rights attached to equity shares

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

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

b). Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period :

Particulars	Equity Shares			
	As on 31st March, 2018		As on 31st March, 2017	
	Number	₹ in Lakhs	Number	₹ in Lakhs
Shares outstanding at the beginning of the year	26,300,000	2,630.00	26,300,000	2,630.00
Shares Issued during the year	-	-	-	-
Shares bought back during the year	1,838,313	183.83	-	-
Shares outstanding at the end of the year	24,461,687	2,446.17	26,300,000	2,630.00

c). Details of Shareholders holding more than 5% shares in the company:

Name of the Shareholder	Equity Shares			
	As on 31st March, 2018		As on 31st March, 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Shakuntala Saraf	5,169,867	21.13	5,701,135	21.68
Shantidevi Saraf	1,101,294	4.50	2,317,228	8.81
Sharad Kumar Madhoprasad HUF	2,205,366	9.02	2,431,995	9.25
Sudarshan Kumar Saraf	6,794,903	27.78	7,493,164	28.49



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

d). The Company has not issued any equity shares as bonus or for Consideration other than cash and has bought back 70,65,063/- equity Shares during the Period of five years immediately preceeding 31st March 2018. The said equity shares were bought back on 1) 52,26,750 shares on 24th February 2016. & 2) 18,38,313 Shares on 1st March 2018.

Note - 11 (b) : Other Equity

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Capital Redemption Reserve	709.01	525.18
Others :		
Capital Reserve	76.53	76.53
Securities Premium Reserve	459.12	459.12
General Reserve	13,632.44	23,283.58
Retained Earnings	53,554.25	41,959.28
Foreign Currency Translation Reserves	1.18	(45.13)
Total Reserves and Surplus	68,432.53	66,258.56

Note - 12 (a) : Non Current Borrowings

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Secured		
Term Loans		
From banks		
Bank of India Rupee Term Loan	1,057.51	2,184.90
ICICI Bank Rupee Term Loan	2,816.98	-
Royal Bank of Scotland ,Manchester Term Loan	61.33	68.29
De Lage Landen Financial Services Inc.	8.63	14.32
Lease Corporation of Amercia	17.62	27.36
Total Non Current Borrowings	3,962.07	2,294.87

Nature of Security & Terms of Borrowing

1. Term Loan From Bank of India Is Secured Against Hypothecation of Plant & Machinery & Equipment acquired out of the said Loan & also by way of Equitable Mortgage over Specific Immovable Properties of Textile Division (Yarn & Fabric) .It is Repayable in 10 Half yearly equal Instalments starting from 31.3.2016 & ending on 30.9.2020. Rate of Interest is 10.30% p.a. as at the year end (31st March 2017 : 11.50% p.a.) .The said rate of interest is without Considering Interest Subsidy under TUF Scheme.
2. Term Loan From ICICI Bank Is Secured by way of Hypothecation over Plant & Machinery & Equipment acquired Out of the said Loan & also by way of pari passu charge over Specific Immovable Properties of Textile Division. (Yarn & Fabric Division) by way of Equitable Mortgage shared with Bank of India. It is Repayable in 20 Quarterly equal Instalments starting from 31.12.2019 & ending on 30.9.2024. Rate of Interest is 8.50% p.a. as the year end.
3. Term Loan from Royal Bank of Scotland - Manchester is secured by first legal charge over the company free hold property. The Loan is repayable in monthly installments upto 30th June 2024. Rate of Interest 2.40% p.a.
4. Loan from Lease Corporation of Amercia & De Lage Landen Financial Services Inc. are secured against the hypothecation of Forklift Case & Flat Bed Freight Liner respectively. Terms of Repayment is 48 Months.



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Note 12(a) : Current Borrowings

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Secured		
From banks		
1. Bank of India- Cash Credit	12.42	0.90
2. H.D.F.C. Bank- Overdraft	1,285.88	801.07
3. H.D.F.C. - Rupee Packing Credit	5,240.30	6,203.89
4. CITI Bank Rupee Packing Credit	4,477.72	6,136.63
5. Industrial & Commercial Bank of China	996.72	1,143.28
6. Citi Bank (Poland, China & USA)	6,412.66	2,842.78
7. Bank of India , Manchester	834.59	352.66
8. Common Wealth Bank Australia	495.87	303.49
9. Kotak Mahindra Bank Working Capital Loan	4,000.00	-
10. IDBI Bank Overdraft	-	341.67
Unsecured		
From banks		
1. DBS Bank Rupee Packing Credit	-	1,539.64
2. BNP Paribas Bank Rupee Packing Credit	5,480.18	2,351.56
3. ICICI Bank Rupee Packing Credit	2,483.63	2,895.42
4. Kotak Bank Rupee Packing Credit	4,980.80	3,347.59
5. Federal Bank Rupee Packing Credit	-	1,000.00
6. Canadian Imperial Bank of Commerce	83.06	9.54
7. IDFC Bank Rupee Packing Credit	7,957.80	-
From Others (Terms of Repayment -On Demand)		
1. From Directors (Also Refer Note No 31 for Related Parties)	568.24	553.67
2. From Related Parties (Also Refer Note No 31 for Related Parties)	970.05	1,187.30
3. From Others	60.07	190.05
Total Current Borrowings	46,339.99	31,201.15

Nature of Security

- Cash Credit From Bank of India Is Secured Against the Hypothecation of Stock And Book Debts Both Present & Future.
- Overdraft From H.D.F.C Bank is Secured Against Fixed Deposits of the Company.
- Export Packing Credit Against L/Cs. Confirmed Orders From HDFC Bank Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage of the Companies Specific Immovable Properties.
- Export Packing Credit Against L/Cs. Confirmed Orders From CITI Bank Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage of the Companies Specific Immovable Properties.
- Working Capital Loan from Industrial & Commercial Bank of China is secured by charge over Leasehold Land & Factory Building situated at China
- Working Capital Loan From Citi Bank (Poland , China & USA are secured by SBLC/Corporate Guarantee given by Parent Company.



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

7. Working Capital Loan from Bank of India - Manchester is secured by Mortgage and General Charge (Debentures) on the company's Fixed and Floating Assets and Corporate Guarantee from parent Company.
8. Working Capital Loan from Common Wealth Bank Australia is secured by Charge over the Stock & Book Debts.
9. Working Capital Loan from Kotak Mahindra Bank is secured against Lien of Investments.

Note - 12 (b) : Other Non Current Financial Liabilities

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Security Deposits	124.10	235.31
Other Liabilities	133.16	23.91
Total Other Financial Liabilities	257.26	259.22

Note - 12 (b) : Other Current Financial Liabilities

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Security Deposits	333.75	280.38
Current Maturity on long term Loans	763.01	749.59
Liabilities For Expenses	4,801.19	3,765.68
Unclaimed Dividend	18.46	19.35
Total Other Financial Liabilities	5,916.42	4,815.00

Note - 12 (c) : Trade Payables

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Current		
Trade Payables	5,474.58	4,015.25
Total Trade Payables	5,474.58	4,015.25

Details of dues to Micro, Small and Medium Enterprises as per the Micro, Small and Medium Enterprises Development Act, 2006

The Group has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures Pursuant to the said MSMED Act are as Follows

Particulars	₹ in Lakhs	
	31st March, 2018	31st March, 2017
Principal Amount due to Suppliers registered under the MSMED Act and remaining unpaid as at year end	49.78	159.14
Interest due to Suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal Amount paid to Suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED, beyond the appointed day during the year	-	-



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Particulars	₹ in Lakhs	
	31st March, 2018	31st March, 2017
Interest due and payable towards suppliers registered under MSMED Act for payments already made	-	-
Further Interest remaining due and payable for earlier years	-	-

Note-The above Information has been provided as available with the Group to the extent such parties could be identified on the basis of the Information available with the Group regarding the status of Suppliers under the MSMED Act.

Note - 13 : Provisions

Particulars	₹ in Lakhs			
	As at 31st March , 2018		As at 31st March , 2017	
	Current	Non - Current	Current	Non - Current
Provision For Leave Salary Encashment	40.55	236.76	31.17	211.85
Provision For Gratuity	112.70	1,240.30	74.91	702.63
Total Provisions	153.25	1,477.06	106.08	914.48

Also Refer Note No 32 of Employee Benefits

Note - 14 : Deferred Tax Liabilities (net)

The balance comprises temporary differences attributable to :

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Property , Plant & Equipment , Intangible Assets & Investment Properties	592.14	(151.62)
Employee Benefits	(556.02)	(351.68)
Investments	1,058.40	1,553.78
Tax Loss	(219.14)	(14.53)
Others	(126.39)	(50.22)
MAT Credit Entitlement	(8.25)	(7.75)
Net Deferred Tax Liabilities	740.74	977.98

Note - 15 : Other Non Current Liabilities

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Deferred Rent Income	5.72	9.34
Deferred Government Grant	571.13	4.05
Total Other Non Current Liabilities	576.85	13.39

Note - 16 : Current Tax Liabilities (net)

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Provision For Taxation	27,806.76	-
Less : Advance Tax	26,584.98	-
Total Current Tax Liabilities (net)	1,221.78	-



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Note - 17 : Other Current Liabilities

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Advance From Customers	451.15	1,021.07
Deferred Government Grant	122.75	0.84
Other Liabilities	735.86	463.75
Deferred Rent Income	8.18	10.09
Total Other Current Liabilities	1,317.93	1,495.75

Note - 18 : Revenue from Operations (inclusive of Excise Duty)

Particulars	₹ in Lakhs	
	Year ended 31st March, 2018	Year ended 31st March, 2017
Sale of products	98,450.18	79,585.12
Revenue from Land development activities	1,046.14	-
Rendering of Services	9,759.01	7,575.05
Other Operating Revenue	9,540.11	7,210.04
Total Revenue from Continuing Operations	118,795.44	94,370.21

Note - 19 : Other Income

Particulars	₹ in Lakhs	
	Year ended 31st March, 2018	Year ended 31st March, 2017
Rental Income	516.52	576.01
Dividend income from investments mandatorily measured at fair value through profit and loss	0.02	0.02
Interest income	410.38	257.24
Interest Recived on Income Tax Refund	-	0.10
Net Gain on financial assets measured through fair value through profit and loss	1,369.84	2,486.37
Net Gain on Disposal of Investments mandatorily measured at fair value through profit and loss	517.80	36.00
Gain on Disposal of Investment Property	-	92.63
Net Foreign Exchange Gain	1,898.39	-
Amortisation of Grant	66.54	-
Other Non-Operating Income	427.19	674.29
Total Other Income	5,206.68	4,122.67

Note - 20 : Cost of Material Consumed & Engineering & Design Charges

Particulars	₹ in Lakhs	
	Year ended 31st March, 2018	Year ended 31st March, 2017
Raw Materials at the Beginning of the year	10,632.52	7,981.08
Add : Purchases (net)	60,966.92	47,178.00
	71,599.44	55,159.08
Less : Raw Material at the end of the Year	14,236.62	10,632.52
Raw Materials Consumed during the year	57,362.82	44,526.56
Packing Material Consumed	1,445.74	1,528.53
Engineering & Design Charges	270.69	475.74
Total Cost Of Material Consumed	59,079.25	46,530.83



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Note - 21 : Changes in inventories of finished stock, Stock-in -Trade and work-in-progress

Particulars	₹ in Lakhs	
	Year ended 31st March, 2018	Year ended 31st March, 2017
Opening Balance		
Work - in - Progress	3,195.12	2,149.36
Finished Stock (goods)	13,530.97	7,961.09
Scrap / Waste	244.40	114.42
Land (WIP)	1,745.17	1,651.26
Total Opening Balance	18,715.66	11,876.12
Closing Balance		
Work - in - Progress	3,655.02	3,195.12
Finished Stock (goods)	18,581.45	13,530.97
Scrap / Waste	235.07	244.40
Land (WIP)	-	1,745.17
Finished Stock*	790.93	-
Total Closing Balance	23,262.47	18,715.66
Total Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	(4,546.82)	(6,839.53)

* represents unamortised portion of Land cost (as per books) as on March 31, 2018.

Note 22 : Employee benefits expenses

Particulars	₹ in Lakhs	
	Year ended 31st March, 2018	Year ended 31st March, 2017
Salaries, Wages, Bonus etc	13,113.97	11,745.06
Contribution to Provident Fund & Other Funds	406.91	299.41
Gratuity Expenses (Also Refer Note 32)	149.13	180.49
Gratuity Trust Fund Expenses	0.02	0.27
Staff Welfare Expenses	377.65	456.60
Directors Remuneration	595.02	447.91
Total Employee Benefits Expenses	14,642.69	13,129.74

Note 23 : - Finance Cost

Particulars	₹ in Lakhs	
	Year ended 31st March, 2018	Year ended 31st March, 2017
Interest		
Interest Expenses (net)	1,877.37	1,580.30
(Net of Subsidy of ₹ 227.72 Lakhs P.Y ₹ 405.83 Lakhs) Under TUF Scheme (Also Refer Note No 31 for Interest paid to Related Party)		
Financial Cost		
Bank Charges	279.83	184.94
Bank Guarantee Charges	51.96	33.00
Bank Processing Charges	27.79	33.62
L/C Charges	47.21	31.17
Cash Discount Paid	5.08	19.04
Finance Cost expensed in Profit or Loss	2,289.25	1,882.07



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Note - 24 : Depreciation and amortisation expenses

Particulars	₹ in Lakhs	
	Year ended 31st March, 2018	Year ended 31st March, 2017
Depreciation on Property, Plant and Equipment	2,694.74	2,177.75
Depreciation on Investment Properties	103.40	90.57
Amortisation of Intangible Assets	130.93	145.80
Total Depreciation and amortisation expenses	2,929.07	2,414.12

Note - 25 : Other Expenses

Particulars	₹ in Lakhs	
	Year ended 31st March, 2018	Year ended 31st March, 2017
Consumption of Stores and Other Consumable Items	4,714.23	4,210.45
Repairs & Maintenance		
Plant & Machinery	744.80	1,027.24
Buildings	385.30	369.46
Others	523.23	423.49
Fuel And Oil Consumed	768.49	600.21
Power & Electricity	1,123.69	2,292.14
Job Work Charges	5,951.25	4,426.77
Labour Charges	4,812.66	4,082.71
Water Charges	74.44	78.98
Other Manufacturing Expenses	799.77	614.50
Freight & Other Export Charges	3,531.06	2,333.40
Selling , Distribution Expenses on Sales	773.59	624.69
Advertisement Expenses	28.88	28.52
Warehouse & Handling Charges At Offshore	233.90	293.21
Commission/Brokerage	1,333.44	1,057.07
Sales Promotion	127.32	137.29
Traveling & Conveyance Expenses	907.03	583.89
Vehicle Expenses	258.39	218.76
Legal , Professional and Management Expenses	632.04	1,023.70
Licence & Membership Fees	221.30	70.18
Rent, Rates & Taxes	655.29	426.72
Insurance expenses	459.04	305.20
Director Fees	2.80	4.34
Technical Training Expenses	54.15	45.90
Printing & Stationery	89.15	124.77
Postage, Telegram & Telephone Expenses	210.07	197.25
Miscellaneous Expenses	31.06	44.88
Donation	3.12	12.57
Payment to Auditors - Note 25 (a) below	26.97	27.21
Sundry Balance written off	24.61	115.10
Loss on Sale of Fixed Assets	5.13	6.23
Loss on Sale of Subsidiary	477.53	-
Bad Debts	32.83	-
Net Foreign Exchange Losses	-	271.95
Total Other expenses	30,016.55	26,078.80



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Note 25 (a) : - Details of Payment to Auditors

Particulars	₹ in Lakhs	
	Year ended 31st March, 2018	Year ended 31st March, 2017
Payment to Auditors		
As Auditor :		
Audit Fees	21.70	21.35
Tax Audit Fees	3.59	3.59
In other capacities :		
Taxation matters / Certification Fees	1.30	1.78
Out of Pocket Expenses	0.38	0.49
Total Payment to Auditors	26.97	27.21

Note 26 : Tax Expenses

(a) Amounts recognised in profit or loss

Particulars	₹ in lakhs	
	Year ended 31st March, 2018	Year ended 31st March, 2017
Current tax expense (A)		
Current year tax	5,012.34	3,638.01
Short/(Excess) provision of taxation for earlier years	67.58	(3.02)
	5,079.92	3,634.99
Deferred tax expense (B)		
Origination and reversal of temporary differences	(88.38)	643.75
Tax expense recognised in the income statement (A+B)	4,991.54	4,278.74

(b) Amounts recognised in other comprehensive income

Particulars	₹ in lakhs					
	Year Ended 31st March, 2018			Year Ended 31st March, 2017		
	Before tax	Tax expense / (benefit)	Net of tax	Before tax	Tax expense / (benefit)	Net of tax
Items that will not be reclassified to profit & loss						
Remeasurements of the defined benefit plans	(427.99)	(148.86)	(279.13)	93.21	32.26	60.95
Items that will be reclassified to Profit & Loss						
Foreign Currency translation	2.53	-	2.53	(23.98)	-	(23.98)
Total Other Comprehensive Income	(425.46)	(148.86)	(276.60)	69.23	32.26	36.97

(c) Reconciliation of effective tax rate

Particulars	₹ in lakhs	
	Year ended 31st March, 2018	Year ended 31st March, 2017
Profit before tax	16,989.36	14,426.59
Tax using the Company's domestic tax rate (Current year 34.608% and Previous Year 34.608%)	5,879.68	4,992.75
Tax effect of :		
Tax effect on non-deductible expenses	10.98	10.30
Excess of depreciation over books under Income Tax Act	461.07	(56.97)
Exempt income	(1.56)	(0.01)
Deductions under various sections of Income Tax Act	(315.12)	(256.53)
Effect of taxation of capital gains	(769.93)	(463.01)
Others	(73.88)	(35.16)
Taxation of Earlier years	67.58	(3.02)
Difference in Tax Rate	(267.28)	90.39
Tax expense as per Statement of Profit & Loss	4,991.54	4,278.74
Effective tax rate	29.38%	29.66%



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

(d) Movement in deferred tax balances

₹ in lakhs

31/03/2018

Particulars	As at 1st April 2017 Deferred Tax Asset / (Liabilities)	Credit / (Charge) in the Statement of Profit or Loss	Credit / (Charge) in OCI	As at 31st March 2018 Deferred Tax Asset/ (Liabilities)
Deferred tax (Asset)/Liabilities				
Property, plant and equipment , Intangible assets & Investment Property	151.62	(743.76)		(592.14)
Tax Losses	14.53	204.61		219.14
Employee benefits	351.68	55.48	148.86	556.02
Investments	(1,553.78)	495.38		(1,058.40)
Others	50.22	76.17		126.39
MAT Credit Entitlement	7.75	0.50		8.25
Deferred tax (Asset)/Liabilities-Net	(977.98)	88.38	148.86	(740.74)

₹ in lakhs

31/03/2017

Particulars	As at 1st April 2016 Deferred Tax Asset / (Liabilities)	Credit / (Charge) in the Statement of Profit or Loss	Credit / (Charge) in OCI	As at 31st March 2017 Deferred Tax Asset/ (Liabilities)
Deferred tax Asset/ (Liabilities)				
Property , Plant and Equipment , Intangible assets & Investment Property	563.54	(412.08)	-	151.62
Employee Benefits	240.91	143.03	(32.26)	351.68
Investments	(1,210.83)	(342.95)	-	(1,553.78)
Tax Loss	52.38	(37.85)	-	14.53
Others	44.12	6.10	-	50.22
MAT Credit Entitlement	7.75	-	-	7.75
Deferred Tax Assets/ (Liabilities)	(302.13)	(643.75)	(32.26)	(977.98)

Note 27 : Earnings per equity share:

₹ in lakhs

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Earnings Per share has been computed as under:		
Net Profit after tax attributable to the Equity Shareholders (₹ in Lakhs)	11,946.17	10,294.45
Weighted Average No of Equity Shares Outstanding during the year	26,143,869	26,300,000
Earnings per Share -Basic & Diluted (Face Value of ₹ 10/- per Share)	45.69	39.14



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Note 28 : Contingent Liabilities & Commitments (to the extent not provided for)

A-Contingent Liabilities

		₹ in Lakhs	
S.No	Contingent Liabilities not provided For	As at 31st March, 2018	As at 31st March, 2017
I.	Stand by Letter of Credit (SBLC) aggregating to Euro 17,50,000 (P.Y Euro 17,50,000) and USD 14,50,000 (P.Y USD 14,50,000) given to Banks on behalf of Technocraft Trading Spolka Z.O.O, Poland.	2,359.17	2,134.65
II	Stand by Letter of Credit (SBLC) aggregating to USD 40,00,000 (P.Y USD 30,00,000) given to Banks on behalf of Anhui Reliable Steel Technology Co.Ltd,China.	2,607.00	1,933.80
III.	Corporate Guarantee aggregating to Pounds 25,00,000 (P.Y Pounds 25,00,000) given to Bank on behalf of Technocraft International Ltd, UK.	2,306.94	2,008.75
IV.	Corporate Guarantee aggregating to USD 8,00,000(P.Y USD 8,00,000) given to Banks on behalf of Technosoft Engineering Inc. ,USA	521.40	515.68
V.	Corporate Guarantee aggregating to USD 50,00,000 (P.Y USD 50,00,000) given to Banks on behalf of AAIT/ Technocraft Scaffold Distribution LLC.	3,258.75	3,223.00
VI.	Bank Guarantee issued in favor of Suppliers, Customers & Other Statutory Authorities	544.73	443.97
VII.	Excise Duty Matters	## 1,649.77	## 1,649.77
VIII.	Service Tax Matters	## 45.70	## 220.66
IX.	Income Tax Matters	# 129.18	# 128.48
X	Sales Tax Matters	1.57	1.57
XI.	Royalty Matters	-	10.56
XII.	Labour Matters	165.50	123.82
XIII.	Other Legal Matters	1,544.49	956.34
XIV.	Warranty in relation to Tower Structures	-	Amount Unascertainable

₹ 119.38 Lakhs (P.Y ₹ 119.38 Lakhs) already paid /adjusted by the Income Tax Department from the refund due but the matters are still under litigation

includes Penal Amount also.

B. Commitments

		₹ in Lakhs	
S.No	Particulars	As at 31st March, 2018	As at 31st March, 2017
I.	Estimated Amount of Capital Contracts remaining to be executed and not Provided for (net of advances)	1,356.91	408.32
II.	Future Export Obligations/ Commitments against EPCG Authorisations	11,184.04	5,663.99



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Note- 29 Assets Pledged as Security

The carrying amount of assets Pledged as security for Current & non current borrowings (including credit Limits sanctioned but not utilised) & also for SBLC / Corporate & Trade Guarantees are as below :

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Non Current Assets		
Property, Plant & Equipment		
Lease Hold Land	250.34	231.60
Free Hold Land	55.16	55.16
Investment Property	404.53	431.02
Building / Factory Building	3,516.04	3,513.25
Plant & Machinery	7,248.69	5,227.42
Capital Work in Progress	1,333.96	136.31
Other Financial Assets		
Fixed Deposits with Bank	150.00	250.00
Investments	6,215.19	-
Total Non Current Assets Pledged as security	19,173.91	9,844.76
Current Assets		
Inventories	27,457.76	19,863.60
Other Financial Assets		
Trade Receivables #	20,784.69	15,828.69
Fixed Deposits with Banks	1,778.19	778.02
Investments	4,556.20	-
Total Current Assets Pledged as security	54,576.84	36,470.31
Total Assets Pledged as Security	73,750.75	46,315.07
# excluding Inter Company debtors		

Note 30 : Segment Reporting

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. Based on the management approach as defined in Ind AS 108, the chief operating decision maker (CODM) evaluates the group performance and allocates resources based on an analysis of various performance indicators by business segment and geographic segment. Accordingly, information has been presented both along business segment and geographic segment. The accounting principle used in the preparation of financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant accounting policies.

The Group has identified Drum Closures, Scaffoldings, Cotton Yarn, Fabric, Power, IT & Others as primary business segments of the Group.

The above business segments have been identified considering :

- The nature of the product
- The deferring risk and returns
- The internal financial reporting systems

The Geographical Segments considered for Disclosure are as Follows

- Revenue within India includes Revenue from Sales of Products (including Scrap) & Services to Customers Located within India and earnings in India.



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

- b) Revenue outside India includes Revenue from Sales of Products & Services to Customers Located outside India and earnings outside India and export Incentive benefits.

Revenue and expenses have been accounted for based on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocable" Inter segment transfer, are accounted for at competitive market prices, charged to unaffiliated customer for similar goods.

Particulars	₹ in Lakhs	
	Year ended 31st March, 2018	Year ended 31st March, 2017
Segment Revenue		
a. Drum Closures Division	35,790.81	31,151.56
b. Scaffoldings Division	65,132.86	53,343.31
c. Yarn Division	27,327.66	25,781.83
d. Fabric Division	11,659.06	8,398.16
e. Power Division	5,138.75	3,570.73
f. IT Division	8,869.30	7,924.51
g. Others	5,607.49	4,901.91
Total	159,525.93	135,072.01
Less : Inter Segment Revenue		
a. Drum Closures Division	1,798.11	1,401.67
b. Scaffoldings Division	25,039.81	28,301.87
c. Yarn Division	8,180.80	6,710.72
d. Fabric Division	13.94	85.29
e. Power Division	4,658.29	3,161.44
f. IT Division	739.64	902.69
g. Others	299.90	138.12
Total	40,730.49	40,701.80
Total External Revenue from Operations		
a. Drum Closures Division	33,992.70	29,749.89
b. Scaffoldings Division	40,093.05	25,041.44
c. Yarn Division	19,146.86	19,071.11
d. Fabric Division	11,645.12	8,312.87
e. Power Division	480.46	409.29
f. IT Division	8,129.66	7,021.82
g. Others	5,307.59	4,763.79
Total	118,795.44	94,370.21
Results		
Segment Result		
a. Drum Closures Division	8,432.84	10,176.05
b. Scaffoldings Division	8,964.15	3,926.95
c. Yarn Division	(635.83)	(607.73)
d. Fabric Division	(389.51)	209.07
e. Power Division	905.22	220.98
f. IT Division	428.51	(33.56)
g. Others	610.11	(43.38)
Segment operating Profit	18,316.29	13,848.38



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Particulars	₹ in Lakhs	
	Year ended 31st March, 2018	Year ended 31st March, 2017
Reconcillation of Segment Operating Profit to Operating Profit		
Unallocable Income / (Expenses)		
Employee benefit Expenses	(734.80)	(610.08)
Depreciation & Amortisation	(122.84)	(122.21)
Other Expenses	(344.23)	(292.24)
Interest Income	212.70	95.68
Net Gain on Investments & Investment Property	1,887.64	2,615.00
Loss on Sale of Subsidiary	(477.54)	-
Rental Income	516.52	576.01
Other Income	24.87	104.21
Operating Profit	19,278.61	16,214.75
Less		
Finance Cost	2,289.25	1,788.16
Net Profit before tax	16,989.36	14,426.59
Less		
Income Tax Expenses	5,079.92	3634.99
Deferred Tax Expenses	(88.38)	643.75
Net Profit After Tax	11,997.82	10,147.85
Particulars	As at 31st March, 2018	As at 31st March, 2017
Segment Assets		
a. Drum Closures Division	22,101.44	15,331.33
b. Scaffoldings Division	41,275.23	30,672.22
c. Yarn Division	19,577.16	16,208.79
d. Fabric Division	10,252.54	6,224.13
e. Power Division	3,203.65	2,955.94
f. IT Division	4,440.51	4,051.68
g. Others	5,423.29	4,822.20
Segment Operating Assets	106,273.82	80,266.29
Reconcillation of Segment Operating assets to Total Assets		
Non Current Assets		
Property ,Plant & Equipment	266.00	258.00
Capital WIP	668.88	-
Investment Properties	2,386.87	1,672.14
Intangible Assets	2.14	2.58



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Particulars	₹ in Lakhs	
	Year ended 31st March, 2018	Year ended 31st March, 2017
Non Current Investments	8,565.09	10,247.41
Other Financial Assets	65.36	1,063.77
Other Non Current Assets	377.44	260.87
Current Assets		
Current Investments	15,149.54	17,621.65
Cash & Cash Equivalent	1,130.84	258.49
Other Bank Balances	1,518.46	593.90
Other Financial Assets	911.79	23.61
Loans	130.32	-
Current Tax Assets (net)	-	132.01
Other Current Assets	1,265.14	2,966.84
Unallocable Assets	32,437.87	35,101.27
Total Assets	138,711.69	115,367.56
Segment Liabilities		
a. Drum Closures Division	4,071.64	2,282.34
b. Scaffoldings Division	3,003.85	3,729.56
c. Yarn Division	2,358.69	1,746.66
d. Fabric Division	1,027.76	476.66
e. Power Division	674.31	912.91
f. IT Division	962.33	561.34
g. Others	641.11	1,199.92
Segment Operating Liabilities	12,739.69	10,909.39
Reconciliation of Segment Operating Liabilities to Total Liabilities		
Non Current Liabilities		
Non Current Borrowings	3,962.07	2,294.87
Other Financial Liabilities	173.21	165.91
Deferred Tax Liability (net)	740.74	977.98
Provisions	1,147.05	623.95
Other Non Current Liabilities	5.72	9.34
Current Liabilities		
Current Borrowings (including Current maturity on Long Term Borrowings)	47,103.00	30,949.71
Other Financial Liabilities	198.27	66.59
Provisions	110.44	73.11
Current Tax Liabilities (net)	1,221.78	-
Other Current Liabilities	35.96	22.33
Unallocable Liabilities	54,698.24	35,183.78
Total Liabilities	67,437.93	46,093.17



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Capital Expenditure (excluding CWIP)	Year Ended 31st March, 2018	Year Ended 31st March, 2017
a. Drum Closures Division	1,624.11	795.34
b. Scaffoldings Division	708.21	1,447.84
c. Yarn Division	1,989.61	1,504.75
d. Fabric Division	1,811.93	590.16
e. Power Division	139.18	134.76
f. IT Division	335.05	566.95
g. Others	1.24	-
h. Unallocable	796.67	398.77
Total	7,405.99	5,438.57
Depreciation & Amortization	Year Ended 31st March, 2018	Year Ended 31st March, 2017
a. Drum Closures Division	568.29	514.65
b. Scaffoldings Division	687.76	498.65
c. Yarn Division	697.78	582.83
d. Fabric Division	412.85	283.04
e. Power Division	167.12	178.79
f. IT Division	278.28	216.08
g. Others	16.02	17.87
h. Unallocable	100.97	122.21
Total	2,929.07	2,414.12
Secondary Segment		
Geographic Information		
Revenue from External Customers	Year Ended 31st March, 2018	Year Ended 31st March, 2017
India	22,915.50	16,041.50
Outside India	95,879.94	78,328.71
Total	118,795.44	94,370.21
Segment Assets	Year Ended 31st March, 2018	Year Ended 31st March, 2017
India	92,451.12	81,007.39
Outside India	46,260.57	34,360.17
Total	138,711.69	115,367.56

Note

1. No single Customer Contributed 10% or more to the Group revenue for the year ended 31st March, 2018 & 31st March, 2017.
2. Rental Income from IT Park is considered as Unallocable Income



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Note 31 : Related Party disclosures

The related Parties as per the terms of Ind AS-24, " Related Party Disclosures". (Specified under Section 133 of the Companies Act 2013, read with Rule 7 of Companies (Accounts) Rules ,2015) are disclosed below

Name of other Related parties with whom transactions have taken place during the year

Key Managerial Personnel (KMP)

- 1.Shri Sharad Kumar Saraf
- 2.Shri Sudarshan Kumar Saraf
- 3.Shri Navneet Kumar Saraf
- 4.Shri Ashish Kumar Saraf
- 5.Shri Atanu Chaudhary

Enterprises in which KMP are Interested

- 1.BMS Industries Ltd
- 2.S.K.Saraf HUF
- 3.Ashrit Holdings Limited
- 4.Marigold International Limited
- 5.Topline International Trading Company (FZE)

Relatives of KMP

- 1.Priyanka Saraf

Non Executive Directors

- 1.Dr Shri Bhagwan Agarwal (resigned w.e.f 23rd February 2018)
- 2.Shri Jagdeesh Mehta
- 3.Shri Vinod Agarwala
- 4.Shri Vishwambhar Saraf
- 5.Ms Vaishali Choudhari

Enterprise in which Non Executive Director is interested

- 1.Remi Edelstahl Tubular Ltd

Trust

Technocraft Industries (I) Ltd Employees Group Gratuity Trust



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Transactions during the Year	₹ in Lakhs	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
A.Sales of Goods & Services		
Enterprises in which KMP are Interested		
BMS Industries Ltd	553.90	534.97
B.Rent Received		
Relatives of KMP		
Priyanka Saraf	12.00	12.00
C.Commission Paid on Sales		
Enterprises in which Non Executive Directors are Interested		
Remi Edelstahl Tubular Ltd	67.14	68.71
D.Sitting Fees		
Non Executive Directors		
Director Sitting Fees	2.80	4.30
E.Job Work Charges Paid		
Enterprises in which KMP are Interested		
BMS Industries Ltd	4,623.23	3,127.60
F.Purchase of Materials / Assets / Stores & Spares		
Enterprises in which KMP are Interested		
BMS Industries Ltd	197.52	-
G.Rent Paid		
Enterprises in which KMP are Interested		
S.K.Saraf HUF	18.75	3.00
H.Managerial Remuneration		
Key Managerial Personnel		
Salaries ,Wages ,Bonus , Commission & Other Benefits	594.39 *	447.35*
Contribution towards P.F.,Family Pension Etc	0.63	0.56
I.Interest Paid		
Enterprises in which KMP are Interested		
Ashrit Holdings Limited	111.34	111.98
J.Loan taken from		
1. Enterprises in which KMP are Interested		
Ashrit Holdings Limited	3,090.25	3,005.23



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Transactions during the Year	₹ in Lakhs	
	Year Ended 31st March, 2018	Year Ended 31st March, 2017
2.Key Managerial Personnel		
Shri Ashish Kumar Saraf	-	152.02
Shri Sharad Kumar Saraf	-	72.63
K.Loan Repaid		
Enterprises in which KMP are Interested		
Ashrit Holdings Limited	3,307.50	2,873.36
L.Advancement of Loan		
Enterprises in which KMP are Interested		
Marigold International Limited	88.90	-
Topline International Trading Company (FZE)	41.42	-
M.Trust		
Technocraft Industries (I) Ltd Employees Group Gratuity Trust		
Gratuity Contribution	560.43	54.52
Reimbursement of Administration Charges	0.02	0.27
Gratuity Benefits received	23.67	28.79
		₹ in Lakhs
Amount due to / From Related Parties	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Trade & Other Receivables		
Enterprises in which KMP are Interested		
BMS Industries Ltd	59.02	-
Loans Receivable		
Marigold International Limited	88.90	-
Topline International Trading Company (FZE)	41.42	-
Trade Payables / Other Financial Liabilities		
Enterprises in which KMP are Interested		
BMS Industries Ltd	753.85	164.37
Loans Payable		
1.Key Managerial Personnel		
Shri Ashish Kumar Saraf	324.86	316.53
Shri Sharad Kumar Saraf	243.38	237.14
2.Enterprises in which KMP are Interested		
Ashrit Holdings Limited	970.05	1,187.30
Commission Payable		
Key Managerial Personnel	144.00	144.00



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

		₹ in Lakhs
Amount due to / From Related Parties	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Gratuity Contribution & Administration Charges Payable Trust		
Technocraft Industries (I) Ltd Employees Group Gratuity Trust	1,237.29	700.53

Note

1) The transactions with related parties are made on terms equivalent to those that Prevail in arm's Length transactions Outstanding balances at the year end are unsecured .The Group has not recorded any impairment of receivables relating to amounts owned by the related Parties .This assessment is undertaken each Financial year through examining the Financial Position of the related party and the market in which the related Party operates.

* excludes Provision for gratuity & Compensated leave for Key Managerial Personnel as Separate Actuarial Valuation is not available

Note 32 : Disclosure Pursuant to Ind AS - 19 "EMPLOYEE BENEFITS"

[A] Post Employment Benefit Plans:

Defined Contribution Plans

The Group contributes at a defined percentage of the employee salary out of the total entitlements on account of superannuation benefits under this scheme.

		(₹ In Lakhs)
Amount recognised in the Statement of Profit and Loss	2017-18	2016-17
Defined Contribution Scheme	# 304.62	259.45

Excluding ₹ 1.29 Lakhs Contributed by the Government of India under PMPRY Scheme

Defined Benefit Plans

The Group has the following Defined Benefit Plans:

Gratuity: In accordance with the applicable laws, the Group provides for gratuity, a defined benefit retirement plan ("The Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the Group makes contribution to the gratuity fund administered by life Insurance Companies under their respective Group Gratuity Schemes.

The disclosure in respect of the defined Gratuity Plan are given below:

				₹ in Lakhs
a) Reconciliation of balances of Defined Benefit Obligations.	2017-18		2016-17	
	Funded	Unfunded	Funded	Unfunded
Present value of funded obligations	1,495.38	95.51	941.60	80.48
Fair Value of plan assets	237.89	-	244.54	-
Net (Asset) / Liability recognised in the balance sheet	1,257.49	95.51	697.06	80.48



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Movements in plan assets and plan liabilities

₹ in Lakhs

Particulars	Present value of obligations		Fair Value of plan assets	
	Funded	Unfunded	Funded	Unfunded
As at 1st April 2017	941.60	80.48	244.54	-
Current service cost	73.11	21.25	-	-
Interest Cost	61.39	5.89	-	-
Interest Income	-	-	12.51	-
Return on plan assets excluding amounts included in net finance income	-	-	4.52	-
Actuarial (gain)/loss arising from changes in financial assumptions	(22.21)	(4.10)	-	-
Actuarial (gain)/loss arising from experience adjustments	465.17	(6.35)	-	-
Benefit payments	(23.67)	(1.67)	(23.67)	-
As at 31st March 2018	1,495.38	95.51	237.89	-

₹ in Lakhs

Particulars	Present value of obligations		Fair Value of plan assets	
	Funded	Unfunded	Unfunded	Funded
As at 1st April 2016	886.60	60.38	244.06	-
Current service cost	92.57	13.58	-	-
Interest Cost/(Income)	69.60	4.74	-	-
Return on plan assets excluding amounts included in net finance income	-	-	29.27	-
Actuarial (gain)/loss arising from changes in financial assumptions	28.51	4.99	-	-
Actuarial (gain)/loss arising from experience adjustments	(106.90)	9.46	-	-
Benefit payments	(28.79)	(12.65)	(28.79)	-
As at 31st March 2017	941.60	80.48	244.54	-

₹ in Lakhs

b) Amount recognised in Statement of Profit and Loss	2017-18		2016-17	
	Funded	Unfunded	Funded	Unfunded
Current Service Cost	73.11	21.25	92.57	13.58
Interest Cost	48.88	5.89	69.60	4.74
Total amount recognised in Statement of P&L	121.99	27.14	162.17	18.32
-Changes in financial assumptions	(22.21)	(4.10)	28.51	4.99
-Experience gains/(losses)	465.17	(6.35)	(106.90)	9.46
Return on plan assets excluding amounts included in net finance income/(cost)	(4.52)	-	(29.27)	-
Total Expenses / (Income) recognised in Other Comprehensive Income	438.44	(10.45)	(107.66)	14.45



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Investment pattern for Fund as on

Category of Asset	As at 31st March, 2018		As at 31st March, 2017	
	Funded	Unfunded	Funded	Unfunded
Government of India Securities	0%	-	0%	-
State Government Securities	0%	-	0%	-
High quality corporate bonds	0%	-	0%	-
Equity shares of listed companies	0%	-	0%	-
Property	0%	-	0%	-
Special Deposit Scheme	0%	-	0%	-
Policy of insurance	100%	-	100%	-
Bank Balance	0%	-	0%	-
Other Investments	0%	-	0%	-
Total	100%	-	100%	-

Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

Financial Assumptions	2017-18		2016-17	
	Funded	Unfunded	Funded	Unfunded
Discount Rate (%)	7.60%	7.70%	7.40%	7.40%
Salary Escalation/ Inflation (%)	5.00%	5.00%	5.00%	5.00%
Withdrawal rates	2% at younger ages reducing to 1% at older ages	2% at younger ages reducing to 1% at older ages	2% at younger ages reducing to 1% at older ages	2% at younger ages reducing to 1% at older ages

Demographic Assumptions

Mortality in service : Indian Assured Lives Mortality (2006-08)

Sensitivity analysis

Sensitivity analysis for each significant actuarial assumption as stated above, showing how the defined benefit obligation would be affected, considering increase/decrease as at 31.03.2018 and 31.03.2017 is as below:

Particulars	₹ in Lakhs			
	Funded	Unfunded	Funded	Unfunded
Discounting rate varied by 0.5%				
+ 0.5%	1,442.53	89.15	910.02	74.97
- 0.5%	1,552.12	102.46	975.51	86.55
Salary growth rate varied by 0.5%				
+ 0.5%	1,553.29	102.62	976.11	86.66
- 0.5%	1,441.02	88.97	909.22	74.82

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

The expected future cash flows as at 31st March 2018 & as at 31st March 2017 were as follows:

Expected contribution	₹ in Lakhs			
	As at 31st March 2018		As at 31st March 2017	
	Funded	Unfunded	Funded	Unfunded
Projected benefits payable in future years from the date of reporting				
1st following year	322.39	2.26	224.06	1.80
2nd following year	164.73	2.56	52.39	2.07
3rd following year	84.25	2.63	122.76	2.13
4th following year	97.10	2.90	62.05	2.28
5th following year	97.50	3.13	59.92	2.49
Years 6 to 10	584.94	22.09	347.99	18.85

[B] Other Long term employee benefits

Leave Encashment:

The Employees are entitled to accumulate Earned Leave , which can be availed during the service period. Employees are also allowed to encash the accumulated earned leave during the service period. Further, the accumulated earned leave can be encashed by the employees on superannuation, resignation, and termination or by nominee on death.

Particulars	₹ in Lakhs	
	2017-18	2016-17
Present value of unfunded obligations	277.31	243.02
Net (Asset)/Liability recognised	277.31	243.02

Reconciliation of balances of Defined Benefit Obligations.

Particulars	₹ in Lakhs	
	2017-18	2016-17
Defined Obligations at the beginning of the year	243.02	202.22
Current Service Cost	40.46	38.45
Interest Cost	16.90	15.87
Actuarial loss/(gain) due to change in financial assumptions	(4.45)	9.89
Actuarial loss/ (gain) due to experience adjustments	(4.58)	(5.22)
Benefits paid	(14.05)	(18.20)
Defined Obligations at the end of the year	277.31	243.02



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Amount recognised in Statement of Profit and Loss

	₹ in Lakhs	
Particulars	2017-18	2016-17
Current Service Cost	40.46	38.45
Net Interest Cost	16.90	15.87
Net value of remeasurements on the obligation and plan assets	(9.02)	4.67
Total amount recognised in Statement of P&L	48.34	59.00
	-	-
Change in Financial Assumptions	(4.45)	9.89
Experience gains/(losses)	(4.58)	(5.22)
Net Actuarial Loss/(Gain)	(9.02)	4.67

Major Actuarial Assumptions

	₹ in Lakhs	
Particulars	2017-18	2016-17
Discount Rate (%)	7.60%	7.40%
Salary Escalation/ Inflation (%)	5.00%	5.00%
Withdrawal Rates	2% at younger ages reducing to 1% at older ages	2% at younger ages reducing to 1% at older ages

Sensitivity analysis

Sensitivity analysis for each significant actuarial assumption as stated above, showing how the defined benefit obligation would be affected, considering increase/decrease as at 31.03.2018 and 31.03.2017 is as below:

	₹ in Lakhs	
Particulars	2017-18	2016-17
Discounting rate varied by 0.5%		
+ 0.5%	264.80	231.08
- 0.5%	291.49	256.02
Salary growth rate varied by 0.5%		
+ 0.5%	291.78	256.26
- 0.5%	264.44	230.76

The expected future cash flows as at 31st March 2018 & as at 31st March 2017 were as follows:

	₹ in Lakhs	
Expected contribution	2017-18	2016-17
Projected benefits payable in future years from the date of reporting		
1st following year	40.56	31.17
2nd following year	18.94	12.13
3rd following year	14.02	11.00
4th following year	17.10	13.10
5th following year	16.45	15.83
Years 6 to 10	108.83	97.97



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Note 33: Fair Value Measurements

A. Financial instruments by category and fair value hierarchy :

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

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

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

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

₹ in lakhs

31st March 2018	Carrying Value				Fair value			
	Mandatorily at FVTPL	FVTOCI - designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value through Profit and loss :								
Non-current :								
Investment in unquoted Equity Instruments	75.00	-	-	75.00	-	-	75.00	75.00
Investment In Mutual Funds	8,490.05	-	-	8,490.05	8,490.05	-	-	8,490.05
Current :								
Investment In Mutual Funds	15,108.67	-	-	15,108.67	15,108.67	-	-	15,108.67
Investment in Quoted Equity Instruments	40.87	-	-	40.87	40.87	-	-	40.87
Financial assets at amortised cost								
Non-current :								
Deposits	-	-	502.99	502.99	502.99	-	-	502.99
Current :								
Deposits	-	-	88.41	88.41	88.41	-	-	88.41
Loan to Employees & Others	-	-	240.45	240.45	240.45	-	-	240.45
Cash and cash equivalents	-	-	4,230.98	4,230.98	4,230.98	-	-	4,230.98
Other Bank Balances	-	-	1,532.44	1,532.44	1,532.44	-	-	1,532.44
Trade receivables	-	-	27,686.12	27,686.12	27,686.12	-	-	27,686.12
Others	-	-	1,924.66	1,924.66	1,924.66	-	-	1,924.66
	23,714.59	-	36,206.05	59,920.64	59,845.64	-	75.00	59,920.64



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

₹ in lakhs

31st March 2018	Carrying Value				Fair value			
	Mandatorily at FVTPL	FVTOCI - designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial liabilities at amortised cost								
Non Current								
Term Loan	-	-	3,962.07	3,962.07	-	-	-	-
Deposits	-	-	124.10	124.10	-	-	-	-
Other Non Current	-	-	133.16	133.16	-	-	-	-
Financial Liabilities								
Current								
Borrowings	-	-	46,339.99	46,339.99	-	-	-	-
Trade and Other Payables	-	-	5,474.58	5,474.58	-	-	-	-
Deposits	-	-	333.75	333.75	-	-	-	-
Other Current Financial Liabilities (including current maturities of loans)	-	-	5,582.67	5,582.67	-	-	-	-
	-	-	61,950.31	61,950.31	-	-	-	-

₹ in lakhs

31st March 2017	Carrying Value				Fair value			
	Mandatorily at FVTPL	FVTOCI - designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value through Profit and loss :								
Non-current :								
Investment in unquoted Equity Instruments	75.00	-	-	75.00	-	-	75.00	75.00
Investment In Mutual Funds	10,172.37	-	-	10,172.37	10,172.37	-	-	10,172.37
Current :								
Investment In Mutual Funds	17,602.00	-	-	17,602.00	17,602.00	-	-	17,602.00
Investment in Quoted Equity Instruments	19.65	-	-	19.65	19.65	-	-	19.65
Financial assets at amortised cost								
Non-current :								
Deposits	-	-	1,538.91	1,538.91	1,538.91	-	-	1,538.91
Current :								
Deposits	-	-	89.38	89.38	89.38	-	-	89.38
Loan to Employees	-	-	108.36	108.36	108.36	-	-	108.36



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

₹ in lakhs

31st March 2017	Carrying Value				Fair value			
	Mandatorily at FVTPL	FVTOCI - designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	-	-	5,679.61	5,679.61	5,679.61	-	-	5,679.61
Other Bank Balances	-	-	723.06	723.06	723.06	-	-	723.06
Trade receivables	-	-	18,987.43	18,987.43	18,987.43	-	-	18,987.43
Others	-	-	457.50	457.50	457.50	-	-	457.50
	27,869.02	-	27,584.25	55,453.27	55,378.27	-	75.00	55,453.27
Financial liabilities at amortised cost								
Non Current								
Term Loans	-	-	2,294.87	2,294.87	-	-	-	-
Deposits	-	-	235.31	235.31	-	-	-	-
Other Non Current Financial Liabilities	-	-	23.91	23.91	-	-	-	-
Current								
Borrowings	-	-	31,201.15	31,201.15	-	-	-	-
Trade and Other Payables	-	-	4,015.25	4,015.25	-	-	-	-
Deposits	-	-	280.38	280.38	-	-	-	-
Other Current Financial Liabilities (including current maturities of loans)	-	-	4,534.62	4,534.62	-	-	-	-
	-	-	42,585.49	42,585.49	-	-	-	-

During the reporting period ended March 31, 2018 and March 31, 2017, there were no transfers between levels of fair value measurements.

B. Measurement of fair values

The following methods and assumptions were used to estimate the fair values of financial instruments :

- The management assessed that fair value of cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- The fair values of the Equity/ Mutual Fund investment which are quoted, are derived from quoted market prices in active markets. The investment measured at fair value and falling under fair value hierarchy Level 3 are valued on the basis of valuation report provided by external valuers with the exception of certain investments, where cost has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair values within that range. The carrying value of those investments are individually immaterial.

Note 34 : Financial Risk Management

Risk management framework

The Group activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Group primary risk management focus is to minimize potential adverse effects of all the risk on its financial performance. The Board of Directors and Senior Management of the Group are responsible for overseeing the Group risk assessment and management policies and processes.



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

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

- Credit risk ;
- Market risk ; and
- Liquidity risk

1. Credit Risk

The Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Group periodically assess financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set and periodically reviewed on the basis of such Information .

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the group. The Group categorises a trade receivable for write off when a debtor fails to make contractual payments or on case to case basis. Where trade receivables have been written off, the group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as Income in the statement of profit or loss.

The Group measures loss rate for trade receivables from Individual customers based on the historical trend, industry practices and the business environment in which the entity operates .Loss rates are based on Past Trends . Based on the historical data , no probable loss on collection of receivable is anticipated & hence no provision is considered .

In case of Credit risks from balances with banks and financial institutions , the Group attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit-ratings assigned by credit-rating agencies.

In addition, the Group is exposed to credit risk in relation to financial guarantees given to banks and other counterparties. The Group's maximum exposure in this respect is the

maximum amount that the Group would have to pay if the guarantee is called upon. The maximum exposure relating to financial guarantees is disclosed in Note 28 (Contingent Liability)

Ageing of Account receivables

Particulars	₹ in Lakhs	
	As at 31st March, 2018	As at 31st March, 2017
Not due	17,203.30	13,909.48
0-90 days	6,752.91	4,784.57
91-180 days	3,552.38	252.26
181 to 270 days	108.75	2.42
271 to 365 days	47.11	38.70
Above 365 days	21.67	-
Total	27,686.12	18,987.43

2. Market risk

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly of currency risk and interest rate risk. Financial Instrument affected by Market risks includes loans and borrowings and foreign Currency Receivables and payables .The Group has set processes and policies to assess, control and monitor the effect of the risk on the financial performance of the Group.



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

i) Currency Risk

This is the risk that the Group may suffer losses as a result of adverse exchange rate movement during the relevant period. The Group is exposed to currency risk on account of its operating and financing activities. The senior management personnel are responsible for identifying the most effective and efficient ways of managing the risk & the same is closely monitored by the Board of Directors

(a) Particulars of Unhedged Foreign Currency exposures as at the reporting date

Foreign Currency in Lakhs

As as 31st March, 2018

Particulars	USD	EURO	SGD	GBP	AUD	JPY	CAD
Trade Payables / Other Financial Liabilities	(7.55)	(5.10)	-	-	(0.15)	-	-
Trade Receivables / Other Financial Assets	107.74	23.04	0.21	0.77	0.33	5.1	0.48
Advances from Customers	(1.05)	(0.18)	(0.05)	-	-	(0.57)	-
Bank Balances	14.1	1.51	-	-	-	-	-
Net	113.24	19.27	0.16	0.77	0.18	4.53	0.48

As as 31st March, 2017

Particulars	USD	EURO	SGD	GBP	AUD	JPY	MXN
Trade Payables / Other Financial Liabilities	(4.16)	(3.16)	-	-	-	-	-
Trade Receivables / Other Financial Assets	129.86	26.06	0.31	0.57	-	0.46	20.70
Advances from Customers	(0.43)	(0.15)	-	-	-	-	-
Bank Balances	31.13	2.71	-	-	0.77	-	-
Net	156.4	25.46	0.31	0.57	0.77	0.46	20.7

b) Foreign Currency Risk Sensitivity

A change in 1% in Foreign Currency would have following Impact on Profit before tax assuming that all other variables , in Particular interest rate remain constant & ignoring any impact of forecast Sales & Purchases.

₹ in Lakhs

	2017-18		2016-17	
	1% increase	1% Decrease	1% increase	1% Decrease
USD	73.80	(73.80)	100.82	(100.82)
EURO	15.57	(15.57)	17.46	(17.46)
GBP	0.72	(0.72)	0.46	(0.46)
Others	0.29	(0.29)	1.23	(1.23)
Net Increase / (Decrease) in Profit & Loss	90.38	(90.38)	119.97	(119.97)

ii) Interest rate Risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Group has exposure to Interest rate risk, arising principally on changes in base lending rate/ LIBOR rates. As the Percentage of Borrowings with Floating Interest rate is small as Compared to Total Borrowings & hence the interest rate risk for the Group as whole is very Low.



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Exposure to interest rate risk

Particulars	₹ in Lakhs	
	As at 31st March 2018	As at 31st March 2017
*Borrowings Bearing Variable rate of Interest	8,273.35	6,111.11
Borrowings bearing Fixed Rate of Interest	42,791.72	28,134.50
Total Borrowings	51,065.07	34,245.61
% of Borrowings bearing Variable rate of Interest	16.20	17.84
* includes Current Maturity on Non Current Borrowings		

Interest Rate Sensitivity

A change of 100 Basis Point In Interest rates would have following Impact on Profit before tax

Particulars	₹ in Lakhs	
	2017-18	2016-17
100 Basis Point Increase	82.73	(61.11)
100 Basis Point Decrease	(82.73)	61.11

Note-The above analysis is prepared for floating rate liabilities assuming the amount of the Liability outstanding at the end of the reporting Period was outstanding for the whole year

3. Liquidity Risk

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time, or at a reasonable price .Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due .The Group maintains flexibility in funding by maintaining availability under committed credit lines. The Management monitors rolling forecasts of the Group's Liquidity position and cash and cash equivalents on the basis of the expected cash flows.The Group assessed the Concentration of risk with respect to its debt and concluded it to be low.

Maturity patterns of borrowings

As at 31st March, 2018

Particulars	₹ in Lakhs			
	0-1 years	1-5 years	Beyond 5 years	Total
Long term borrowings (Including current maturity of long term debt)	763.01	3,089.49	872.58	4,725.08
Short term borrowings	46,339.99	-	-	46,339.99
Total	47,103.00	3,089.49	872.58	51,065.07

As at 31st March, 2017

Particulars	₹ in Lakhs			
	0-1 years	1-5 years	Beyond 5 years	Total
Long term borrowings (Including current maturity of long term debt)	749.59	2,267.34	27.54	3,044.46
Short term borrowings	31,201.15	-	-	31,201.15
Total	31,950.74	2,267.34	27.54	34,245.61



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Maturity patterns of other Financial Liabilities

As at 31st March, 2018

₹ in Lakhs

Particulars	0-1 years	1-5 years	Beyond 5 years	Total
Trade Payables	5,474.58	-	-	5,474.58
Other Financial Liabilities (Current & Non Current) (excluding Current Maturity on Long Term Loan)	5,153.41	257.26	-	5,410.66
Total	10,627.98	257.26	-	10,885.24

As at 31st March, 2017

₹ in Lakhs

Particulars	0-1 years	1-5 years	Beyond 5 years	Total
Trade Payables	4,015.25	-	-	4,015.25
Other Financial Liabilities (Current & Non Current) (excluding Current Maturity on Long Term Loan)	4,065.41	259.22	-	4,324.63
Total	8,080.66	259.22	-	8,339.88

Note 35 : Capital Risk Management

For the Purpose of Group Capital management , Capital includes equity attributable to the equity holders of the Group and all other equity reserves. The Primary Objective of the Group Capital management is to ensure that it maintains an efficient capital Structure and maximise shareholder Value. The Group is monitoring capital using Net debt equity ratio as its base, which is Net debt to equity.

The Group Policy is to keep Net debt equity ratio below 1.00 and infuse capital if and when required through better operational results and efficient working capital Management

(₹ in lakhs)

Particulars	31-Mar-18	31-Mar-17
Net Debt *	46,834.09	28,566.00
Equity attributable to Shareholders	70,878.70	68,888.56
Net Debt to Total Equity	0.66	0.41

* Net Debt= Non Current Borrowings (including Current Maturity on Borrowings) +Current Borrowings -Cash & Cash Equivalents

Note 36 : Interest In Other Entities

The Consolidated Financial Statements present the Consolidated Accounts of Technocraft Industries (India) Limited with its following Subsidiaries (and its Subsidiaries) and Joint Ventures

Name of the Company	Country of Incorporation	Year Ended	Proportion of Ownership of Interest	
			As at 31st March 18	As at 31st March 17
A. Subsidiaries				
I. Indian Subsidiaries:				
Technosoft Engineering Projects Limited	India	31st Mar	84.02%	84.02%
Shreyan Infra & Power LLP.	India	31st Mar	90.00%	90.00%
Technocraft Closures Private Limited	India	31st Mar	100.00%	100.00%
TIL Marketing Private Limited (Formerly Known as TIL Packaging Pvt. Ltd)	India	31st Mar	100.00%	100.00%
Techno Defence Private Limited	India	31st Mar	70.00%	70.00%



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

II. Foreign Subsidiaries:				
Technocraft Trading Spolka Z.O.O	Poland	31st Dec	100.00%	100.00%
Technocraft International Limited	United Kingdom	31st Dec	100.00%	100.00%
Technocraft Australia Pty Limited	Australia	31st Mar	100.00%	100.00%
Anhui Reliable Steel Technology Co. Ltd.	China	31st Dec	100.00%	100.00%
Swift Engineering Inc. # +	Canada	31st Mar	100.00%	59.00%
Swift Projects Inc. +	U.S.A.	31st Mar	100.00%	100.00%
Highmark International Trading -F.Z.E. @	U.A.E.	31st Mar	100.00%	100.00%
AAIT/Technocraft Scaffold Distribution LLC. @	U.S.A.	31st Dec	85.00%	85.00%
Technosoft Engineering Inc. ++	U.S.A.	31st Dec	100.00%	100.00%
[Formerly Known as Impact Engineering Solutions Inc.]				
Technosoft GMBH ++	Germany	31st Dec	90.00%	90.00%
[Erstwhile CAE Systems GMBH]				
Step Engineering Inc. +++	Canada	31st Dec	66.70%	-
Technosoft Services Inc. +++	U.S.A.	31st Dec	100.00%	-
Technosoft Engineering UK Limited ++	United Kingdom	31st Dec	100.00%	-
Crosswall International Trading Limited #	U.A.E.	31st Mar	100.00%	100.00%
Technosoft Innovations Inc, +++	U.S.A.	31st Dec	100.00%	100.00%
B. Joint Venture				
Technocraft Tabla Formwork Systems (P) Limited.	India	31st Mar	65.00%	65.00%
++ Held by Technosoft Engineering Projects Limited				
# Held by Highmark International Trading -F.Z.E				
# + Held by Highmark International Trading -F.Z.E (Previous Year held by Technosoft Engineering Projects Limited , India)				
@ Held by Technocraft International Limited				
+++ Held by Techhnosoft Engineering Inc.				
+ Held by Step Engineering Inc. (Previous Year held by Swift Engineering Inc.)				

Note 37 : Disclosure in respect of Expenditure on Corporate Social Responsibility Activities

		(₹ in lakhs)	
Particulars		2017-18	2016-17
a)	Amount required to be spent by the group as per Section 135 of the Act	250.62	229.10
b)	Amount Spent during the year on		
	(i) Construction / acquisition of an asset	-	-
	(ii) On Purpose other than (i) above	-	-



Notes to the Consolidated Financial Statements for the Year Ended March 31, 2018

Note-38 Other Accompanying Notes

1. The Figures have been rounded off to the nearest lakhs of Rupees upto two decimal Places.
2. Previous Years Figures have been regrouped / rearranged where ever necessary to make them Comparable with the Current year Figures
3. Note 1 to 38 Forms an Integral Part of the Financial Statements

As per our Report of Even Date

For Khandelwal Prakash Murari Bhandari & Co

Firm Reg.No.102454W

Chartered Accountants

(Piyush Patni) PARTNER

M.NO :143869

Place: Mumbai

Date : 30th May, 2018

For & on Behalf of Board of Directors

Sharad Kumar Saraf

Chairman &
Managing Director
DIN 00035843

Sudarshan Kumar Saraf

Co-Chairman &
Managing Director
DIN 00035799

Neeraj Rai

Company Secretary

Navneet Kumar Saraf

Whole-time Director & CEO
DIN 00035686

Ashish Kumar Saraf

Whole time Director & CFO
DIN 00035549



Additional information regarding subsidiaries as per Schedule III of the Companies Act, 2013

Sr. No.	Name of the subsidiary & its Relationship	Net Assets, ie Total Assets minus Total Liabilities		Share in Profit & Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As a % of Consolidated Net Assets	₹ in Lakhs	As a % of Consolidated Profit & Loss	₹ in Lakhs	As a % of Consolidated Comprehensive Income	₹ in Lakhs	As a % of Consolidated Total Comprehensive Income	₹ in Lakhs
A	Parent Company								
1	Technocraft Industries (India) Limited	86.40	61,578.66	89.93	10,789.11	103.65	(286.71)	89.60	10,502.41
B	Indian Subsidiaries								
2	Technosoft Engineering Projects Limited	4.03	2,872.63	1.90	227.50	(2.30)	6.36	2.00	233.86
3	Technocraft Tabla Formworks Systems Pvt. Ltd.	0.02	14.03	(0.00)	(0.27)	-	-	(0.00)	(0.27)
4	Techno Defence Private Limited	0.00	0.51	(0.00)	(0.10)	-	-	(0.00)	(0.10)
5	Technocraft Marketing Private Limited (Erstwhile Known as TIL Packaging Private Limited)	0.00	0.70	(0.00)	(0.18)	-	-	(0.00)	(0.18)
6	Technocraft Closure Private Limited	0.00	0.73	(0.00)	(0.14)	-	-	(0.00)	(0.14)
	Limited Liability Partnership								
7	Shreyan Infra & Power LLP	0.00	1.74	0.04	4.49	-	-	0.04	4.49
C	Foreign Subsidiaries								
8	Technocraft International, UK	1.94	1,384.25	0.99	118.29	(9.90)	27.37	1.24	145.66
9	Technocraft Trading Spolka, Z o.o., Poland	0.82	583.62	4.02	482.78	42.39	(117.25)	3.12	365.53
10	Technocraft Australia Pty Limited, Australia	1.00	710.07	0.64	76.83	0.14	(0.40)	0.65	76.43
11	Anhui Reliable Steel Company Ltd, China	1.68	1,194.82	(0.75)	(89.38)	(20.75)	57.39	(0.27)	(31.99)



	Step Down Subsidiaries									
12	Swift Engineering Inc, Canada	0.02	11.51	(0.37)	(44.51)	3.66	(10.13)	(0.47)		(54.64)
13	Technosoft Engineering Inc. USA (Erstwhile Impact Eng. Solution Inc.),	0.75	531.39	(0.09)	(10.27)	(2.85)	7.88	(0.02)		(2.39)
14	Highmark International Trading, UAE	2.54	1,812.59	1.30	156.26	(16.08)	44.49	1.71		200.75
15	Technosoft Innovations Inc	0.02	10.87	(0.23)	(27.95)	(0.12)	0.34	(0.24)		(27.61)
16	Technosoft GMBH	(0.02)	(16.33)	(0.09)	(10.45)	0.37	(1.02)	(0.10)		(11.47)
17	AAIT/ Technocraft Scaffold Distribution LLC	0.21	150.06	1.96	234.86	0.06	(0.15)	2.00		234.71
18	Swift Projects Inc, USA	(0.01)	(9.71)	(0.00)	(0.06)	0.03	(0.09)	(0.00)		(0.15)
19	Step Engineering	0.04	25.54	0.21	25.08	(0.26)	0.72	0.22		25.80
20	Technosoft Services Inc	0.03	18.59	0.10	12.01	(0.03)	0.07	0.10		12.08
21	Technosoft Engineering UK Limited	0.00	2.43	0.02	2.27	(0.06)	0.16	0.02		2.43
22	Crosswall International Trading Limited	-	-	-	-	-	-	-		-
	Sub Total -1 (Owners of Equity)		70,878.70		11,946.17		(270.97)			11,675.20
	Non Controlling Interest in all Subsidiaries									
	Indian	0.49	352.22	0.25	29.77	(0.44)	1.21	0.26		30.98
	Foreign	0.06	42.84	0.18	21.88	2.47	(6.84)	0.13		15.04
	Sub Total - 2 (Minority Interest)		395.06		51.65		(5.63)			46.02
	Total (1+2)	100.00	71,273.76	100.00	11,997.82	100.00	(276.60)	100.00		11,721.22



FORM AOC-1
Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries

Sr. No.	Name of the subsidiary	Date Since when Subsidiary acquired	Reporting period	Reporting currency / Exchange rate	Share Capital	Reserves & Surplus	Total assets	Total Liabilities	Investments (Excluding Investment in Subsidiaries)	Turnover	Profit before Tax	Provision for Tax	Deferred Tax	Profit after Tax	Proposed Dividend	Extent of Shareholding
₹ in Lakhs																
A	Indian Subsidiaries															
1	Technosoft Engineering Projects Limited	28.02.2000	01.04.2017 To 31.03.2018	INR	59.50	3,858.52	5,208.55	1,290.52	808.91	3,533.10	(92.61)	181.22	(205.16)	(68.67)	-	84.02%
2	Technocrat Tabla Formworks Systems Pvt. Ltd.	25.03.2010	01.04.2017 To 31.03.2018	INR	100.00	(50.97)	1.39	(12.63)	-	-	(0.27)	-	-	(0.27)	-	65%
3	Technocrat Closures Private Limited	31.05.2016	01.04.2017 To 31.03.2018	INR	1.00	(0.27)	0.78	0.05	-	-	0.14	-	0.00	(0.14)	-	100%
4	TIL Marketing Private Limited	31.05.2016	01.04.2017 To 31.03.2018	INR	1.00	(0.30)	0.74	0.05	-	-	(0.17)	-	0.00	(0.18)	-	100%
5	Techno Defence Private Limited	25.10.2016	01.04.2017 To 31.03.2018	INR	1.00	(0.27)	0.78	0.05	-	-	(0.14)	-	0.00	(0.14)	-	70%
	Limited Liability Partnership															
6	Shreyan Infra & Power LLP	12.03.2014	01.04.2017 To 31.03.2018	INR	1.00	0.96	837.39	835.43	-	1,046.14	7.30	-	0.92	4.98	-	90%
B	Direct Foreign Subsidiaries															
7	Technocrat International Limited, UK #	02.04.1993	01.01.2017 To 31.12.2017	GBP	1,224.14	194.15	5,917.72	4,499.43	-	3,485.66	115.69	-	(0.22)	118.29	-	100%
8	Technocrat Trading Spolka, Z o.o., Poland #	14.05.1998	01.01.2017 To 31.12.2017	PLN	265.07	318.56	3,045.70	2,462.08	-	3,978.74	588.38	-	29.04	482.78	-	100%
9	Technocrat Australia Pty Limited, Australia	29.03.2006	01.04.2017 To 31.03.2018	AUD	93.47	616.60	2,113.98	1,403.90	-	4,127.20	100.45	-	-	76.83	-	100%
10	Anhui Reliable Steel Company Ltd, China #	10.04.2008	01.01.2017 To 31.12.2017	RMB	1,080.16	130.06	6,628.94	5,418.73	-	7,392.49	(89.88)	-	-	(94.10)	-	100%
C	Step Down Subsidiaries															
11	Technosoft Engineering Inc. USA # (Erstwhile Impact Eng. Solution Inc.),	31.08.2006	01.01.2017 To 31.12.2017	USD	426.80	114.79	1,587.34	1,045.76	-	5,744.52	57.99	-	-	(10.27)	-	100%
12	Technosoft Engineering UK Ltd #	10.05.2017	10.05.2017 To 31.12.2017	GBP	0.00	2.43	267.51	265.07	-	214.19	2.27	-	-	2.27	-	100%
13	Technosoft GMBH, Germany # [Erstwhile CAE Systems GMBH]	01.09.2005	01.01.2017 To 31.12.2017	EURO	38.62	(52.37)	5.69	19.43	-	-	(11.61)	-	-	(11.61)	-	90%
14	Highmark International Trading FZE, UAE	22.09.2014	01.04.2017 To 31.03.2018	AED	34.04	1,791.86	6,943.45	5,117.55	-	6,753.28	155.32	-	-	155.32	-	100%
15	Swift Engineering Inc, Canada *	22.06.2017	01.04.2017 To 31.03.2018	CAD	0.05	11.51	53.04	41.53	-	217.19	(75.45)	-	-	(75.45)	-	100%



Sr. No.	Name of the subsidiary	Date Since when Subsidiary acquired	Reporting period	Reporting currency / Exchange rate	Share Capital	Reserves & Surplus	Total assets	Total Liabilities	Investments (Excluding Investment in Subsidiaries)	Turnover	Profit before Tax	Provision for Tax	Deferred Tax	Profit after Tax	Proposed Dividend	Extent of Shareholding
16	AAIT/Technocraft Scaffold Distribution LLC, USA #	12.10.2016	01.01.2017 To 31.12.2017	USD	0.07	177.18	10,628.16	10,450.91	-	9,153.62	398.59	-	-	276.30	-	85%
17	Crosswall International Trading Ltd, UAE	02.03.2017	02.03.2017 To 31.03.2017	AED	-	-	-	-	-	-	-	-	-	-	-	100%
18	Technosoft Innovations Inc, USA #	01.06.2016	01.01.2017 To 31.12.2017	USD	3.35	7.52	617.30	606.44	-	1,176.87	(27.95)	-	-	(27.95)	-	100%
19	2045690 Alberta Ltd, Canada [Step Engineering]	24.05.2017	24.05.2017 To 31.12.2017	CAD	0.51	38.70	232.59	193.38	-	418.25	37.62	-	-	37.62	-	66.70%
20	Technosoft Services Inc, USA	23.06.2017	23.06.2017 To 31.12.2017	USD	6.52	12.08	101.35	82.76	-	228.06	12.01	-	-	12.01	-	100%
21	Swift Projects Inc, USA *	28.06.2017	01.04.2017 To 31.03.2018	USD	0.59	(10.30)	50.73	60.43	-	440.46	(0.06)	-	-	(0.06)	-	100%

Exchange Rate- 1 USD= ₹ 65.17, 1 RMB= ₹ 10.38, 1 AUD= ₹ 50.05, 1 PLN= ₹ 19.05, 1 GBP= ₹ 92.28, 1 EURO= ₹ 80.81, 1 AED= ₹ 17.75, 1 CAD= ₹ 50.65

Company having 31st December as reporting date.

* Since the holding of the companies has changed in the middle of the year, reporting period of the respective company does not affected.

- 1 Name of the Subsidiary which are yet to commence Operation: Details provided in Board Report.
- 2 Name of the Subsidiary which have been liquidated or sold during the year: Details provided in Board Report.

As per our report of even date For and on behalf of Board of Directors

For Khandelwal Prakash Murari Bhandari & Co

Firm Reg.No.102454W
Chartered Accountants

(Piyush Patni) PARTNER
M.NO :143869

Sharad Kumar Saraf
Chairman & Managing Director
DIN 00035843

Sudarshan Kumar Saraf
Co-Chairman & Managing Director
DIN 00035799

Ashish Kumar Saraf
Whole-time Director & CFO
DIN 00035549

Navneet Kumar Saraf
Whole-time Director & CEO
DIN 00035686

Neeraj Rai
Company Secretary

Place: Mumbai

Date : May 30, 2018



Attendance Slip

Technocraft Industries (India) Limited

CIN: L28120MH1992PLC069252 : www.technocraftgroup.com

Registered Office: Technocraft House, A-25, MIDC, Marol Industrial Area, Andheri (E), Mumbai-400093

PLEASE FILL ATTENDANCE SLIP AND HANDOVER IT AT ENTERANCE OF THE MEETING HALL

DP ID	
Client ID	

Folio No*	
No of Share	

Name and Address of the Shareholders

I hereby record my presence at the **26th Annual General Meeting** of the Company held on Friday, September 28, 2018 at 11.00 am at the registered office of the Company.

*Applicable for the investors holding shares in Physical Form

Signature of Shareholder/Proxy

Proxy Form

(Pursuant to section 105(6) of the Companies Act, 2013, and rule 19(3) of the Companies (Management & Administrative Rules, 2014)

Technocraft Industries (India) Limited

CIN: L28120MH1992PLC069252: www.technocraftgroup.com

Registered Office: Technocraft House, A-25, MIDC, Marol Industrial Area, Andheri (E), Mumbai-400093

Name of the Member(s)		Email ID	
		Folio No/ Client ID*	
Registered Address		DP ID*	

I/We, being the member(s) of _____ shares of Technocraft Industries (India) Ltd, hereby appoint:

- 1) _____ of _____ having email id _____ or failing him
- 2) _____ of _____ having email Id _____ or Failing him
- 3) _____ of _____ having email Id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company to be held on **Friday, September 28, 2018** at 11.00 am the Registered office of the Company and any adjournment thereof in respect of such resolution as are indicated below:

**I wish my above proxy to vote in the manner as indicated in the box below;

SN	Resolutions	Optional*	
Ordinary Business		For	Against
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2018		
2	Ordinary Resolution for re- appointment of Mr. Atanu Anil Choudhary, Director retiring by rotation.		
3	Ordinary Resolution for re- appointment of Mr. Navneet Kumar Saraf, Director retiring by rotation.		



Special Business:			
4	Special Resolution for appointment of Mr. Aubrey Ignatius Rebello, as Independent Director.		
5	Ordinary Resolution for Approval of the remuneration of the Cost Auditors		
6	Ordinary Resolution for approval of material related party transaction with AAIT/ Technocraft Scaffold Distribution LLC FZE		
7	Special Resolution for re-appointment of Mr. Sudarshan Kumar Saraf as a Managing Director and also who will attained the age of seventy years.		
8	Special Resolution for continuation of the directorship of Mr. Jagdeeshmal Mehta who has attained the age of seventy five years		
9	Special Resolution for continuation of the directorship of Mr. Vishwambar C. Saraf who has attained the age of seventy five years		

Affix
Revenue
Stamp

Sign this _____ day of _____ 2018

Signature of Shareholders

Signature of First Proxy Holder

Signature of Second Proxy Holder

Signature of Third Proxy Holder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) For the resolutions, explanatory statements and Notes, please refer to the Notice of the 26th Annual General Meeting
- (3) Appointment of proxy does not prevent a member from attending the meeting in person if he so wishes.
- (4) In case of Joint holder, the signature of any one holder will be sufficient, but name of all the joint holders should be stated.
- * (5) This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box, If you leave the 'for' or 'against' Column blank against any or all the resolution, your Proxy will entitled to vote in the manner as he/she think appropriate.



Technocraft Industries (India) LTD

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