

# **SIL INVESTMENTS LIMITED**

*84<sup>th</sup> Annual Report  
2017-2018*

**BOARD OF DIRECTORS**

Mr. C.S. Nopany, Chairman  
Mr. Sanjay Goenka  
Mr. Subroto Lahiri  
Mr. Abhrajit Dutta  
Mrs. Shalini Nopany, Managing Director  
Mr. Brij Mohan Agarwal, Director-In-Charge

**AUDITORS**

M/s. Jitendra K. Agarwal & Associates  
Chartered Accountants  
209, Hans Bhavan 1,  
Bahadur Shah Zafar Marg,  
New Delhi - 110 002

**BANKERS**

Punjab National Bank  
State Bank of India  
(Erstwhile - State Bank of Bikaner and Jaipur)

**REGISTERED OFFICE**

Pachpahar Road,  
Bhawanimandi - 326 502  
(Rajasthan)

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# SIL INVESTMENTS LIMITED

## DIRECTORS' REPORT

*To the Members of*

### SIL INVESTMENTS LIMITED

Your Directors are pleased to present the Eighty Fourth Annual Report on the business of your Company alongwith the audited financial statements for the year ended 31<sup>st</sup> March, 2018.

### FINANCIAL RESULTS

Financial Results of your Company for the year under review alongwith the corresponding figures of the previous year are as follows:

#### Highlights of Performance

- Net Income for FY 2017-18 was Rs.16,895.49 lakhs as compared to Rs. 3,000.50 lakhs in FY 2016-17;
- Profit before Tax for FY 2017-18 was Rs.16,170.23 lakhs as compared to Rs. 2,015.73 lakhs in FY 2016-17; and
- Profit after Tax for FY 2017-18 was Rs.12,880.25 lakhs as compared to Rs.1,718.63 lakhs in FY 2016-17.

#### Financial Results

Particulars	(Rs. in lakhs)	
	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Income from Operations & Investment (including other Income)	16,895.49	3,000.50
Less: Total expenses	711.68	970.91
Profit before exceptional item, depreciation and tax	16,183.81	2,029.59
Less: Exceptional Item	-	-
Depreciation	13.58	13.86
Profit before Tax	16,170.23	2,015.73
Less: Taxation:		
- Current	3,290.00	302.00
- Earlier Years (net)	-	1.12
- Deferred Tax (net)	-0.02	-6.02
<b>Profit after Tax</b>	<b>12,880.25</b>	<b>1,718.63</b>

Your Company proposes to transfer an amount of Rs.644 lakhs to General Reserves and Rs.2576 lakhs to Reserve Fund.

#### DIVIDEND

Your Directors are pleased to recommend a dividend of Rs. 1.50 per share for the year ended 31<sup>st</sup> March,

2018, subject to approval by the shareholders' at the forthcoming Eighty Fourth Annual General Meeting (AGM) of the Company. The total outgo on account of dividend to the shareholders will be Rs. 191.61 lakhs (inclusive of dividend distribution tax).

#### SUBSIDIARIES

In accordance with Section 136 of the Companies Act, 2013 ("the Act"), the audited financial statements, (including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries), are available on our website [www.silinvestments.in](http://www.silinvestments.in). These documents will also be available for inspection during business hours at our registered office.

Further, pursuant to the provisions of Accounting Standard 21 (AS-21) prescribed under the Companies (Accounting Standards) Rules 2006, the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015") and as prescribed by the Securities and Exchange Board of India, consolidated financial statements presented by the Company include financial information of subsidiary companies, which forms a part of the Annual Report. Pursuant to the provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of subsidiaries in Form AOC-1 is attached to the accounts. Your Company has also formulated a policy for determining material subsidiaries, which is uploaded on the website of the Company at the web link: <http://silinvestments.in/pdfs/PolicyonDeterminingMaterialSubsidiaries.pdf>

#### PUBLIC DEPOSITS

Your Company has neither invited nor accepted / renewed any deposits from the public within the meaning of Section 73 of the Act during the year under review. There are no unclaimed deposits, unclaimed / unpaid interest, refunds due to the deposit holders or to be deposited to the Investor Education and Protection Fund as on 31<sup>st</sup> March, 2018.

#### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Act are given in the notes to the financial statements. Pursuant to Regulations 34(3) and 53(f) of the Listing Regulations, 2015, the particulars of loans/advances given to the subsidiaries have also been disclosed in notes to financial statements.

**CAPITAL ADEQUACY RATIO**

Your Company's Capital to Risk Assets Ratio (CRAR) calculated in line with the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 ("RBI Directions") stood at 98.00%, which is above the regulatory minimum of 15%. Your Company's asset size is Rs. 337.13 crore. Pursuant to the guidelines / directions issued by the Reserve Bank of India ('RBI') as applicable to a Non-Banking Finance Company ('NBFC') your Company every year obtains a certificate from the Statutory Auditors of the Company.

**SHARE CAPITAL**

The paid up Equity Share Capital as on 31<sup>st</sup> March, 2018 was Rs. 10,59,58,600/- comprising of 1,05,95,860 Equity Shares of Rs.10/- each. During the year under review, your Company has not issued any further shares to the members or general public. Your Company's Equity Shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

**TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to the provisions of Section 124 of the Act, the declared dividend which remained unclaimed for a period of seven years has been transferred by the Company to the Investor Education and Protection Fund established by the Central Government pursuant to Section 125 of the Act.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Company is a registered NBFC with RBI since 22<sup>nd</sup> May, 2009. Since then, the Company has been operating successfully under overall superintendence, directions and regulation of the regulatory authority.

The detailed review of the operations, performance and outlook of the Company is given separately in the Management Discussion and Analysis Report as required under Regulation 34 of the Listing Regulations, 2015 by way of an Annexure-I to this report.

**BOARD OF DIRECTORS**

Your Company's Board comprises of six Directors, four of whom are Non-executive Directors and two Executive Directors viz., a Managing Director and an Executive Director designated as Director-in-

Charge. The Non-executive Directors are eminent professionals with vast experience in the area of industry, finance and law.

**DIRECTOR RETIRING BY ROTATION AND RE-APPOINTMENT AS DIRECTOR**

In accordance with the provisions of the Act and in terms of the Articles of Association of the Company, Mr. C. S. Nopany retires by rotation and is eligible for re-appointment at the forthcoming AGM. A brief resume, nature of experience in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 17 of the Listing Regulations, 2015, is provided in the notes to the Notice of the AGM. The Board of Directors of the Company commends the appointment.

**INDEPENDENT DIRECTORS**

All the Independent Directors of your Company have been appointed for a fixed term of 5 consecutive years from the date of their respective appointment and they are not liable to retire by rotation. All Independent Directors have declared that they meet the criteria of independence as laid down under Section 149(6) of the Act and Listing Regulations, 2015.

**BOARD EFFECTIVENESS****Familiarisation Policy**

Pursuant to Regulation 25(7) of Listing Regulations, 2015, the Board has framed a policy to familiarize the Independent Directors about the Company. The policy is available on the website of the Company at the web link : <http://silinvestments.in/pdfs/Policy/Familiarisation%20Policy%20SIL.pdf>

The Familiarization Policy of the Company seeks to familiarize the Independent Directors with the working of the Company, their roles, rights and responsibilities, vis a vis the Company, the industry in which the Company operates, business model, etc.

**BOARD EVALUATION**

Pursuant to the provisions of the Act and Listing Regulations, 2015, the Board has carried out an evaluation of its own performance and of the Directors individually, as well as the evaluation of the working of the Board Committees. The manner of evaluation has been explained in the Corporate Governance Report.

**CRITERIA FOR SELECTION OF DIRECTORS, KMPs AND SENIOR LEADERSHIP POSITIONS AND THEIR REMUNERATION**

The Board on the recommendation of the Nomination & Remuneration Committee has framed a policy for selection and appointment of Directors, Senior Management Personnel and their remuneration. The policy is available on the Company's website at the web link: <http://silinvestments.in/pdfs/RemunerationPolicy.pdf>. The policy contains, inter-alia, principles governing Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of Directors, etc.

**KEY MANAGERIAL PERSONNEL**

Pursuant to the provisions of Sections 2(51) and 203 of the Act read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following are the Key Managerial Personnel of the Company:

- Mrs. Shalini Nopany, Managing Director;
- Mr. Brij Mohan Agarwal, Director-In-Charge;
- Mr. Lokesh Gandhi, Company Secretary & Compliance Officer; and
- Mr. Vikas Baheti, CFO.

**MEETINGS OF THE BOARD**

A calendar of prospective meetings is prepared and circulated in advance to the Directors. The details of Board and Committee meetings held during the year under review are given in the Corporate Governance Report forming part of this Annual Report. The gap between these meetings was within the period prescribed under the Act and Listing Regulations, 2015.

**RELATED PARTY TRANSACTIONS**

All Related Party Transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis for transactions which are of a foreseen and repetitive nature. A detailed statement of such Related Party Transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors for their review on a quarterly basis.

Suitable disclosures as required by the Accounting Standards (AS 18) have been made in the notes to Financial Statements. Form No. AOC-2 is annexed to this report.

All "Material Related Party Transactions", as per Regulation 23 of the Listing Regulations, 2015, were approved at the Annual General Meeting held on 31<sup>st</sup> August, 2017. "Material Related Party Transactions" proposed to be entered into will be placed before the shareholders at the ensuing AGM for their approval.

Your Company has formulated a Related Party Transactions Policy for the purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and is available at the web link : <http://silinvestments.in/pdfs/PolicyonRelatedPartyTransactions.pdf>

**INTERNAL FINANCIAL CONTROL SYSTEMS**

Your Company's Internal Financial Control systems are robust, comprehensive and commensurate with the nature, size, scale and complexity of its business. The system covers all major processes to ensure reliability of financial reporting, compliance with policies, procedures, laws and regulations, safeguarding of assets and economical and efficient use of resources.

The Internal Auditors continuously monitor the efficacy of internal controls with the objective of providing to the Audit Committee and the Board of Directors, an independent, objective and reasonable assurance on the adequacy and effectiveness of the organisation's risk management with regard to the internal control framework.

The policies and procedures adopted by the Company ensures orderly and efficient conduct of its business, adherence to the Company's policies, prevention and detection of frauds and errors, accuracy and completeness of records and timely preparation of reliable financial information.

The Audit Committee actively reviews adequacy and effectiveness of internal control systems and suggests improvements, for strengthening them in accordance with the business dynamics, if necessary. The Audit Committee also meets the Company's Statutory Auditors to ascertain their views on the financial statements, including the financial reporting system and compliance to accounting policies and procedures followed by your Company.

## **AUDITORS REPORT**

The Board has duly reviewed the Statutory Auditors' Report on the financial statements including notes to the financial statements. The observations of the Auditors in their Report on the financial statements of the Company are self-explanatory and in the opinion of the Directors, do not call for any further clarification.

## **AUDITORS**

### **STATUTORY AUDITOR**

The Company's Auditors, M/s. Jitendra K. Agarwal & Associates, Chartered Accountants, (ICAI Firm Registration Number: 318086E), were appointed as the Statutory Auditors of the Company for a period of five years commencing from the financial year 2017-18 to hold office from the conclusion of the 83<sup>rd</sup> Annual General Meeting of the Company till the conclusion of the 88<sup>th</sup> Annual General Meeting to be held in the year 2022. The Auditors have confirmed their eligibility under Section 141 of the Act and the Rules framed thereunder as Auditors of the Company. As required under Regulation 33 of the Listing Regulations, 2015 the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The Auditors' Report for the financial year ended 31<sup>st</sup> March, 2018 has been issued with an unmodified opinion.

### **INTERNAL AUDITOR**

The Board of Directors upon the recommendation of the Audit Committee has on 08<sup>th</sup> May, 2018 re-appointed M/s. J. N. Khandelwal & Co., Chartered Accountants (Reg. No. 004966C) as Internal Auditors of the Company. M/s. J. N. Khandelwal & Co. have confirmed their eligibility and have granted their consent to act as Internal Auditors of the Company.

### **SECRETARIAL AUDIT**

Pursuant to provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. R. Chouhan & Associates, Company Secretary in Practice, to undertake the Secretarial Audit of the Company for the year under review. The Report of the Secretarial Auditor annexed to this Report is self-explanatory and does not call for any further clarification.

## **RISK MANAGEMENT**

As required under Regulation 17(9) of the Listing Regulations, 2015, the Company has established a well-documented and robust risk management framework. Under this framework, risks are identified across all business processes of the Company on a continuous basis. Once identified, these risks are classified as strategic risks, business risks or reporting risks. Strategic risks are those which are associated with the long term interests of the Company. Reporting risks are associated with incorrect or un-timely financial and non-financial reporting.

The Risk Management Committee and the Board of Directors review the Risk Management Strategy of the Company to ensure effectiveness of the Risk Management Procedures.

## **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information with regard to conservation of energy and technology absorption, in terms of the Section 134(3)(m) of the Act is not applicable to the Company as the Company has no manufacturing activity. Particulars with regard to Foreign Exchange Earnings and Outgo are given in notes to accounts and form part of this Report.

## **CORPORATE GOVERNANCE**

Your Company is committed to maintain highest standards of ethics and governance, resulting in enhanced transparency for the benefit of all stakeholders. Your Company has implemented all the stipulations enshrined in the Listing Regulations, 2015 and the requirements set out by the Securities and Exchange Board of India. The Report on Corporate Governance forms part of this report as "Annexure II". The requisite certificate from the Statutory Auditors of the Company, M/s. Jitendra K. Agarwal & Associates, Chartered Accountants, confirming compliance with the conditions of Corporate Governance is annexed to the Report on Corporate Governance, which forms part of this report.

## **CORPORATE SOCIAL RESPONSIBILITY**

In conformity with Section 135 of the Act and Rules made thereunder, your Company has formed a Corporate Social Responsibility ("CSR") Committee to oversee the CSR activities initiated by the Company during the financial year under review. The details of the Committee and its terms of reference are set out

in the Corporate Governance Report forming part of the Board's Report. Your Company has adopted a CSR Policy for the Company which provides a broad framework with regard to implementation of CSR activities carried out by the Company in accordance with Schedule VII of the Act. The CSR Policy may be accessed on the Company's website at the link: <http://silinvestments.in/pdfs/CSR%20Policy.pdf>. During the financial year 2017-18, your Company has spent Rs. 35 lakhs towards CSR activities. Your Company's key objective is to make a difference to the lives of the underprivileged and is committed to CSR engagement. A report on CSR activities as prescribed under the Act and Rules made thereunder is annexed herewith as "Annexure III".

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

Your Company has in place a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of your Company's Code of Conduct.

Under the vigil mechanism of the Company, which also incorporates a Whistle Blower Policy in terms of the Regulation 22 of the Listing Regulations, 2015, protected disclosures can be made by a whistle blower through an e-mail or dedicated telephone line or a letter to the Chairman of the Audit Committee. Adequate safeguards are provided against victimization to those who avail of the vigil mechanism.

The Policy on Vigil Mechanism and Whistle Blower Policy may be accessed on the Company's website at the link: <http://silinvestments.in/pdfs/WhistleBlowerPolicy.pdf>.

### **PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

As required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules framed thereunder, your Company has implemented a policy on prevention, prohibition and redressal of sexual harassment at the workplace. This has been widely communicated internally.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS**

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

### **EXTRACT OF ANNUAL RETURN**

In terms of the provisions of Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in Form MGT-9 for the financial year ended 31<sup>st</sup> March, 2018 is annexed herewith as "Annexure IV" to this Report.

### **COMPLIANCE OF ACCOUNTING STANDARDS**

As per requirements of the Listing Regulations, 2015 and applicable Accounting Standards, your Company has made proper disclosures in financial statements. The applicable Accounting Standards Rules have been duly adopted pursuant to the provisions of Sections 129 and 133 of the Act.

### **COMPLIANCE OF SECRETARIAL STANDARDS**

The Company has complied with the secretarial standards issued by the Institute of Company Secretaries of India and forming part of the Act, on meetings of the Board of Directors and General Meetings.

### **CONSOLIDATED FINANCIAL STATEMENTS**

The audited consolidated financial statements based on the financial statements received from the subsidiaries, as approved by their respective Board of Directors have been prepared in accordance with Accounting Standard - 21 (AS-21) on 'Consolidated Financial Statements' notified under Section 133 of the Act, read with Companies (Accounting Standards) Rules, 2006, as applicable.

### **PARTICULARS OF EMPLOYEES**

Disclosures pertaining to remuneration and other required information pursuant to Section 197(12) of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company, is provided herewith under "Annexure V", and forms part of the Report.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained, your Directors make the following statements in terms of Section 134(3)(c) of the Act :

- a. that in the preparation of the annual financial statements for the year ended 31<sup>st</sup> March, 2018, the applicable accounting standards have been followed alongwith proper explanation relating to material departures, if any;

- b. that such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2018 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**ACKNOWLEDGEMENTS**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from various stakeholders including financial institutions and banks, Government authorities and other business associates who have extended their valuable support and encouragement during the year under review.

Your Directors take this opportunity to place on record their deep appreciation for the committed services rendered by the employees of the Company at all levels, who have contributed significantly towards the Company's performance and for enhancing its inherent strength. Your Directors also acknowledge with gratitude the encouragement and support extended by our valued shareholders.

For and on behalf of the Board

**(C. S. Nopany)**

Chairman

(DIN : 00014587)

Place: Kolkata

Dated: 08<sup>th</sup> May, 2018



**ANNEXURE- I TO THE DIRECTORS' REPORT-2018****MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management of the Company is pleased to present the Management Discussion and Analysis Report (to the extent applicable to the Company) covering overall performance and outlook of its activities.

**MACRO ECONOMIC OVERVIEW****Indian Economy:**

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased to 6.6 per cent in 2017-18 and is expected to grow at 7.3 per cent in 2018-19. India's Gross Domestic Product (GDP) at constant prices grew by 7.2 per cent in September-December 2017 quarter as per the Central Statistics Organisation (CSO). Corporate earnings in India are expected to grow by 15-20 per cent in FY 2018-19 supported by recovery in capital expenditure. With the improvement in the economic scenario, there has been an increase in investments in various sectors of the economy.

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, the Hon'ble Prime Minister of India, has launched the Make in India initiative with an aim to boost various sectors of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors.

NBFCs serve as an important lending machinery that supports the government's financial inclusion mission. NBFCs have scripted a great success story and their contribution to the economy has grown from 8.4% in 2006 to above 14% in March 2015. In terms of financial assets, NBFCs have recorded a healthy growth - a Compounded Annual Growth Rate of 19% over the past few years-comprising 13% of the total credit and expected to reach nearly 18% by 2018-19.

As per the RBI Report, the aggregate balance sheet size of the NBFC sector was at Rs. 13.8 trillion in September 2017, expanding by about 16 per cent, as compared to Rs. 11.9 trillion in September 2016. Loans and advances increased by 15.7 percent, whereas, investments increased by 15.8 percent. Net profit increased by 4.7 per cent in September 2017 (y-o-y). RoA was at 1.9 per cent in September 2017.

We believe that the growth momentum of NBFCs will result in increasing their share in the financial services sector in the near future.

**The Company**

Your Company is a registered NBFC with RBI since 22<sup>nd</sup> May, 2009. The mainstay of Company's operations continued to be investments in various companies, under which steady dividend income flows into the Company coupled with sustained appreciation in capital. During the year under review your Company has earned income in the form of dividends, rent, interest on ICD lending activity and profit on sale of investments.

Your Company focuses on two broad categories: (i) Commercial Finance and (ii) Investments. The Company's product suite are given below :

<b>Verticals</b>	<b>Product</b>
Commercial Finance	Inter-Corporate Deposits
Investments	Investments mainly in listed entities and mutual funds

The Company's loan/Investment book continued to remain strong due to its cautious stance on growth and robust risk management. Prudent asset liability management (ALM) and a judicious mix of borrowings from NBFC lenders, have helped in reducing its cost of borrowings in FY 2018. Its capital adequacy remains at a healthy 98.00%.

**Financial Performance**

Your Company's standalone financial performance for FY 2018 vis-à-vis the previous year is given below:

**Standalone financials :**

Rs. in lakhs

Particulars	FY2017-18	FY2016-17
Total Income	<b>16,895.49</b>	3,000.50
Finance Costs	<b>370.18</b>	638.09
Net Income	<b>16,525.31</b>	2,362.41
Operating Expenses	<b>355.08</b>	346.68
Profit Before Tax	<b>16,170.23</b>	2,015.73
Profit after Tax	<b>12,880.25</b>	1,718.63

The consolidated accounts provide a more accurate representation of the Company’s performance as compared to the standalone.

**Consolidated financials :**

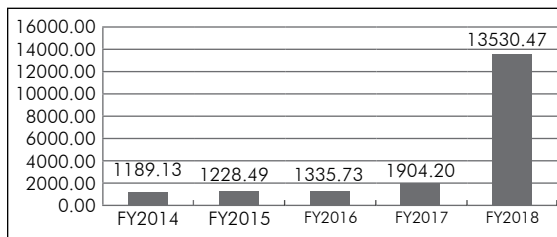
Your Company’s consolidated financial performance for FY 2018 vis-à-vis the previous year is given below. Chart A plots profits after tax over the last five years, while Chart B plots the movement of net owned funds.

**Consolidated financials :**

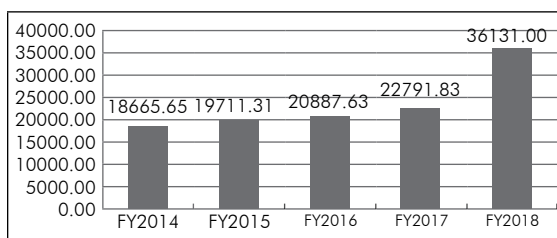
Rs. in lakhs

Particulars	FY2017-18	FY2016-17
Total Income	<b>17,950.82</b>	3,304.07
Finance Costs	<b>370.18</b>	639.65
Net Income	<b>17,580.64</b>	2,664.42
Operating Expenses	<b>500.22</b>	411.66
Profit Before Tax	<b>17,080.42</b>	2,252.76
Profit after Tax (after adjustment of Minority Interest)	<b>13,530.47</b>	1,904.20

**Chart A : Profit After Tax (Rs. in lakhs)**



**Chart B: Net Owned Funds (Rs. in lakhs)**



**Asset Liability Management (ALM)**

The Company’s Asset-Liability Committee (ALCO), set up in line with the guidelines issued by the RBI, monitors asset-liability mismatches to ensure that there is no imbalance or excessive concentration on either side of the Balance Sheet. The Company continues to very closely monitor liquidity in the market and as a part of its ALCO strategy, maintains a liquidity management desk to reduce its liquidity risk. Asset Liability Management Committee comprises of two Directors and Chief Financial Officer. The ALCO meets once a quarter. Monitoring the gaps for taking necessary remedial action is the basic responsibility of the ALCO.

**FULFILMENT OF RBI’S NORMS AND STANDARDS**

SIL Investments Limited fulfils and often exceeds norms and standards laid down by the RBI relating to the recognition and provisioning of non-performing assets, capital adequacy, statutory liquidity ratio, etc. The capital adequacy ratio of the Company is 98.00%, which is well above the RBI norm of 15%.

The Company’s subsidiaries also successfully adhered to the RBI guidelines and were able to maintain gaps within the prudential norms all the time.

**INVESTMENTS**

The investment portfolio of the Company in quoted investments as on 31<sup>st</sup> March, 2018 was Rs. 10,585.62 lakhs, at cost.

**RISKS AND CONCERNS**

Your Company is exposed to specific risks that are particular to its businesses and the environment within which it operates, which include market risk, interest rate volatility, execution risk and economic cycle.

- The Company has significant quoted investments which are exposed to fluctuations in stock prices. These investments represent a substantial portion of the Company’s core capital and are vulnerable to fluctuations in the stock markets. Any decline in these quoted investments may severely impact its financial position and results of operations.
- Credit risk is a risk arising from default or failure on the part of borrowers in meeting their financial obligations towards repayment of loans and interest. This risk is comprehensively addressed by the Company both at the strategic level and at the client level.

- **Liquidity Risk: Asset/Liability Management:** The Company is exposed to liquidity risk principally as a result of lending to its customers for periods which may differ from those of its funding sources. Financial firms are now increasingly focused on asset-liability risk. Asset-liability risk is a leveraged form of risk. The capital of most financial institutions is small relative to the firm's assets or liabilities, hence small percentage changes in assets or liabilities can translate into large percentage changes in capital.

The risk is that the value of assets might fall or that the value of liabilities might rise. It was that Capital might be depleted by narrowing of the difference between assets and liabilities—that the values of assets and liabilities might fail to move in tandem. The Company is alive to the dynamics of this risk and has in place a control structure for closely monitoring incipient signs of risk in this area and to take necessary corrective measures, if needed. The Company's treasury actively manages asset liability positions in accordance with the overall guidelines laid down by the management in the Asset Liability Management (ALM) framework.

- The Company can be adversely affected by volatility in interest rates in India, which could cause its margins to decline and profitability to shrink. Earnings from interest income is steadily becoming one of the important businesses of the Company. It is therefore exposed to interest rate risk, principally as a result of lending to its customers at interest rates, in amounts and for periods which may differ from those of its funding sources. Your Company is hedged to a large extent against this risk through the reset clause in its advances portfolio.
- While the Indian economy has shown sustained growth over the last several years, a slowdown could cause the business of the Company to suffer. The Company manages such risks by maintaining a conservative financial profile and following prudent business and risk management practices.
- The risk appetite is enunciated by the Board from time to time. The Company has in place specially mandated Committees such as ALCO, Risk Management Committee, besides Nomination and Remuneration Committee and Audit Committee.

## **INTERNAL CONTROL SYSTEMS**

The Company has an independent internal control system which is commensurate with the size and scale of the Company. It evaluates the adequacy of all internal controls and processes and ensures strict adherence to clearly laid down processes and procedures as well as to prescribed regulatory and legal framework. Conforming to the requirements of regulatory authorities such as the RBI and the SEBI and consistent with the requirements of the Listing Regulations of the Stock Exchanges, the Company has institutionalized an elaborate system of control processes designed to provide a high degree of assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, reliability of financial controls and compliance with applicable laws and regulations. The Internal Auditors are mandated to carry out periodical audit and report on areas of non-compliances / weaknesses. Corrective actions in case of reported deficiencies, if any, are taken actively to further strengthen the internal control systems. These reports are reviewed by the Audit Committee of the Board of Directors for follow-up action and instructions are issued for taking necessary measures.

## **FUTURE OUTLOOK**

The Company's present business operations are preponderantly that of an investment company, future of which largely depends upon financial and capital markets. Your Company has investments in financially sound companies and has immovable properties in the State of Maharashtra, U.P., etc. The Company will continue to earn good dividend and rent income. However, the income from the advances/lending business is steadily growing, contributing significant volume to the overall business of the Company. The management is optimistic about the future outlook of the Company. Further, more promising areas of activity are being explored on a sustained basis. The Company will expand its activities, consistent with its status as a NBFC.

## **Cautionary Statement**

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking' within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied. Important factors that could make a difference to the Company's operations

include changes in Government regulations and tax regime, economic developments within India and abroad, financial markets, etc.

The Company assumes no responsibility in respect of forward-looking statements that may be revised or modified in future on the basis of subsequent developments, information or events. The financial statements are prepared under historical cost convention, on accrual basis of accounting and in accordance with the provisions of the Companies Act, 2013 ("the Act") and comply with the Accounting

Standards notified under Section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006. The management of the Company has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect a true and fair manner, the state of affairs and profit / loss for the year. The narrative on our financial condition and result of operations should be read together with our audited consolidated financial statements and the notes to these statements included in the annual report.

**ANNEXURE-II TO THE DIRECTORS' REPORT****REPORT ON CORPORATE GOVERNANCE****A. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Corporate governance refers to a combination of laws, regulations, procedures, implicit rules and good corporate practices, which ensure that a Company meets its obligations with the objective to optimize shareholder value and fulfill its responsibilities to the community, customers, employees, government and other societal segments. SIL's philosophy is to conduct business with highest ethical standards for growth and prosperity of all the stakeholders on a sustainable basis in keeping with its corporate social responsibilities. This philosophy is built on a rich legacy of fair, transparent and effective governance, and led by strong emphasis on human values, individual dignity and adherence to honest, ethical and professional conduct.

The Company believes that a sound governance discipline also enables the Board to direct and control the affairs of the Company in an effective manner and maximize stakeholder value, including the society at large. This is an ongoing process with the Company and we continuously endeavor to improve upon our practices in line with the changing demands of the business. SIL adopts innovative approaches for leveraging all its resources; and encourages a spirit of conversion of opportunities into achievements. SIL's Code of Conduct enabled it to reflect the diverse business, cultural and other factors that have a bearing on the health of brand 'SIL'. The Company's governance structure and systems are the foundation which provides and nurtures ramping up of healthy and sustainable growth of human resources, through empowerment and motivation. In this, your Company is guided by its Code on Corporate Governance.

Keeping in view the Company's size, reach, complexity of business and corporate tradition, the Corporate Governance framework is based on the following main principles:

- Strategic supervision by the Board of Directors which is made up of appropriate size, bouquets of experience and commitment to discharge their responsibilities;
- Timely and adequate flow of information to the Board and its Committees for meaningful and focused discussion at the meetings to enable them to discharge their fiduciary duties;
- Independent verification of Company's financial reporting from time to time and on quarterly basis;
- A sound system of internal controls within the risk management framework to mitigate perceived risk factors;
- Timely and balanced disclosure of all material information; and disclosure of all deviations, if any, to all stakeholders;
- Compliance with applicable laws, rules, regulations and guidelines; and
- Transparency and defined accountability.

The Board of Directors play an active role in fulfilling its fiduciary obligation to shareholders by efficiently overseeing management functions to ensure their effectiveness in delivering shareholder value. The governance framework is made effective through an efficient system of timely disclosures and transparent business practices.

**B. BOARD OF DIRECTORS**

The Board of Directors which is a body formed to serve and protect the overall interest of all the stakeholders, provides and evaluates the strategic direction of the Company; formulates and reviews management policies and ensures their effectiveness. The Director-in-Charge of the Company along with the Managing Director manages the business of the Company under the overall superintendence, guidance and control of the Board, assisted by a competent team.

## COMPOSITION

The Company strives to attain a balanced Board with optimum combination of Executive and Non-Executive Directors, including independent professionals, who play a crucial role in Board processes and provide independent judgment on issues of strategy and performance. The Company's Board of Directors currently comprises of six members, four of whom are Non-executive Directors and two Executive Directors i.e. one Executive Director and one Managing Director. The Non-executive Directors are eminent professionals with vast experience of industry, finance and law. The Board is headed by a Non-executive Chairman. All Independent Directors are persons of eminence and bring a wide range of expertise and experience to the Board thereby ensuring best interest of stakeholders and the Company. Except the Managing Director, Executive Director and Independent Directors, all Directors are liable to retire by rotation. .

None of the Directors on the Company's Board are member of more than 10 (ten) committees and chairman of more than 5 (five) committees (being Audit Committee and Stakeholders' Relationship Committee) across all the companies in which he/she is a Director. All the Directors have made necessary disclosures regarding committee positions held by them in other companies and do not hold the office of Director in more than 10 (ten) public companies as on 31<sup>st</sup> March, 2018. The composition of the Board was in conformity with Regulation 17 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as on 31<sup>st</sup> March, 2018.

## DETAILS OF DIRECTORSHIPS / COMMITTEE POSITIONS HELD

The composition of the Board of Directors, No. of shares held in the Company and the number of other Directorships / Board level committee positions held by them in other Indian public companies as on 31<sup>st</sup> March, 2018 is as follows:

Name of Director	Category of Director	No. of shares held in SIL	Number of Other Directorship in Public Companies (Other than SIL)	No. of other companies Board Committee(s)	
				Chairperson	Member
Mr. C. S. Nopany (DIN: 00014587)	NED	1,209	9	1	0
Mrs. Shalini Nopany (DIN: 00077299)	ED (M.D)	Nil	5	0	1
Mr. Brij Mohan Agarwal (DIN: 03101758)	ED	-do-	7	0	3
Mr. Sanjay Goenka (DIN: 00420444)	I	-do-	1	0	0
Mr. Subroto Lahiri (DIN: 01719327)	I	-do-	1	0	0
Mr. Abhrajit Dutta (DIN: 00546556)	I	-do-	1	0	0

NED - Non Executive Director, ED - Executive Director, MD – Managing Director, I - Independent Director

### Notes:

1. The Directorships held by the Directors, as mentioned above excludes alternate directorships, directorships in foreign companies, companies under Section 8 of the Companies Act, 2013 and private limited companies, which are not subsidiaries of public limited companies.
2. Board Committees represent membership / chairmanship of two committees viz. Audit Committee and Stakeholders' Relationship Committee as per Regulation 26 of Listing Regulations.
3. As on 31<sup>st</sup> March, 2018, none of the Directors of the Company were related to each other, except Mr. C. S. Nopany and Mrs. Shalini Nopany who are related to each other.

### **BOARD MEMBERSHIP CRITERIA**

The Nomination and Remuneration Committee in consultation with the Board determines the appropriate characteristics, skills and experience required for the Board as a whole and for individual members. The Board members are expected to possess the required qualification, integrity, expertise and experience for the position. They should also possess deep expertise and insights in sectors / areas relevant to the Company and ability to contribute to Company's growth.

### **BOARD INDEPENDENCE**

Our definition of 'Independence' of Directors is derived from Regulation 16(b) of the Listing Regulations and Section 149(6) of the Companies Act, 2013 ("the Act"). Due to promulgation of Section 149 of the Act and Regulation 25 of the Listing Regulations which came into force from 01<sup>st</sup> December, 2015, Independent Directors can be appointed for 2 fixed terms of maximum five years each and they shall not be liable to retire by rotation. Therefore, the Company has appointed / re-appointed all the existing Independent Directors for a term of five consecutive years in compliance with the aforesaid provisions. The Company has issued formal letters of appointment to all the Independent Directors as prescribed under the provisions of the Act and the terms and conditions of their appointment have been uploaded on the website of the Company. The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as specified under Section 149(6) of the Act and that they are qualified to act as Independent Directors.

As required under the Act, the Independent Directors held a separate meeting to assess the functioning of the Board and to evaluate the performance of the Chairman and Executive Director.

### **FAMILIARISATION OF BOARD MEMBERS**

As an onboarding process, all new Directors inducted on the Board are taken through a familiarization process whereby information of the Company is explained to the Director.

The provision of an appropriate induction programme for the Directors and ongoing training for existing Directors is a major contributor to the maintenance of high Corporate Governance standards of the Company. All newly inducted Non-executive Directors on the Board are introduced to the Company's culture through appropriate orientation, presentations made by senior management to provide an overview of the Company business. They are also introduced to the organization structure, board procedures, matters reserved for Board, major risks and risk management strategy. The Independent Directors, from time to time, request the management to provide detailed understanding of the activity or process of the Company. The management provides such information to the Board from time to time.

The induction process is designed to:

- a. build an understanding of SIL, its businesses and the markets and regulatory environment in which it operates;
- b. provide an appreciation of the role and responsibilities of the Director;
- c. fully equip Directors to perform their role on the Board effectively; and
- d. develop understanding of the Company's people and its key stakeholder relationships.

The policy is available on the website of the Company at the web link: <http://silinvestments.in/pdf/policy/FamiliarisationProgramme.pdf>

### **BOARD MEETINGS AND PROCEDURE**

The Board meets at least once in every quarter, inter alia, to review the quarterly results and other items on the agenda and minimum 4 (four) pre-scheduled Board meetings are held every year. Apart from the above, additional Board meetings are convened by giving appropriate notice to address the specific needs of the Company. In case of business exigencies or urgency of matters, resolutions are passed by way of circulation.

During the year under review seven Board meetings were held on 29<sup>th</sup> May, 2017; 17<sup>th</sup> July, 2017; 18<sup>th</sup> October, 2017; 21<sup>st</sup> November, 2017, 17<sup>th</sup> January, 2018, 12<sup>th</sup> February, 2018 and 06<sup>th</sup> March, 2018. The meetings were held as per the requirements of business and at intervals within the legally permitted limits. The necessary quorum was present in all the Board meetings. Leave of Absence was granted to the concerned Directors who could not attend the respective Board meeting. The details of attendance of Directors at the Board meetings and at the last Annual General Meeting are as under:

Name of Director	No. of Board meetings held and attended during the year		Attendance at last AGM
	Held during the tenure	Attended	
Mr. C. S. Nopany	7	5	No
Mrs. Shalini Nopany	7	2	No
Mr. Brij Mohan Agarwal	7	7	No
Mr. Subroto Lahiri	7	6	No
Mr. Sanjay Goenka	7	7	Yes
Mr. Abhrajit Dutta	7	6	No

### **BOARD SUPPORT**

The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The Company Secretary is also responsible for preparation of the agenda and convening of the Board and Committee meetings.

The Company Secretary advises / assures the Board on compliance and governance principles and ensures appropriate recording and circulation of Minutes of the meetings amongst the Directors.

### **INFORMATION TO THE BOARD**

The internal guidelines for Board / Board Committee meetings facilitate the decision making process at the meetings of the Board / Committees in an informed and efficient manner. Board meetings are governed by a structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The Company Secretary in consultation with the senior management prepares the detailed agenda for the meetings.

Agenda papers and notes on agenda are circulated to the Directors, in advance, in the defined agenda format. All material information is circulated along with agenda papers for facilitating meaningful and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, the same are tabled at the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted. Frequent and detailed deliberation on the agenda provides the strategic roadmap for the future growth of the Company.

A detailed agenda folder is sent to each Director in advance of the Board meetings, covering inter alia, the required information as enumerated in Part A of Schedule II to Regulation 17(7) of the Listing Regulations. As a policy, all major decisions involving allocation and deployment of funds, investments and capital expenditure, in addition to matters which statutorily require the approval of the Board are placed before the Board for its consideration and directions.

The following information, inter alia, as may be applicable and required, is provided to the Board as part of the agenda papers.

- Quarterly, half yearly and annual results of the Company;
- Minutes of the Audit and other Committees of the Board;
- Information relating to recruitment and remuneration of senior level officers just below the Board;



- Materially important legal or taxation matters;
- Status of financial obligations to and by the Company;
- Any significant development in human resources or industrial relations;
- Details of risk exposure and steps taken by management to limit or restrain the risk; and
- Compliance status with any regulatory, statutory or Listing Regulations related requirements or in relation to any shareholder services.

The Board periodically reviews compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliance, if any.

### **Separate Independent Directors' Meeting**

As required under the Act and Listing Regulations, the Independent Directors met on 12<sup>th</sup> February, 2018 without the presence of Executive Directors or management representatives. The Independent Directors at their meeting held on 12<sup>th</sup> February, 2018, inter alia, discussed:-

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

In addition to this meeting, interactions outside the Board meetings also take place between the Chairman and Independent Directors.

### **Board Evaluation / Performance**

In terms of the requirements of the Act and Listing Regulations, the Board has evaluated its own performance, performance of the Directors individually as well as the evaluation of the working of its committees. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its committees, Board culture, execution and performance of specific duties, obligations and governance.

### **Code of Conduct and Ethics**

The Company has formulated a Code of Conduct (the Code) for the entire Board of Directors and senior management to avoid a conflict of interest. The Code is derived from three inter linked fundamental principles, namely: good corporate governance, good corporate citizenship and exemplary personal conduct. The Directors and senior management have affirmed compliance with Code for the year 2017-2018. A declaration to this effect signed by the Director-In-Charge is attached and forms part of this report. The Code is available on the Company's website: [www.silinvestments.in](http://www.silinvestments.in). There were no material, financial and commercial transactions in which the senior management had a personal interest, leading to a potential conflict of interest during the year under review.

### **Subsidiary Companies**

The Company has four subsidiaries viz. RTM Investment & Trading Co. Ltd., SCM Investment & Trading Co. Ltd., RTM Properties Limited and SIL Properties Limited. During the FY 2017-18, the Audit Committee reviewed the financial statements (in particular, the investments made) of each of the subsidiary companies. Minutes of the Board meetings of these subsidiary companies were regularly placed before the Board. The Board periodically reviews the statement of all significant transactions and arrangement, if any, entered into by the subsidiaries.

## **C. DETAILS OF REMUNERATION PAID TO DIRECTORS**

The Managing Director receives salary, allowances and perquisites, while all the Non-executive Directors receive sitting fees and allowances (if applicable) and annual commission within the prescribed limits as set out in the Act.

The Executive Director (Director-In-Charge) of the Company was entitled for payment of remuneration by way of commission as determined by the Board of Directors of the Company from time to time. There has been no materially relevant pecuniary transaction or relationship between the Company and its Non-executive Directors during the year.

**a) Remuneration paid/payable to Non-Executive Directors of the Company**

The Non-executive Directors are paid sitting fees for attending each meeting of the Board of Directors and Committees thereof. They are also entitled to a fixed commission of Rs. 50,000/- per year payable proportionately to their tenure in office as Directors of the Company.

The total commission payable to all the Non-executive Directors for the financial year 2017-18 will be Rs.2,00,000/- for which provision has been made in the books of accounts. The commission shall be paid after the adoption of annual accounts of the Company for the year ended 31<sup>st</sup> March, 2018 by the shareholders at the forthcoming AGM. The commission to all the Non-executive Directors of the Company is determined after taking into account their valuable contribution and guidance in the various business initiatives and decisions at the Board level and also profitability of the Company. The details of commission payable and sitting fees (including for committee meetings) paid to the Directors during the year 2017-2018 is as follows:

S. No.	Name of Director	Commission (Rs.)	Sitting Fees (Rs.)
1	Mr. C. S. Nopany	50,000	62,500
2	Mr. Sanjay Goenka	50,000	97,500
3	Mr. Subroto Lahiri	50,000	65,000
4	Mr. Abhrajit Dutta	50,000	47,500
	<b>Total</b>	<b>2,00,000</b>	<b>2,72,500</b>

**b) Remuneration paid/payable to the Managing Director and Executive Director of the Company for the year ended 31<sup>st</sup> March, 2018, is as under:**

**(Amount Rs.)**

S. No.	Particulars	Salary etc.	Commission	Perquisites	Retirement Benefits	Total
1	Mrs. Shalini Nopany – Managing Director	60,00,000	–	28,800	–	60,28,800
2	Mr. Brij Mohan Agarwal – Director-In-Charge	–	50,000	–	–	50,000

**D. COMMITTEES OF THE BOARD**

Pursuant to Listing Regulations and provisions of the Act, the Board of Directors constituted various Committees of Directors with adequate delegation of powers to properly discharge businesses of the Company.

These committees are:

- Audit Committee;
- Stakeholders’ Relationship Committee;
- Nomination and Remuneration Committee;
- Finance & Corporate Affairs Committee;
- Corporate Social Responsibility Committee;
- Assets Liabilities Committee; and
- Risk Management Committee.

The details of these Committees are as follows:

**(I) AUDIT COMMITTEE****COMPOSITION**

The Audit Committee comprises three Independent Directors and is headed by Mr. Sanjay Goenka. The other members of the Committee are Mr. Subroto Lahiri and Mr. Abhrajit Dutta.

**TERMS OF REFERENCE**

The terms of reference of the Audit Committee are in conformity with Section 177 of the Act and Regulation 18 of the Listing Regulations.

**MEETINGS AND ATTENDANCE**

During the year under review six meetings of the Committee were held on 29<sup>th</sup> May, 2017; 17<sup>th</sup> July, 2017; 18<sup>th</sup> October, 2017; 17<sup>th</sup> January, 2018; 12<sup>th</sup> February, 2018 and 06<sup>th</sup> March, 2018. The composition of the Committee and attendance of the members at the meetings was as follows:

<b>Name of the Member</b>	<b>Status</b>	<b>Category</b>	<b>Number of Meetings Attended</b>
Mr. Sanjay Goenka	Chairman	Independent	6
Mr. Subroto Lahiri	Member	Independent	5
Mr. Abhrajit Dutta	Member	Independent	5

The constitution of the Audit Committee meets the requirements of Section 177 of the Act. The Committee reviews various aspects of the internal audit control system. The requirements in respect of Regulation 18 of the Listing Regulations are also reviewed by the Committee.

**(II) STAKEHOLDERS' RELATIONSHIP COMMITTEE****COMPOSITION**

The Stakeholders' Relationship Committee constituted as a mandatory committee of the Board, presently comprises of two Non-executive Directors and one Executive Director of the Company and is headed by Mr. C. S. Nopany. The other members of the Committee are Mr. Brij Mohan Agarwal and Mr. Subroto Lahiri. The Constitution of the Stakeholders' Relationship Committee meets the requirements of Section 178 of the Act.

**TERMS OF REFERENCE**

The Committee inter-alia oversees the redressal of shareholder and investor complaints / requests for transfer / transmission of shares, sub-division and consolidation of share certificates, issue of duplicate share certificates, requests for dematerialization and rematerialisation of shares, non-receipt of declared dividend and non-receipt of Annual Report. It also recommends measures for improvement in investor services. The Committee keeps a close watch on the performance of Link Intime (India) Pvt. Ltd., Registrar & Share Transfer Agent of the Company. The Company Secretary, designated as the compliance Officer of the Company, acts as the ex-officio Secretary of the Committee. Besides the above, the Committee also reviews the shareholding pattern, which is submitted to the Stock Exchange. The Committee meets as often as is necessary for resolution of important matters within its mandate. There were no investor complaints pending at the end of the financial year.

**MEETINGS AND ATTENDANCE**

During the year under review, six meetings of the Committee were held on 18<sup>th</sup> April, 2017; 7<sup>th</sup> July, 2017; 21<sup>st</sup> September, 2017, 6<sup>th</sup> October, 2017; 27<sup>th</sup> November, 2017 and 25<sup>th</sup> January, 2018. The composition of the Committee and the attendance of the members at the meeting was as follows:

<b>Name of the Member</b>	<b>Status</b>	<b>Category</b>	<b>Number of Meetings Attended</b>
Mr. C. S. Nopany	Chairman	Non-Executive Director	2
Mr. Brij Mohan Agarwal	Member	Executive Director	6
Mr. Subroto Lahiri	Member	Independent	5

### INVESTORS' COMPLAINTS RECEIVED AND RESOLVED DURING THE YEAR

During the year under review the Company received 38 complaints / letters from the shareholders which were duly attended. The average period of redressal of grievances is 7 days from the date of receipt of letters/complaints. There were no unresolved complaints as on 31<sup>st</sup> March, 2018.

### III. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Board comprises of three Independent Directors, namely Mr. Sanjay Goenka, Mr. Subroto Lahiri and Mr. Abhrajit Dutta. The Committee is headed by Mr. Sanjay Goenka.

#### TERMS OF REFERENCE

The terms of reference of Nomination and Remuneration Committee are in conformity with Section 178 of the Act and Regulation 19 of the Listing Regulations.

#### MEETINGS AND ATTENDANCE

During the year under review, two meetings of the Committee were held on 29<sup>th</sup> May, 2017 and 25<sup>th</sup> July, 2017. The composition of the Committee and attendance of the members at the meeting was as follows:

Name of the Member	Status	Category	Number of Meetings Attended
Mr. Sanjay Goenka	Chairman	Independent	2
Mr. Subroto Lahiri	Member	Independent	1
Mr. Abhrajit Dutta	Member	Independent	2

### IV. FINANCE & CORPORATE AFFAIRS COMMITTEE

#### COMPOSITION

The Finance and Corporate Affairs Committee (FCAC) presently comprises of one Executive Director and two Non-Executive Directors and is headed by Mr. C. S. Nopany, Chairman of the Board. The other members of the Committee are Mrs. Shalini Nopany and Mr. Sanjay Goenka.

#### TERMS OF REFERENCE

The Committee is authorised to decide upon matters relating to borrowings, inter corporate loans / deposits, investments, opening and closing of bank accounts and decide upon various matters related thereto, in terms of the powers delegated to it by the Board.

#### MEETINGS AND ATTENDANCE

During the year under review, eleven meetings of the Committee were held on 24<sup>th</sup> May, 2017; 5<sup>th</sup> July, 2017; 5<sup>th</sup> September, 2017; 8<sup>th</sup> September, 2017; 20<sup>th</sup> September, 2017; 26<sup>th</sup> October, 2017; 7<sup>th</sup> November, 2017; 28<sup>th</sup> November, 2017; 11<sup>th</sup> December, 2017; 3<sup>rd</sup> January, 2018 and 29<sup>th</sup> March, 2018. The composition of the Committee and attendance of the members at the meeting was as follows:

Name of the member	Status	Category	Number of meetings attended
Mr. C. S. Nopany	Chairman	Non-Executive Director	11
Mrs. Shalini Nopany	Member	Executive Director	5
Mr. Sanjay Goenka	Member	Independent	11

This Committee is also entrusted to oversee the operations of the Treasury Division of the Company.

**V CORPORATE SOCIAL RESPONSIBILITY COMMITTEE****COMPOSITION**

The Corporate Social Responsibility (CSR) Committee presently comprises of one Executive Director and two Non-Executive Directors and is headed by Mr. C. S. Nopany, Chairman of the Board. Other members of the Committee are Mrs. Shalini Nopany and Mr. Sanjay Goenka.

**TERMS OF REFERENCE**

The terms of reference of the CSR Committee includes but is not limited to the following:

- 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 Act;
- recommend the amount of expenditure to be incurred on the activities referred to above; and
- monitor the Corporate Social Responsibility Policy of the Company from time to time.

**MEETINGS AND ATTENDANCE**

During the year under review, two meetings of the Committee were held on 29<sup>th</sup> May, 2017 and 17<sup>th</sup> February, 2018.

The attendance of the members of the Committee at the meeting was as follows:

<b>Name of the member</b>	<b>Status</b>	<b>Category</b>	<b>Number of meetings attended</b>
Mr. C. S. Nopany	Chairman	Non-executive Director	2
Mrs. Shalini Nopany	Member	Executive Director	0
Mr. Sanjay Goenka	Member	Independent	2

A report on CSR activities as prescribed under the Act and Rules made thereunder is annexed to the Board Report.

**VI. ASSET-LIABILITY COMMITTEE:****COMPOSITION**

The Asset-Liability Committee comprises of Directors and senior officials of the Company. The members of the Committee are Mr. Brij Mohan Agarwal, Mr. Sanjay Goenka and Mr. Vikas Baheti.

**TERMS OF REFERENCE**

The Committee is empowered to analyze and periodically review returns and short term dynamic liquidity.

**MEETINGS AND ATTENDANCE**

During the year under review, four meetings of the Committee were held on 30<sup>th</sup> June, 2017; 20<sup>th</sup> September, 2017; 21<sup>st</sup> December, 2017; and 22<sup>nd</sup> March, 2018.

The composition of the Committee and attendance of the members at the meeting were as follows:

<b>Name of the member</b>	<b>Status</b>	<b>Category</b>	<b>Number of meetings attended</b>
Mr. Brij Mohan Agarwal	Chairman	Executive Director	4
Mr. Sanjay Goenka	Member	Independent	4
Mr. Vikas Baheti	Member	CFO	–

## VII RISK MANAGEMENT COMMITTEE

### COMPOSITION

The Risk Management Committee comprises of Directors and senior officials of the Company. The members of the Committee are Mr. Brij Mohan Agarwal, Mr. Subroto Lahiri and Mr. Vikas Baheti.

### TERMS OF REFERENCE

The Committee is empowered to review and assess the quality, integrity and effectiveness of the risk management systems and ensure that the risk framework and strategies are effectively managed.

### MEETINGS AND ATTENDANCE

During the year under review, three meetings of the Committee were held on 21<sup>st</sup> September, 2017; 21<sup>st</sup> December, 2017 and 22<sup>nd</sup> March, 2018.

The composition of the Committee and attendance of the members at the meeting was as follows:

Name of the member	Status	Category	Number of meetings attended
Mr. Brij Mohan Agarwal	Chairman	Executive Director	3
Mr. Subroto Lahiri	Member	Independent	3
Mr. Vikas Baheti	Member	CFO	–

## E. COMPANY POLICIES

### I. WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the fundamental business principles of the Company. The employees are encouraged to voice their concerns by way of whistle blowing and all the employees have been given access to the Audit Committee. The Company Secretary is the designated officer for effective implementation of the policy and dealing with the complaints registered under the policy. All cases registered under the Whistle Blower Policy of the Company are subject to review by the Audit Committee.

The Whistle Blower Policy is available on the website of the Company: <http://silinvestments.in/pdfs/WhistleBlowerPolicy.pdf>

### II. REMUNERATION POLICY

The Board on the recommendation of the Nomination and Remuneration Committee has framed a Remuneration Policy for selection and appointment of Directors, senior management personnel and their remuneration. The policy contains, inter-alia, criteria for Directors' appointment and remuneration including determining qualifications, positive attributes, independence of a Director, etc. The policy is available on the website of the Company: <http://silinvestments.in/pdfs/RemunerationPolicy.pdf>

### III. POLICY ON RELATED PARTY TRANSACTIONS

In line with requirement of the Act and the Listing Regulations, your Company has formulated a policy on related party transactions which is also available on the Company's website: <http://silinvestments.in/pdfs/PolicyonRelatedPartyTransactions.pdf>.

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and related parties.

This policy specifically deals with the review and approval of material related party transactions keeping in mind the potential or actual conflict of interest that may arise because of entering into these transactions. All related party transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for transactions with related parties which are of a repetitive nature and / or entered in the ordinary course of business and on an arm's length basis.

#### **IV. CORPORATE SOCIAL RESPONSIBILITY POLICY**

The Corporate Social Responsibility policy is formulated in consultation with the CSR Committee and as envisaged under Section 135 of the Act and the Rules framed thereunder and is available on the Company's website: <http://silinvestments.in/pdfs/CSR%20Policy.pdf>. The CSR Policy outlines the Company's philosophy and responsibility as a corporate citizen of India and lays down the guidelines and mechanism for undertaking socially useful programmes for the welfare and sustainable development of the communities in and around the Company's area of operations and other parts of the country.

#### **V. MATERIAL SUBSIDIARY POLICY**

In line with requirement of Regulation 46(2)(h) of the Listing Regulations, your Company has formulated a policy on material subsidiaries which is also available on the Company's website : <http://silinvestments.in/pdfs/PolicyonDeterminingMaterialSubsidiaries.pdf>.

The objective of this policy is to determine material subsidiaries of the Company and to provide the governance framework for such subsidiaries.

#### **F. MANAGEMENT DISCUSSION AND ANALYSIS**

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

#### **G. DISCLOSURES**

##### **(a) Related Party Transactions**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. All Related Party Transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis for transactions which are of a foreseen and repetitive nature. A detailed statement of such related party transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee and the Board of Directors for their review on a quarterly basis.

Details of related party transactions are disclosed in Note No. 22.05 of the Annual Financial Statements in accordance with compliance with the Accounting Standard relating to "Related Party Disclosures". Details of all such transactions are provided to the Board at the Board meetings, and the interested Directors neither participate in the discussion, nor vote on such matters.

All "Material Related Party Transaction" as per Regulation 23 of the Listing Regulations were approved at the Annual General Meeting held on 31<sup>st</sup> August, 2017. All proposed "Material Related Party Transactions" will be placed before the shareholders at the ensuing AGM for their approval.

##### **(b) Accounting treatment in preparation of financial statements**

The financial statements prepared comply with all material respects with the Accounting Standards notified under Section 133 and the relevant provisions of the Act and generally accepted accounting principles in India.

##### **(c) Proceeds from public issues, rights issues, preferential issues etc.**

During the year under review, no proceeds were raised by the Company from public issues, rights issue, preferential issue, etc.

##### **(d) Insider Trading**

In order to regulate trading in securities of the Company by the Directors and designated employees, your Company has adopted a Code of Internal Procedures and Conduct (the Insider Trading Code) framed under SEBI (Prohibition of Insider Trading) Regulation, 2015 which, inter alia, prohibited the trading in shares by an 'insider' when in possession of unpublished price sensitive information.

Insider Trading Code prevents misuse of unpublished price sensitive information and it also provides for periodical disclosures and obtaining pre-clearance for trading in securities of your Company by the Directors, designated employees and connected persons of your Company.

**(e) Compliance with the Mandatory Corporate Governance Requirements as prescribed under the Listing Regulations**

The Board of Directors periodically review the compliance of all applicable laws. The Company is in full compliance with all the mandatory requirements of Corporate Governance as specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

**(f) Risk Management**

As required under Regulation 17 of Listing Regulations, the Company has established a well-documented and robust risk management framework. Under this framework, risks are identified across all business processes of the Company on a continuous basis. Once identified, these risks are classified as strategic risks, business risks or reporting risks. Strategic risks are those which are associated with the long term interests of the Company. Reporting risks are associated with incorrect or un-timely financial and non-financial reporting.

The Risk Management Committee and the Board of Directors review the Risk Management Strategy of the Company to ensure effectiveness of the Risk Management procedures. The Board of Directors of the Company are regularly apprised on the key risk areas and a mitigation mechanism is recommended.

During the year, the Risk Management Committee has reviewed the risk assessment and minimization procedures and appropriate risk mitigation procedures commensurate to the risks has been adopted.

**(g) Corporate Ethics**

As a responsible corporate citizen, the Company consciously follows corporate ethics in business and corporate interactions. The Company has framed codes and policies providing guidance for carrying business in an ethical manner. Some of these policies are:

- a. Code for Prevention of Insider Trading;
- b. Code of Conduct;
- c. Whistle Blower Policy; and
- d. Code for Corporate Disclosure.

In conformity with the recent statutory changes, the codes have been revised accordingly.

**(h) Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification**

As per the requirement of Regulation 17(8) of the Listing Regulations, a certificate duly signed by CEO (Director-in-charge) and CFO of the Company, regarding the financial statements for the year ended 31<sup>st</sup> March, 2018, was placed at the Board meeting of the Company held on 8<sup>th</sup> May, 2018.

**H. UNPAID / UNCLAIMED DIVIDENDS**

As per Sections 124 and 125 of Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, shares pertaining to shareholders who have not encashed / claimed dividends for seven consecutive years from the date of declaration were required to be transferred to the demat account of the Investor Education and Protection Fund (IEPF) Authority. The shareholders whose dividend / shares are transferred to the IEPF Authority can claim their dividend / shares from the IEPF Authority.

In accordance with the new IEPF Rules, the Company had sent notice to all shareholders whose shares were due to be transferred to the IEPF Authority and published requisite advertisement in the newspaper prior to transfer of the shares pertaining to such shareholders of the Company to the demat account of the IEPF Authority.



The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31<sup>st</sup> August, 2017 (date of last Annual General Meeting) and the list of shareholders whose shares have been transferred to the IEPF Authority on the Company's website: [www.silinvestments.in](http://www.silinvestments.in).

## I. SHAREHOLDER INFORMATION

### (i) Means of communication

In accordance with Regulation 46 of the Listing Regulations, the Company has maintained a functional website i.e. [www.silinvestments.in](http://www.silinvestments.in) containing information about the Company viz. the details of its business, financial information, shareholding pattern, compliance with corporate governance, 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 audited financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board. The results are normally published in Business Standard in English and Rajasthan Patrika / Dainik Bhaskar in Hindi in terms of Regulation 47 of the Listing Regulations. The results are hosted on the website of the Company: [www.silinvestments.in](http://www.silinvestments.in)

Further, the Company disseminates to the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited wherein the equity shares of the Company 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. For the benefit of the shareholders a separate email id has been created for shareholder correspondence viz. [investor.grievances@silinvestments.in](mailto:investor.grievances@silinvestments.in)

### (ii) General Body Meetings

#### (a) Annual General Body Meetings of the Company

Details of the last three Annual General Meetings of the Company are as under:

AGM	Financial Year	Date	Time	Venue	Special business/s if any, passed
83 <sup>rd</sup>	2016-2017	August 31, 2017	10.30 a.m.	Registered Office: Pachpahar Road Bhawanimandi (Rajasthan)	<ol style="list-style-type: none"> <li>Power to enter into loan/ contracts/ arrangements/ transactions/ (deemed to be related party transactions) with entities/ qualified corporate bodies within the overall limit.</li> <li>Revision in terms of remuneration of Mrs. Shalini Nopany, Managing Director of the Company.</li> <li>Maintenance of the Register of Members and related books at a place other than the Registered Office of the Company.</li> </ol>

AGM	Financial Year	Date	Time	Venue	Special business/s if any, passed
82 <sup>nd</sup>	2015-2016	August 27, 2016	10.30 a.m.	Registered Office: Pachpahar Road Bhawanimandi (Rajasthan)	<ol style="list-style-type: none"> <li>1. Appointment of Mr. Brij Mohan Agarwal as Director.</li> <li>2. Appointment of Mr. Brij Mohan Agarwal as Executive Director.</li> <li>3. Power to enter into loan contracts / arrangements / transactions (deemed to be related party transactions) with the entities / qualified corporate bodies within the overall limit prescribed.</li> <li>4. Appointment of Mr. Abhrajit Dutta as Independent Non-Executive Director.</li> </ol>
81 <sup>st</sup>	2014-2015	August 31, 2015	10.30 a.m.	Registered Office: Pachpahar Road Bhawanimandi (Rajasthan)	<ol style="list-style-type: none"> <li>1. Re-appointment of Mrs. Shalini Nopany as the Managing Director of the Company for a term of 5 years.</li> <li>2. Payment of remuneration to non-executive directors.</li> <li>3. Power to enter into loan contracts / arrangements / transactions (deemed to be related party transactions) with the entities / qualified corporate bodies within the overall limit prescribed.</li> </ol>

The 84<sup>th</sup> Annual General Meeting of the Company is proposed to be held on 31<sup>st</sup> August, 2018 at 10.30 a.m. at the Registered Office of the Company.

**(b) Postal Ballot:**

During the financial year 2017-2018, no Postal Ballot activity was conducted by the Company.

**(iii) General Shareholders' information****(a) 84<sup>th</sup> Annual General Meeting :**

Date	31 <sup>st</sup> August, 2018
Day	Friday
Time	10.30 a.m.
Venue	At Registered Office Pachpahar Road, Bhawanimandi 326 502 (Raj.)

**(b) Last date for receipt of proxies**

Wednesday, 29<sup>th</sup> August, 2018 (before 10.30 a.m. at the Registered Office of the Company).

**(c) Book closure**

The Register of Members and Share Transfer Books of the Company shall remain closed from 25<sup>th</sup> August, 2018 to 31<sup>st</sup> August, 2018 (both days inclusive) for the purpose of Dividend and Annual General Meeting.

**(iv) Details of unclaimed shares in terms of Regulation 39 of Listing Regulations**

Regulation 39(4) of the Listing Regulations read with Schedule VI "Manner of dealing with Unclaimed Shares", which came into effect from 1<sup>st</sup> December, 2015, has directed companies to dematerialize such shares which have been returned as "Undelivered" by the postal authorities and hold these shares in an "Unclaimed Suspense Account" to be opened with either one of the Depositories viz. NSDL or CDSL.

All corporate benefits on such shares viz. bonus, dividends, etc. shall be credited to the unclaimed suspense account as applicable for a period of seven years and will thereafter be transferred in accordance with the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016 (IEPF Rules) read with Section 124(6) of the Companies Act, 2013.

The Company has not transferred any shares in the Unclaimed Suspense account during the year under review.

**(v) Tentative financial calendar:**

Next financial year	1st April, 2018 to 31st March, 2019
First Quarter Results & Limited Review	mid-August, 2018
Second Quarter Results & Limited Review	mid-November, 2018
Third Quarter Results & Limited Review	end-January, 2019
Audited Annual Results (2018-19)	mid-May, 2019

**(vi) Dividend**

Payment date (tentative): 05<sup>th</sup> September, 2018.

The Board of Directors at their meeting held on 8<sup>th</sup> May, 2018, have recommended a dividend of Rs. 1.50 per share for the year ended 31<sup>st</sup> March, 2018, subject to shareholders' approval at the forthcoming Annual General Meeting. If approved the dividend will be paid to the shareholders on or after 05<sup>th</sup> September, 2018 but within 30 working days from the date of Annual General Meeting. The Company will continue to use NECS / ECS or any other electronic mode for payment of dividend to the shareholders located in places where such facilities / system is in existence.

**(vii) Listing on Stock Exchanges and stock codes**

The names of the Stock Exchanges on which the equity shares of the Company are listed with the respective stock codes :

Sl. No.	Name of the Stock Exchange	Stock Code
1.	National Stock Exchange of India Limited, Mumbai	SILINV
2.	BSE Limited, Mumbai	521194

Listing fees for the year 2017-18 have been paid to the Stock Exchanges within the stipulated time.

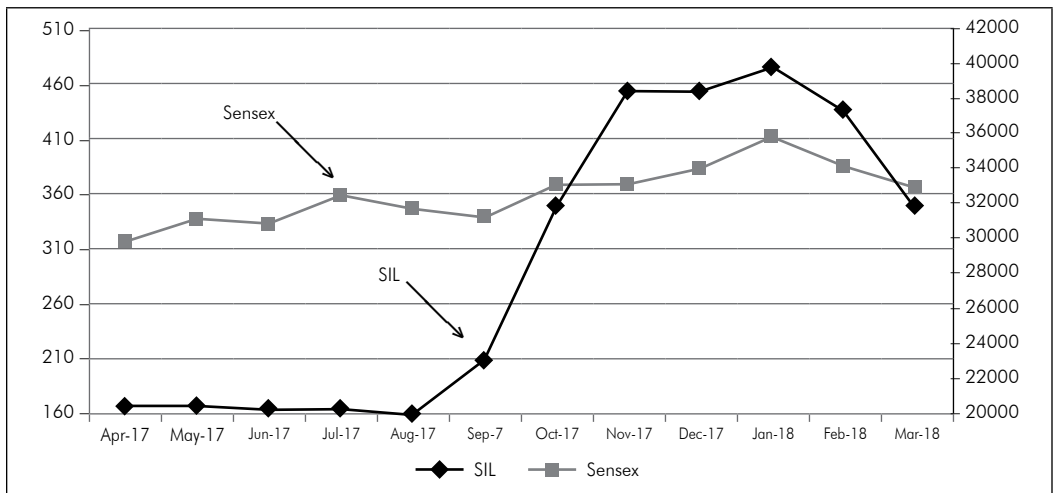
**(viii) Corporate Identification Number**

Corporate Identification Number of the Company allotted by the Ministry of Corporate Affairs, Government of India is L17301RJ1934PLC002761.

**(ix) Stock Data / Market price data**

High/low market price of the Company’s equity share traded on stock exchanges where the shares of the Company are listed during the last financial year are as follows:

Month	BSE Limited, Mumbai		National Stock Exchange of India Limited, Mumbai	
	High	Low	High	Low
April, 2017	179.95	152.30	184.90	148.15
May, 2017	195.00	160.00	223.90	160.25
June, 2017	194.15	166.00	193.55	153.95
July, 2017	185.00	168.00	190.00	163.30
August, 2017	175.00	156.50	183.00	156.30
September, 2017	266.50	161.50	268.40	163.10
October, 2017	364.80	206.30	364.70	203.55
November, 2017	453.90	309.25	455.90	301.00
December, 2017	579.15	423.00	581.70	423.00
January, 2018	574.00	460.00	576.00	466.00
February, 2018	505.30	400.00	506.95	390.20
March, 2018	441.40	341.45	442.00	344.00



**x) Shareholding Pattern**

Details of shareholding by ownership as on 31st March, 2018 was as under:

S. No.	Category	No. of Folios	% of Folios	No. of Shares Held	% of Shareholding
1.	Promoters	11	0.18	66,49,369	62.75
2.	Financial Institutions, Banks and Mutual funds	11	0.18	6,059	0.06
3.	Private Corporate Bodies/Associates/ Other Bodies Corporate/HUF	252	4.09	18,84,507	17.78
4.	Indian Public/Clearing Members	5733	93.10	20,03,990	18.91
5.	FII's	0	0.00	0	0.00
6.	NRI, Foreign Nationals and OCBs / Foreign Portfolio Investors(Corporate)/	150	2.44	51,835	0.50
7.	Trust	1	0.01	100	0.00
	<b>TOTAL</b>	<b>6158</b>	<b>100.00</b>	<b>1,05,95,860</b>	<b>100.00</b>

**(xi) Distribution of shareholding:**

The distribution of shareholding as on 31st March, 2018 was as follows:

S. No.	No. of Equity Shares	No. of Shareholders	% of total Shareholders	No. of Shares held	% of total shares
1.	1 to 100	3,937	63.93	1,58,436	1.49
2.	101 to 500	1,562	25.37	4,00,597	3.78
3.	501 to 1000	322	5.23	2,45,479	2.32
4.	1001 to 5000	271	4.40	5,62,170	5.31
5.	5001 to 10000	34	0.55	2,32,027	2.19
6.	10001 to 100000	20	0.33	5,96,888	5.63
7.	100001 to 500000	5	0.08	10,37,951	9.80
8.	500001 and above	7	0.11	73,62,312	69.48
	<b>TOTAL</b>	<b>6,158</b>	<b>100</b>	<b>1,05,95,860</b>	<b>100</b>

**(xii) Dematerialization of shares and liquidity**

The Equity Shares of the Company are listed on the BSE Limited and National Stock Exchange of India Limited. The Company has an agreement with National Securities Depository Ltd. and Central Depository Services (India) Ltd. for providing depository services for holding the shares in dematerialized mode. As a result, as on 31<sup>st</sup> March, 2018, 97.01% of the total equity share capital of the Company was held in dematerialized form. The Company has paid the requisite fees to all these authorities for the year 2017-18.

**(xiii) Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity**

As on date there are no outstanding warrants or any convertible instruments. The Company has not issued GDRs / ADRs.

**(xiv) Share transfer system**

To expedite the transfer of shares, authority has been delegated to the Stakeholders Relationship Committee of the Board. The Committee considers requests for transfers, transmission, issue of duplicate certificates, issue of certificates on split / consolidation / renewal, etc. and the same are processed and delivered within 15 days of lodgment, if the documents are complete in all respects. In compliance with the Listing Regulations, every six months, the share transfer system is audited by a Practicing Company Secretary and a certificate to that effect is issued by him. The Secretary of the Company is also authorised to approve the transfer of shares in addition to the Stakeholders' Relationship Committee.

**(xv) Address for Shareholders' Correspondence**

Shareholders are requested to correspond with the Registrar and Share Transfer Agent at the below given address on all matters relating to transfers, dematerialization of shares, payment of dividend and any other query relating to the equity shares of the Company.

**(xvi) Registrar and Transfer Agent**

The Company has appointed Link Intime India Private Limited, as Registrar & Share Transfer Agent (RTA) of the Company from 01<sup>st</sup> April, 2016 for handling share registry (physical and electronic modes). Accordingly, all correspondence, request for transfer, transmission, demat / remat and other communication in relation thereto should be mailed/hand delivered to the said RTA directly at the following address:

Link Intime India Pvt. Ltd.  
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg,  
Vikhroli (West), Mumbai 400083.  
Tel: 022-49186270/ 49186000  
Fax: 022-49186060  
Email Id: rnt.helpdesk@linkintime.co.in

**(xvii) Compliance Officer :**

Mr. Lokesh Gandhi  
Company Secretary & Compliance Officer  
seated at Mumbai office at:

601, 6th Floor, E Wing, Lotus Corporate Park,  
185/A, Graham Firth Steel Compound,  
Off: Western Express Highway,  
Goregoan (East), Mumbai 400063  
Tel : 022-4219 8800 / 4219 8834  
Fax : 022-4219 8830/31  
E-mail ID: lokeshgandhi@silinvestments.in

**(xviii) Investor Relations:**

In order to facilitate investor servicing, the Company has designated an e-mail id - investor.grievances@silinvestments.in mainly for registering complaints by investors.

**J. COMPLIANCE****(i) Statutory Compliance, Penalties and Strictures**

The Company has continued to comply with the requirements of the Stock Exchanges, SEBI, RBI and other statutory authorities on all the relevant matters during the last three years. There were no cases of penalties or strictures imposed on the Company by any Stock Exchange, SEBI, RBI or any other statutory authorities for any violation related to the capital market / any other related matter or relating to conditions of licensing by the RBI, during the last three years, except as under:

S. No.	NATURE OF LITIGATION (EXAMPLE CIVIL, CRIMINAL, TAX, ETC)	NAME OF PARTIES	FORUM	FACTS	AMOUNT INVOLVED	REMARKS
1.	Non-Compliance observed in CG Report submitted under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Against the Company by National Stock Exchanges of India Limited (NSE).	N.A.	A Notice dated 18.07.2016 was received by the Company on 18.07.2016 from NSE that the company has not complied with following criteria(s):- (1) Composition of Committees- Audit Committee (Regulation 18), (2) Composition of Committees- Nomination and Remuneration Committee (Regulation 19). Subsequently company appointed one more member – Mr. Abhrajit Dutta w.e.f 02/08/2016 on the Audit Committee and Nomination and Remuneration Committee making the membership compliance with Regulation 18 & 19 of SEBI (Listing Obligations And Disclosure Requirements), Regulation 2015.	Nil	-

**(ii) Listing Regulations Compliance**

The Company complies with all the mandatory requirements of the Listing Regulations.

**(iii) Audit Qualification**

The Company is in the regime of unqualified financial statement.

**(iv) Training of Board Members**

The Board members are provided with necessary documents / brochures and reports to enable them to familiarise with the Company's procedures and practices.

Periodic presentations are made at the Board and Committee meetings, on business, strategy and performance updates of the Company.

**(v) Compliance with Discretionary Requirements**

Adoption of discretionary requirements of the Listing Regulations is being reviewed by the Company from time to time.

**(vi) Certificate on Corporate Governance**

The Company has obtained a Certificate from its Statutory Auditors regarding compliance of the conditions of Corporate Governance, as stipulated in Regulation 34(3) read with Part E of Schedule V of the Listing Regulations, which together with this Report on Corporate Governance is annexed to the Director's Report and shall be sent to all the shareholders of the Company and the Stock Exchanges along with the Annual Report of the Company.

**(vii) Auditors' Certificate on Compliance with Prudential Norms under Non-Banking Finance (Non-Deposit Accepting) Directions, 2007**

The Company obtains every year a Certificate from its Statutory Auditors about the adequacy of the Net Owned Fund and the compliance with the prudential norms as applicable to non-deposit taking

NBFCs and that the Company is not accepting nor holding public deposits under Non-Banking Finance (Non-Deposit Accepting) Directions, 2007.

**(viii) Disclosure under Regulation 30 of the Listing Regulations regarding certain agreements with the media companies**

Pursuant to the requirement of Regulation 30 of the Listing Regulations, the Company would like to inform that no agreement(s) have been entered into with media companies and / or their associates which has resulted in / will result in any kind of shareholding in the Company and consequently any other related disclosures viz. details of nominee(s) of the media companies on the Board of the Company, any management control or potential conflict of interest arising out of such agreements, etc. are not applicable. The Company has not entered into any other back to back treaties / contracts / agreements / MoUs or similar instruments with media companies and/or their associates.

**I. INVESTOR SAFEGUARDS AND OTHER INFORMATION**

**(i) Dematerialization of Shares**

Shareholders are requested to convert their physical holdings to demat / electronic form through any of the registered Depository Participants (DPs) to avoid the hassles involved in dealing in physical shares such as possibility of loss, mutilation, etc. and also to ensure safe and speedy transaction in respect of the shares held.

**(ii) National Electronic Clearing Services (NECS)/Electronic Clearing Services (ECS) mandate**

NECS / ECS facility ensures timely remittance of dividend without possible loss/delay in postal transit. Shareholders holding shares in electronic form may register their NECS / ECS details with the respective DPs and shareholders holding shares in physical form may register their NECS / ECS details with Registrar and Share Transfer Agents to receive dividends, if declared, via the NECS / ECS mode.

**(iii) Timely Encashment of Dividends**

In respect of the shareholders who have either not opted for NECS / ECS mandate or do not have such a facility with their banker, are requested to encash dividends promptly to avoid the inconvenience of writing to Company's Share Transfer Agent thereafter for revalidation of dividend warrants.

**(iv) Transfer of unclaimed dividend to Investor Education and Protection Fund (IEPF)**

Under the Act, dividends which remain unclaimed for a period of seven consecutive years are required to be transferred to Investor Education and Protection Fund (IEPF) administered by the Central Government. Dates of declaration of dividends since 2010-2011 and the corresponding dates when unclaimed dividends are due to be transferred to the Central Government are given in the table below:

<b>Financial Year Ended</b>	<b>Date of Declaration of Dividend</b>	<b>Amount remaining unclaimed / unpaid as on 31.03.2018 (Rs.)</b>	<b>Last date for claiming unpaid Dividend amount (on or before)</b>	<b>Last date for transfer to IEPF</b>
31.03.2011	06.08.2011	245628.00	12.09.2018	12.10.2018
31.03.2012	11.08.2012	314706.25	17.09.2019	17.10.2019
31.03.2013	10.08.2013	262577.50	16.09.2020	16.10.2020
31.03.2014	23.08.2014	439821.25	29.09.2021	29.10.2021
31.03.2015	31.08.2015	292136.25	07.10.2022	06.11.2022
31.03.2016	27.08.2016	240723.75	03.10.2023	02.11.2023
31.03.2017	31.08.2017	236491.50	07.10.2024	06.11.2024



Members are once again requested to utilize this opportunity and get in touch with Company's Registrar and Share Transfer Agent - Link Intime India Pvt. Ltd. at communication address for encashing the unclaimed dividends standing to the credit of their account.

Members are further requested to note that after completion of 7 years, applications will have to be made to the IEPF authority for claiming the dividend not claimed and no claims shall lie against the Company for the amounts of dividend so transferred to the IEPF authority.

**(v) Update Address/Bank Details**

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

**(vi) Consolidate Multiple Holdings (in respect of physical holdings)**

Members are requested to consolidate their shareholdings held under multiple folios to eliminate receipt of multiple communications and this would ensure that future correspondence / corporate benefits could be sent to a consolidated folio.

**(vii) Registered email address**

The Ministry of Corporate Affairs has taken steps to encourage a 'Green Initiative in Corporate Governance' by issuing various circulars whereby companies are permitted to send Notice / documents including Annual Report in electronic mode (hereinafter 'documents'), provided the Company has obtained email address of its members for sending these documents through email by giving an advance opportunity to every shareholder to register their email addresses and changes therein from time to time with the Company.

Accordingly, shareholders holding shares in physical form are requested to register their email addresses and changes therein from time to time, by directly sending the relevant email addresses along with the details such as name, address, folio no., no. of shares held to the Registrar and Share Transfer Agents, Link Intime India Pvt. Ltd.

In respect of shares held in electronic form, the email address along with DP ID/Client ID and other shareholder details as mentioned above, should be registered by the shareholders with their respective Depository Participants. Upon registration of the email address, the Company proposes to send notices and documents, in electronic form to such shareholders.

**(viii) Addresses for Investor correspondence:**

SIL Investments Limited  
Pachpahar Road,  
Bhawanimandi-326 502 (Rajasthan).

Telephones: 07433-222082  
Fax: 07433-222916  
E-mail Id: lokeshgandhi@silinvestments.in; and  
investor.grievances@silinvestments.in

Registrar and Share Transfer Agent:  
M/s. Link Intime India Pvt. Ltd.  
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),  
Mumbai 400083.

Tel. 022-49186270/ 49186000  
Fax: 022-49186060

Email Id: rnt.helpdesk@linkintime.co.in

**DECLARATION OF COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT**

To:

SIL Investments Limited  
Pachpahar Road  
Bhawanimandi-326 502  
(Rajasthan)

The Company has framed a specific Code of Conduct for the members of the Board and the Senior Management Personnel of the Company pursuant to Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges to further strengthen corporate governance practices in the Company.

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non-compliance thereof during the year ended 31<sup>st</sup> March, 2018.

Place: Kolkata  
Dated: 25.04.2018

Sd/-  
**Brij Mohan Agarwal**  
Director-In-Charge  
(DIN: 03101758)

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**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Members of SIL Investments Limited

We have examined the compliance of conditions of Corporate Governance by SIL Investments Limited ('the Company'), for the year ended March 31, 2018 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to Regulation 15(2) of the Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was carried out in accordance with the Guidance Note on Certificate of Corporate Governance, issued by the Institute of Chartered Accountants of India and limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of 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 certify that the Company has complied in all material respect with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

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

**For Jitendra K. Agarwal & Associates**  
Chartered Accountants  
Firm Reg. No. 318086E

Place: Kolkata  
Date: 08.05.2018

**Kuldeep Maloo**  
Partner  
Membership No. 515708

**SIL INVESTMENTS LIMITED**

Regd Office: Pachpahar Road, Bhawanimandi 326 502 (Rajasthan)

Date: 02.05.2018

To  
The Board of Directors  
SIL Investments Limited  
Bhawanimandi-326 502 (Raj)

**CERTIFICATE**

[As required under Regulation 17(8) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

We hereby certify to the Board that:

- a. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2018 and that to the best of our knowledge and belief:
  - 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 Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the 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 we have evaluated the effectiveness of internal control systems of the Company 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 taken or proposed to be taken to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
  - i. significant changes, if any, in internal control over financial reporting during the year;
  - ii. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For SIL Investments Limited**

Sd/-  
**Brij Mohan Agarwal**  
(Director-in-Charge)  
(DIN: 03101758)

**For SIL Investments Limited**

Sd/-  
**Vikas Baheti**  
(Chief Financial Officer)  
(PAN: ALUPB2706M)

## ANNEXURE III TO THE DIRECTORS' REPORT

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2017-18

1. A brief outline of the Company's CSR policy, including overview of projects or programme proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programme -  
The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the website of the Company and the web link for the same is <http://silinvestments.in/pdfs/CSR%20Policy.pdf>
2. The composition of the CSR Committee:
  - (i) Mr. C. S. Nopany Chairman
  - (ii) Mrs. Shalini Nopany Member
  - (iii) Mr. Sanjay Goenka Member
3. Average net profit of the Company for the last three financial years: Rs. 1663.42 lakhs.
4. Prescribed CSR Expenditure (2 percent of the amount as in item 3 above): Rs. 33.27 lakhs.
5. Details of CSR spend during the financial year.
  - (a) Total amount to be spent for the financial year: Rs. 33.27 lakhs.
  - (b) Total amount spent during the financial year: Rs. 35.00 lakhs.
  - (c) Amount unspent, if any: Nil.
  - (d) Manner in which the amount spent during the financial year is detailed below.

(Rs. in lakhs)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. 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 were undertaken	Amount outlay (budget) project programs wise	Amount spent on the projects or programs Sub-subheads (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency
1.	<b>Education Initiative</b> Promoting education, incl. Sp. education and employment enhancing vocation skills especially among children, women, elderly, differently abled and livelihood enhancement projects.	Promotion of education activities	Ranchi, Jharkhand	–	35.00	35.00	Direct

6. In case the Company has failed to spend the two percent, 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.

Reasons for amount unspent: Not applicable.

7. Responsibility Statement of the CSR Committee:

The CSR Committee confirms that the implementation and monitoring of CSR Policy is in compliance with the CSR objectives and Policy of the Company.

Sd/-

**Mr. C. S. Nopany**

(DIN: 00014587)

Chairman CSR Committee

Sd/-

**Mrs. Shalini Nopany**

(DIN: 00077299)

Managing Director

**ANNEXURE-IV TO THE DIRECTORS' REPORT**

**Form No. MGT-9  
EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31.03.2018**

[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:	L17301RJ1934PLC002761
ii)	Registration Date:	22/11/1934
iii)	Name of the Company:	SIL Investments Limited
iv)	Category / Sub-Category of the Company:	Company limited by shares / Indian Non-Government Company
v)	Address of the Registered office and contact details:	Pachpahar Road, Bhawanimandi, Rajasthan - 326 502, India Tel: 07433-222082 Fax: 07433-222916 Email: investor.grievances@silinvestments.in; Website: www.silinvestments.in
vi)	Whether listed company Yes / No:	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any –	Link Intime India Pvt. Ltd. C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400083. Tel: 22 - 4918 6000; Fax: 022-49186060 Email: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Commercial Finance and Investments	64990	99.84

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

Sl. No.	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	RTM Investment & Trading Co. Ltd.	U65993WB1987PLC041842	Subsidiary Company	84.79	2(87)
2	SCM Investment & Trading Co. Ltd.	U67120WB1986PLC041678	Subsidiary Company	80.52	2(87)
3	SIL Properties Ltd.	U45400WB1995PLC098911	Subsidiary Company	23.53	2(87)
4	RTM Properties Ltd.	U70109WB1994PLC065782	Subsidiary Company	23.53	2(87)

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

**(i) Category-wise Shareholding:**

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A</b>	<b>Promoters</b>									
<b>1)</b>	<b>Indian</b>									
a	Individuals/ HUF	1209	0	1209	0.01	1209	0	1209	0.01	0.00
b	Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c	State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
d	Bodies Corporate	6648160	0	6648160	62.74	6648160	0	6648160	62.74	0.00
e	Banks/ FI	0	0	0	0.00	0	0	0	0.00	0.00
f	Any other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
i.	Trusts	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total (A) (1)</b>	<b>6649369</b>	<b>0</b>	<b>6649369</b>	<b>62.75</b>	<b>6649369</b>	<b>0</b>	<b>6649369</b>	<b>62.75</b>	<b>0.00</b>
<b>2)</b>	<b>Foreign</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
a	NRI Individuals	0	0	0	0.00	0	0	0	0	0.00
b	Other Individuals	0	0	0	0.00	0	0	0	0	0.00
c	Bodies Corporate	0	0	0	0.00	0	0	0	0	0.00
d	Banks/ FI	0	0	0	0.00	0	0	0	0	0.00
e	Any other (specify)	0	0	0	0.00	0	0	0	0	0.00
	<b>Sub-Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
	<b>Total holding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>6649369</b>	<b>0</b>	<b>6649369</b>	<b>62.75</b>	<b>6649369</b>	<b>0</b>	<b>6649369</b>	<b>62.75</b>	<b>0.00</b>
<b>B</b>	<b>Public Shareholding</b>									
<b>1)</b>	<b>Institutions</b>									
a	Mutual Funds/ UTI	0	0	0	0.00	0	0	0	0.00	0.00
b	Banks/ FI	2252	3807	6059	0.06	2252	3807	6059	0.06	0.00
c	Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d	State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
e	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g	FIs/FPI	0	0	0	0.00	5855	0	5855	0.05	0.05
h	Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i	Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total (B) (1)</b>	<b>2252</b>	<b>3807</b>	<b>6059</b>	<b>0.06</b>	<b>8107</b>	<b>3807</b>	<b>11914</b>	<b>0.11</b>	<b>0.05</b>
<b>2)</b>	<b>Non-Institutions</b>									
a	Bodies Corporates									
i.	Indian	1683808	114309	1798117	16.97	1676551	114309	1790860	16.90	-0.07
ii.	Overseas	0	0	0	0	0	0	0	0	0
b	Individuals									
i.	Individual Shareholders holding nominal share capital upto Rs. 1 lakh	883621	201545	1085166	10.24	1151174	194778	1345952	12.70	2.46
ii.	Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	928004	0	928004	8.76	624088	0	624088	5.88	-2.88

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
c	Others (specify)									
	i.Non-Resident Indian	11694	3542	15236	0.14	37195	3542	40737	0.37	0.23
	ii.Overseas corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
	iii.Foreign Nationals	0	0	0	0.00	5243	0	5243	0.05	0.05
	iv. Hindu Undivided Family	98280	0	98280	0.93	93647	0	93647	0.88	-0.05
	v. Clearing Member	15529	0	15529	0.15	33950	0	33950	0.32	0.17
	vi.Trust	100	0	100	0.00	100	0	100	0.00	0.00
	vii.Foreign Bodies	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total (B) (2)</b>	<b>3621036</b>	<b>319396</b>	<b>3940432</b>	<b>37.19</b>	<b>3621948</b>	<b>312629</b>	<b>3934577</b>	<b>37.13</b>	<b>-0.06</b>
	<b>Total Public Shareholding (B)= (B)(1) + (B)(2)</b>	<b>3623288</b>	<b>323203</b>	<b>3946491</b>	<b>37.25</b>	<b>3630055</b>	<b>316436</b>	<b>3946491</b>	<b>37.25</b>	<b>0.00</b>
<b>C</b>	<b>Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Grand Total (A+B+C)</b>	<b>10272657</b>	<b>323203</b>	<b>10595860</b>	<b>100.00</b>	<b>10279424</b>	<b>316436</b>	<b>10595860</b>	<b>100.00</b>	<b>0.00</b>

**(ii) Shareholding of Promoters**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Uttar Pradesh Trading Co. Ltd.	20,19,339	19.06	-	20,19,339	19.06	-	-
2	New India Retailing and Investment Ltd.	11,56,550	10.91	-	11,56,550	10.91	-	-
3	Hargaon Investment & Trading Co. Ltd.	11,40,931	10.77	-	11,40,931	10.77	-	-
4	Yashovardhan Investment & Trading Co. Ltd.	9,91,224	9.35	-	9,91,224	9.35	-	-
5	Ronson Traders Limited	6,48,249	6.12	-	6,48,249	6.12	-	-
6	OSM Investment & Trading Co. Ltd.	4,17,421	3.94	-	4,17,421	3.94	-	-
7	Champaran Marketing Co. Ltd.	1,99,773	1.89	-	1,99,773	1.89	-	-
8	Sidh Enterprises Ltd.	55,116	0.52	-	55,116	0.52	-	-
9	Sonali Commercial Ltd.	18,957	0.18	-	18,957	0.18	-	-
10	Chandra Shekar Nopany	1209	0.01	-	1209	0.01	-	-
11	Uttam Commercial Ltd.	600	0.01	-	600	0.01	-	-
	<b>Total</b>	<b>66,49,369</b>	<b>62.75</b>	<b>-</b>	<b>66,49,369</b>	<b>62.75</b>	<b>-</b>	<b>-</b>

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

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
There was no change in the promoters shareholding during the financial year 2017-18					



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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Change in Shareholding		Shareholding at the end of the year	
		(No. of shares)	% of total shares of the company	Bought during the year	Sold during the year	No. of shares	% of total shares of the company
1	Birla Institute of Technology and Science	7,52,439	7.10	–	–	7,52,439	7.10
2	Earthstone Holding (Two) Private Limited	6,53,580	6.17	–	–	6,53,580	6.17
3	Navjeevan Medical Institute	1,90,461	1.80	–	–	1,90,461	1.80
4	Vinodchandra Mansukhlal Parekh	1,15,987	1.09	–	–	1,15,987	1.09
5	PIC Realcon Ltd.	1,14,309	1.08	–	–	1,14,309	1.08
6	Vivek Vasudev Naik	32,121	0.30	68,024	21,609	78,536	0.74
7	Sachin Suresh Dhoot	37,800	0.35	43,243	20,866	60,177	0.56
8	Sanjeev Vinodchandra Parekh	52,747	0.50	–	–	52,747	0.50
9	Jitendra Mansukhlal Parekh	42,783	0.40	–	–	42,783	0.40
10	Pranav Kumarpal Parekh	41,681	0.39	–	–	41,681	0.39
11	Ashok Kumar Jain	2,52,601	2.38	7,967	2,42,940	17,628	0.16
12	Leena Vivek Naik	70,022	0.66	–	70,022	Nil	Nil

Note: The above information is based on the weekly beneficiary position received from Depositories.

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

Sl. No.	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. C. S. Nopany				
	At the beginning of the year	1,209	0.01	1,209	0.01
	(Increase/ Decrease) during the Year	0	0	1,209	0.01
	At the end of the year	1,209	0.01	1,209	0.01
2.	Other Directors and KMPs hold NIL shares in the Company				

**V. INDEBTEDNESS**

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

(Rs. in lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	7,210.00	–	–	7,210.00
ii) Interest due but not paid	–	–	–	–
iii) Interest accrued but not due	3.88	–	–	3.88
<b>Total (i+ii+iii)</b>	<b>7,213.88</b>	–	–	<b>7,213.88</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	–	–	–	–
• Reduction	7,210.00	–	–	7,210.00
• Interest accrued paid	3.88	–	–	3.88
<b>Net Change</b>	<b>7,213.88</b>	–	–	<b>7,213.88</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	Nil	–	–	Nil
ii) Interest due but not paid	Nil	–	–	Nil
iii) Interest accrued but not due	Nil	–	–	Nil
<b>Total (i+ii+iii)</b>	<b>Nil</b>	–	–	<b>Nil</b>

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

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (in Rs.)
		Mrs. Shalini Nopany Managing Director	Mr. Brij Mohan Agarwal Executive Director (Director-In-Charge)	
1.	Gross salary	60,00,000	–	60,00,000
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	–	–	–
	(b) Value of perquisites under Section 17(2) of the Income-tax Act, 1961	28,800	–	28,800
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	–	–	–
2.	Stock Option	–	–	–
3.	Sweat Equity	–	–	–
4.	Commission	–	50,000	50,000
	– as % of profit	–	–	–
	– others, specify..	–	–	–
5.	Others, please specify	–	–	–
	<b>Total (A)</b>	<b>60,28,800</b>	<b>50,000</b>	<b>60,78,800</b>
	Ceiling as per the Act	10% of the Net profits of the Company		

**B. Remuneration to other directors:**

Sl. No	Particulars of Remuneration	Name of Directors				Total Amount (in Rs.)
		Mr. C. S. Nopany	Mr. Subroto Lahiri	Mr. Sanjay Goenka	Mr. Abhrajit Dutta	
<b>1.</b>	<b>Independent Directors</b>					
	Fee for attending board / committee meetings	–	65,000	97,500	47,500	2,10,000
	Commission	–	50,000	50,000	50,000	1,50,000
	Others, please specify	–	–	–	–	–
	<b>Total (1)</b>	–	<b>1,15,000</b>	<b>1,47,500</b>	<b>97,500</b>	<b>3,60,000</b>
<b>2.</b>	<b>Other Non-Executive Directors</b>					
	Fee for attending board / committee meetings	62,500	–	–	–	62,500
	Commission	50,000	–	–	–	50,000
	Others, please specify	–	–	–	–	–
	<b>Total (2)</b>	<b>1,12,500</b>	–	–	–	<b>1,12,500</b>
	<b>Total (B)=(1+2)</b>	<b>1,12,500</b>	<b>1,15,000</b>	<b>1,47,500</b>	<b>97,500</b>	<b>4,72,500</b>
	Total Managerial Remuneration (A+B)	–	–	–	–	<b>65,51,300</b>
	<b>Overall Ceiling as per the Act</b>	11% of the Net profits of the Company				

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Lokesh Gandhi Company Secretary	Mr. Vikas Baheti C.F.O.	Total Amount (in Rs.)
1.	Gross salary	–	–	–
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	15,25,440	8,23,200	23,48,640
	(b) Value of perquisites under section 17(2) of the Income-tax Act, 1961	–	70,761	70,761
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	–	–	–
2.	Stock Option	–	–	–
3.	Sweat Equity	–	–	–
4.	Commission			
	– as % of profit			
	– others, specify...	–	–	–
5.	Others, please specify	–	–	–
	<b>Total</b>	<b>15,25,440</b>	<b>8,93,961</b>	<b>24,19,401</b>

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES**

During the year 2017-18, there were no penalties / punishment / compounding of offences under the Companies Act, 2013.

**ANNEXURE- V TO THE DIRECTORS' REPORT****PARTICULARS OF EMPLOYEES**

- A.** 1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 are as under :

<b>Sr. No.</b>	<b>Name of Director / KMP</b>	<b>Remuneration of Director/ KMP for FY 2017-18 (Rs. in lakhs)</b>	<b>Designation</b>	<b>Percentage increase in Remuneration</b>	<b>Ratio of Remuneration of each Director to median remuneration of employees</b>
1.	Mr. C. S. Nopany	0.50	Non-Executive Director	0	0.03
2.	Mrs. Shalini Nopany	60.29	Executive Director (M.D.)	56.43	3.95
3.	Mr. Brij Mohan Agarwal	0.50	Executive Director	0	0.03
4.	Mr. Sanjay Goenka	0.50	Non-Executive Independent Director	0	0.03
5.	Mr. Subroto Lahiri	0.50	Non-Executive Independent Director	0	0.03
6.	Mr. Abhrajit Dutta	0.50	Non-Executive Independent Director	51.52	0.03
7.	Mr. Lokesh Gandhi	15.25	Company Secretary and Compliance Officer	13.72	1.00
8.	Mr. Vikas Baheti	8.94	Chief Financial Officer	116.46	0.59

2. In the financial year, there was an increase of 13.72% in the median remuneration of employees;
3. There were Four permanent employees on the rolls of Company as on March 31, 2018;
4. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2017-18 was Not applicable whereas the increase in the managerial remuneration for the same financial year was 50.19%.
5. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Notes:

- i. The remuneration of Non-Executive Directors is exclusive of sitting fees.

**B. Information pursuant to Section 197(12) of the Companies Act, 2013 read with the Rules 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

**(1) Top 10 employees in terms of remuneration drawn during the year**

<b>Sr. No.</b>	<b>Employee Name</b>	<b>Designation</b>	<b>Remuneration in fiscal 2018 (Rs. in lakhs)</b>
1.	Mrs. Shalini Nopany	Executive Director (M.D.)	60.29
2.	Mr. Lokesh Gandhi	Company Secretary and Compliance Officer	15.25
3.	Mr. Vikas Baheti	Chief Financial Officer	8.94
4.	Mr. Brij Mohan Agarwal	Director-In-Charge	0.50

- (2) During the year 2017-18, no employee was in the receipt of remuneration as is required to be disclosed under Section 197 of Companies Act, 2013 read with Rule 5(2)(i) & (ii) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**Form AOC-I**

(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 / associate companies / joint ventures:

**Part "A": Subsidiaries:****(Rs. in lakhs)**

Sr. No	Name of the Subsidiary	RTM Investment & Trading Co. Ltd.	SCM Investment & Trading Co. Ltd.	SIL Properties Ltd.	RTM Properties Ltd.
1	<b>Reporting Period</b>	<b>2017-18</b>	<b>2017-18</b>	<b>2017-18</b>	<b>2017-18</b>
2	Reporting currency	INR	INR	INR	INR
3	Exchange Rate	–	–	–	–
4	Share Capital	2,301.68	1,925.92	840.90	840.90
5	Reserves and Surplus	1,932.07	2,722.82	– 195.06	– 167.50
6	Total Assets	8,063.74	6,677.77	758.18	759.54
7	Total Liabilities	3,829.99	2,029.03	112.34	86.13
8	Investments	3,526.34	3,910.97	34.82	43.67
9	Turnover	678.87	306.09	44.41	44.37
10	Profit & Loss before Taxation	664.91	295.89	– 28.68	–21.93
11	Provision for Taxation	136.94	51.00	7.36	7.39
12	Profit & Loss after Taxation	527.98	244.89	– 36.04	–29.32
13	Proposed Dividend	NIL	NIL	NIL	NIL
14	% of Shareholding	84.79%	80.52%	23.53%	23.53%

Notes :

1. RTM Investment & Trading Co. Ltd. and SCM Investment & Trading Co. Ltd. are the subsidiaries of the Company.
2. SIL Properties Ltd. and RTM Properties Ltd. are the step-down subsidiaries of the Company.

**Part "B": Associates and Joint Ventures:**

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures -

The Company does not have any Associates and Joint Ventures Company.

**For and on behalf of Board of Directors of  
SIL Investments Limited**

**Brij Mohan Agarwal**  
Director-In-Charge  
DIN: 03101758

**C. S. Nopany**  
Chairman  
DIN: 00014587

**Shalini Nopany**  
Managing Director  
DIN: 00077299

Place : Kolkata  
Dated : 08<sup>th</sup> May, 2018

**Vikas Baheti**  
Chief Financial Officer  
PAN: ALUPB2706M

**Lokesh Gandhi**  
Company Secretary & Compliance Officer  
Membership No. F9053

**Form No. AOC-2**

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

Form for disclosure of particulars of contracts /arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto :

**1. Details of contracts or arrangements or transactions not at arm's length basis:-**

The Company has not entered into any transaction which is not at arm's length basis.

**2. Details of material contracts or arrangement or transactions at arm's length basis:-**

Name of the Party with which the Contract is entered into	Principal terms and conditions			Date of approval	Amount paid as advance
	Tenor	Amount (Rs. in lakhs)	Rate of interest		
(a) sale, purchase or supply of any goods or materials			Nil		
(b) selling or otherwise disposing of, or buying of property of any kind			Nil		
(c) leasing of property of any kind			Nil		
(d) availing or rendering of any services			Nil		
(e) appointment of any agent for purchase or sale of goods, materials, services or property			Nil		
(f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company			Nil		
(g) Underwriting the subscription of any securities or derivatives thereof, of the company.			Nil		
(h) Loans:- i) To Subsidiaries ii) To Other Entities	The transactions are not covered under Section 188(1) of the Companies Act, 2013. Appropriate approvals have been taken for related party transactions. The same have also been disclosed and dealt with appropriately as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.				

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

**C. S. Nopany**

Chairman  
(DIN : 00014587)

Place: Kolkata  
Date: 08<sup>th</sup> May, 2018

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2018**

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

To,

The Members,

**SIL Investments Limited**

CIN: L17301RJ1934PLC002761

Pachpahar Road, Bhawanimandi,

Jhalawar, Rajasthan.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SIL Investments Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> MARCH, 2018**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **SIL Investments Limited** ("the Company") for the financial year ended on **31<sup>st</sup> MARCH, 2018**, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the company:-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 : [not applicable during audit period]
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities And Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective 28<sup>th</sup> October 2014) [not applicable during audit period]
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [not applicable during audit period]
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009 [not applicable during audit period]
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 [not applicable during audit period]
- (vi) The following Other Laws as applicable to the company:
- a) Non Banking Finance (Non-Deposit Accepting) Directions, 2007.
  - b) RBI Act, 1934 and modifications thereof.
  - c) Income Tax Act, 1961.

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

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

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned in the above subject to the following observations:

1. In respect of Secretarial Standards (SS-1) issued by ICSI, the company has followed the same, however in my opinion there is scope for improvement.
2. In respect of the Listing and Obligation Disclosure Regulation 2015, the company has complied the same, but some additional improvement required for timely disclosure of the information on the Web site.

#### **I further report that**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- The company maintains all the registers as required under the Act, however there are some additional improvement requirements in the registers. I am informed that the Registers maintenance system is being upgraded to ensure fullest compliance.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent with proper time gap in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- The Company has obtained all necessary approvals under the various provisions of the Act, where required and applicable; and
- As informed by the management, there was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
- The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;
- The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.



## SIL INVESTMENTS LIMITED

- I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed thereunder by the Depositories with regard to dematerialization / rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.
- The Company has complied with the requirements under the Equity Listing Agreements and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with BSE Limited, National Stock Exchange of India Limited.

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

**I further report** during the audit period, there were no instances of:

- a) Public / Right / Preferential issue of shares / debentures / sweat equity or any other securities.
- b) Redemption / buy-back of securities.
- c) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013
- d) Merger / amalgamation / reconstruction etc.
- e) Foreign technical collaborations.

**For R. CHOUHAN & ASSOCIATES**

**RAJENDRA CHOUHAN - PROPRIETOR  
COMPANY SECRETARY IN PRACTISE  
FCS No. 5118  
C P No.: 3726**

Place: JAIPUR

Date: 05.05.2018

**Note: This report to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.**

**“ANNEXURE- A”**

To,

The Members,

**SIL Investments Limited**

CIN: L17301RJ1934PLC002761

Pachpahar Road, Bhawanimandi,

Jhalawar, Rajasthan.

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

**For R. CHOUHAN & ASSOCIATES**

**RAJENDRA CHOUHAN - PROPRIETOR  
COMPANY SECRETARY IN PRACTISE  
FCS No. 5118  
C P No.: 3726**

Place: JAIPUR

Date: 05.05.2018

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SIL INVESTMENTS LIMITED

### Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of SIL INVESTMENTS LIMITED ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements")

### Management's Responsibility for the Standalone 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material mis-statement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone 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 there under. 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 financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone 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 financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2018 and its profit and its cash flows for the year ended on that date.

### Other Matter

The standalone financial statements of the Company for the year ended 31<sup>st</sup> March, 2017 has been audited by other auditor who expressed an unmodified opinion on 29<sup>th</sup> May, 2017.

Our Opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), issued by the Central

Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013 we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2013.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> 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 control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would have any material impact on its financial position;
    - ii. The Company did not have any material foreseeable losses on long term contracts including derivatives contracts; and
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Jitendra K. Agarwal & Associates**

Chartered Accountants

Firm Reg. No. 318086E

**Kuldeep Maloo**

Partner

Camp: Kolkata

Date: 08<sup>th</sup> May, 2018

Membership No. 515708

**ANNEXURE A referred to in paragraph 1 of our report of even date on the other legal and regulatory requirements (Re: SIL Investments Limited)**

- (i) a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. Fixed Assets have been physically verified by the management at regular interval. No material discrepancy was noticed on such verification.
- c. According to information and explanations given by the management, the title deeds of immovable properties included in fixed assets are registered in the name of the Company except immovable properties having aggregate gross book value of Rs. 96.23 lakhs (WDV as on 31<sup>st</sup> March, 2018 Rs. 65.29 lakhs ) are pending for registration in the name of the Company
- (ii) The Company has no inventory. Therefore, the provisions of clause 3(ii) of the Order are not applicable.
- (iii) The Company has granted unsecured loan to companies covered in the register maintained under Section 189 of the Companies Act, 2013. The terms and conditions of the grant of such loans are not prejudicial to the interest of the Company. The Company has stipulated schedules of repayment of principal and payment of interest and repayment of the principal amount and receipt of interest are regular.
- (iv) The Company has complied with provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loan granted and Investments made. According to information and explanations given by the management, no guarantees and securities covered under Section 185 and 186 of the Companies Act, 2013 have given during the year.
- (v) The Company has not received any deposit during the year as covered under Section 76 of the Companies Act, 2013. Therefore, the provisions of clause 3(v) of the Order are not applicable.
- (vi) The Central Government has not prescribed maintenance of cost records under Section 148(1) of the Companies Act, 2013. Therefore the provisions of clause 3 (vi) of the Order are not applicable.
- (vii) a. According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including provident fund, Income-tax, Service tax, Cess, Goods & Service Tax and other material statutory dues deducted/accrued in the books with the appropriate authorities. As informed to us, employees' state insurance, sales tax, duty of customs, duty of excise, value added tax are not applicable to the Company. There was no undisputed outstanding statutory dues as at the year end for a period of more than six months from the date they became payable.
- b. According to the records of the Company, there are no dues outstanding of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, Goods & Service Tax on account of any dispute.
- (viii) According to the information and explanations given to us, the Company has no dues to financial institutions, banks, Government and debenture holders. Therefore, the provisions of clause 3 (viii) of the Order are not applicable.
- (ix) According to the information and explanations given to us, the Company has not raised any monies by way of initial public offer or further public offer (including debt instruments) or raised any term loan during the year. Therefore, the provisions of clause 3(ix) of the Order are not applicable.
- (x) Based upon the audit procedures performed in accordance with the generally accepted auditing practice in India for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, no fraud by the Company or no fraud on the company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

- (xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given by the management, the Company has not made any preferential allotments or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, the provisions of clause 3(xiv) of the order are not applicable.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with directors. Therefore, the provisions of clause 3(xv) of the order are not applicable.
- (xvi) In our opinion, the Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and such registration has been obtained.

**For Jitendra K. Agarwal & Associates**

Chartered Accountants  
Firm Reg. No. 318086E

**Kuldeep Maloo**

Partner

Camp: Kolkata

Date: 08<sup>th</sup> May, 2018

Membership No. 515708

**ANNEXURE B****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 SIL Investments Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "guidance Note") and the standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to as 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 of 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 exist and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

**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 authorization of management and directors of the company ; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of Internal Financial Controls Over Financial Reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls 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 the 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 Jitendra K. Agarwal & Associates**

Chartered Accountants  
Firm Reg. No. 318086E

**Kuldeep Maloo**

Camp: Kolkata

Date: 08<sup>th</sup> May, 2018

Partner

Membership No. 515708



**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2018**

(Rs. in lakhs)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds:</b>			
Share Capital	1	1060.65	1060.65
Reserves and Surplus	2	32056.36	19367.41
		<b>33117.01</b>	20428.06
<b>Non-Current Liabilities:</b>			
Deferred Tax Liabilities (Net)	3	48.32	48.34
Other Long-term Liabilities	4	2.11	1.90
Long-term Provisions	5	24.52	22.51
		<b>74.95</b>	72.75
<b>Current Liabilities :</b>			
Short-term Borrowings	6	–	7210.00
Other Current Liabilities	7	287.69	57.87
Short-term Provisions	5	233.47	69.68
		<b>521.16</b>	7337.55
<b>TOTAL</b>		<b>33713.12</b>	27838.36
<b>ASSETS</b>			
<b>Non-Current Assets :</b>			
Fixed Assets - Tangible Assets	8	212.41	225.99
Non-Current Investments	9	14433.94	12735.40
Long-term Loans & Advances	10	24.39	24.14
		<b>14670.74</b>	12985.53
<b>Current Assets:</b>			
Current Investments	11	7157.77	271.25
Cash and Bank balances	12	343.94	137.04
Short-term Loans and Advances	10	11465.23	14279.76
Other Current Assets	13	75.44	164.78
		<b>19042.38</b>	14852.83
<b>TOTAL</b>		<b>33713.12</b>	27838.36
Contingent Liabilities and Commitments	14		
Summary of significant accounting policies and other notes to the financial statements	22		

The accompanying notes are an integral part of the financial statements.  
In terms of our Report of even date attached.

**For Jitendra K. Agarwal & Associates**  
Chartered Accountants  
Firm Reg. No. 318086E

**For and on behalf of Board of Directors of  
SIL Investments Limited**

**Kuldeep Maloo**  
Partner  
Membership No. 515708

**Brij Mohan Agarwal**  
Director-In-Charge  
DIN: 03101758

**C. S. Nopany**  
Chairman  
DIN: 00014587

**Shalini Nopany**  
Managing Director  
DIN: 00077299

Camp : Kolkata  
Date : 08<sup>th</sup> May, 2018

**Vikas Baheti**  
Chief Financial Officer  
PAN: ALUPB2706M

**Lokesh Gandhi**  
Company Secretary & Compliance Officer  
Membership No. F9053

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

(Rs. in lakhs)

Particulars	Note No.	For the Year ended 31 <sup>st</sup> March, 2018	For the Year ended 31 <sup>st</sup> March, 2017
<b>REVENUE :</b>			
Revenue from Operations and Investments	15	<b>16867.88</b>	2965.35
Other Income	16	<b>27.61</b>	35.15
<b>TOTAL REVENUE</b>		<b>16895.49</b>	3000.50
<b>EXPENSES :</b>			
Finance Costs	17	<b>370.18</b>	638.09
Employee Benefits Expense	18	<b>85.32</b>	69.35
Other Expenses	19	<b>256.18</b>	263.47
<b>TOTAL</b>		<b>711.68</b>	970.91
<b>Profit before depreciation and tax</b>		<b>16183.81</b>	2029.59
Depreciation	20	<b>13.58</b>	13.86
<b>Profit before tax</b>		<b>16170.23</b>	2015.73
<b>Tax Expense</b>			
Current Tax	21	<b>3290.00</b>	303.12
Deferred Tax		<b>(0.02)</b>	(6.02)
<b>Profit after Tax</b>		<b>12880.25</b>	1718.63
Basic & Diluted Earnings Per Equity Share (of Rs. 10 each) Rs.	22.08	<b>121.56</b>	16.22
Summary of significant accounting policies and other notes to the financial statements	22		

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

In terms of our Report of even date attached.

**For Jitendra K. Agarwal & Associates**

Chartered Accountants  
Firm Reg. No. 318086E

**Kuldeep Maloo**

Partner  
Membership No. 515708

Camp : Kolkata  
Date : 08<sup>th</sup> May, 2018

**For and on behalf of Board of Directors of  
SIL Investments Limited****Brij Mohan Agarwal**

Director-In-Charge  
DIN: 03101758

**Vikas Baheti**

Chief Financial Officer  
PAN: ALUPB2706M

**C. S. Nopany**

Chairman  
DIN: 00014587

**Lokesh Gandhi**

Company Secretary & Compliance Officer  
Membership No. F9053

**Shalini Nopany**

Managing Director  
DIN: 00077299

CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

(Rs. in lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>a. Net Profit before Tax</b>	<b>16170.23</b>	2015.73
<b>Adjustment for :</b>		
Depreciation	13.58	13.86
Contingent Provisions against Standard Assets written back	10.46	4.10
Dividend on Non-Current / Current Investments	(890.04)	(658.01)
Loss / (Profit) on Sale of Non-Current / Current Investments	(14704.26)	(643.70)
Interest from Income Tax Department	-	(7.99)
Interest on Bank Deposit	(1.83)	(2.34)
<b>b. Operating Profit before working capital changes</b>	<b>598.14</b>	<b>721.65</b>
<b>Adjustment for :</b>		
Trade and other Receivables	276.14	(206.34)
Trade Payables	231.52	(8.87)
Loans to Subsidiary Companies (Net)	(1246.00)	166.75
Loan to Bodies Corporate	3875.00	(1800.00)
Borrowings from Bodies Corporate (Net)	(7210.00)	530.00
<b>c. Cash Generated from Operations</b>	<b>(3475.20)</b>	(596.81)
Direct Taxes (paid) / Refund (Net)	(3137.52)	(238.15)
<b>Net Cash (used in)/from Operating Activities (A)</b>	<b>(6612.72)</b>	<b>(834.96)</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Non-Current / Current Investments	15499.10	800.59
Dividend on Non-Current / Current Investments	890.04	658.01
Interest from Income Tax Department	-	7.99
Interest on Bank Deposit	1.83	2.34
Purchase of Fixed Assets	-	-
Purchase of Non-Current / Current Investments	(9379.91)	(430.96)
<b>Net Cash used in Investing Activities (B)</b>	<b>7011.06</b>	<b>1037.97</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Dividend paid and Tax on Distributed Profits	(191.30)	(159.41)
<b>Net cash from Financing Activities (C)</b>	<b>(191.30)</b>	<b>(159.41)</b>
<b>Net increase/(decrease) in cash and cash Equivalents (A)+(B)+(C)</b>	<b>207.04</b>	43.60
Cash and Cash Equivalents (Opening Balance)	116.58	72.98
<b>Cash and Cash Equivalents (Closing Balance)*</b>	<b>323.62</b>	116.58
(for components of cash & cash equipment - refer Note No. - 12)		
* Break-up as under :-		
Cash Balance in hand	0.01	0.01
Balance with Banks in Current Account	323.61	116.57
<b>Total</b>	<b>323.62</b>	116.58
Other bank Balances shown under appropriate activities	20.32	20.46
<b>Cash &amp; Bank Balance as per Note No. - 12</b>	<b>343.94</b>	137.04

Notes: 1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard- 3 on "Cash Flow Statement".

2. Previous year figure have been regrouped/restated wherever necessary.

In terms of our Report of even date attached.

**For Jitendra K. Agarwal & Associates**

Chartered Accountants  
Firm Reg. No. 318086E

**For and on behalf of Board of Directors of  
SIL Investments Limited**

**Kuldeep Maloo**

Partner  
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Date : 08<sup>th</sup> May, 2018

**Vikas Baheti**

Chief Financial Officer  
PAN: ALUPB2706M

**Lokesh Gandhi**

Company Secretary & Compliance Officer  
Membership No. F9053

**NOTES FORMING PART OF BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2018**

(Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Note 1 : Share Capital</b>		
<b>Authorised</b>		
1,20,00,000 (Previous year 1,20,00,000) Equity Shares of Rs 10 each	<b>1200.00</b>	1200.00
	<b>1200.00</b>	1200.00
<b>Issued, subscribed and fully paid-up shares</b>		
1,05,95,860 (Previous year 1,05,95,860 ) Equity Shares of Rs. 10/- each fully paid-up.	<b>1059.59</b>	1059.59
Add: Forfeited shares (No.of shares 35390)(Amount originally paid up)	<b>1.06</b>	1.06
	<b>1060.65</b>	1060.65

**Terms/ Rights attached to Equity Shares**

Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive 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. There is no restriction on distribution of dividend. However, same is subject to the approval of the shareholders in the Annual General Meeting.

**Reconciliation of the number of Equity Shares outstanding:**

Equity shares outstanding at the beginning of the year	<b>10595860</b>	10595860
Equity shares allotted during the year	-	-
Equity shares outstanding at the end the of the year	<b>10595860</b>	10595860

**Shareholder holding more than 5 percent equity shares of the Company:**

S. No.	Name of shareholder	As at 31 <sup>st</sup> March,2018		As at 31 <sup>st</sup> March, 2017	
		Number of Shares held	Percentage of holding	Number of Shares held	Percentage of holding
1	Uttar Pradesh Trading Co.Ltd.	<b>2019339</b>	<b>19.06</b>	2019339	19.06
2	New India Retailing and Investment Ltd.	<b>1156550</b>	<b>10.92</b>	1156550	10.92
3	Hargaon Investment & Trading Co. Ltd.	<b>1140931</b>	<b>10.77</b>	1140931	10.77
4	Yashovardhan Investment & Trading Co.Ltd.	<b>991224</b>	<b>9.35</b>	991224	9.35
5	Birla Institute of Technology and Science	<b>752439</b>	<b>7.10</b>	752439	7.10
6	Earthstone Holding (Two) Pvt. Ltd.	<b>653580</b>	<b>6.17</b>	653580	6.17
7	Ronson Traders Ltd.	<b>648249</b>	<b>6.12</b>	648249	6.12

(Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Note 2 : Reserves and Surplus</b>		
<b>(i) Securities Premium Reserve</b>		
Balance as per last financial statements	<b>2817.31</b>	2817.31
<b>(ii) Reserve Fund</b>		
Balance as per last financial statements	<b>2374.00</b>	2029.00
Add : Addition during the year	<b>2576.00</b>	345.00
<b>Closing Balance</b>	<b>4950.00</b>	2374.00

**(Rs. in lakhs)**

Particulars	As at	
	31 <sup>st</sup> March, 2018	31 <sup>st</sup> March, 2017

**Note 2 : Reserves and Surplus (contd.)**
**(iii) General Reserve**

Balance as per last financial statements	<b>5195.98</b>	5109.98
Add: Addition during the year	<b>644.00</b>	86.00
<b>Closing Balance</b>	<b>5839.98</b>	5195.98

**(iv) Statement of Profit & Loss - Balance**

Balance as per last financial statements	<b>8980.12</b>	7692.49
Add: Profit for the year	<b>12880.25</b>	1718.63
	<b>21860.37</b>	9411.12

Less:

Dividend	<b>158.94</b>	-
Dividend Distribution Tax	<b>32.36</b>	-
Transfer to Reserve Fund	<b>2576.00</b>	345.00
Transfer to General Reserve	<b>644.00</b>	86.00
<b>Total</b>	<b>3411.30</b>	431.00

<b>Closing Balance</b>	<b>18449.07</b>	8980.12
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<b>Total Reserves and Surplus (i to iv)</b>	<b>32056.36</b>	19367.41
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**Note 3: Deferred Tax Liabilities (Net)**
**Deferred Tax Liability on account of:**

Depreciation	<b>56.89</b>	55.78
	<b>56.89</b>	55.78

**Deferred Tax Assets on account of:**

Accrued expenses deductible on payment basis	<b>8.57</b>	7.44
	<b>8.57</b>	7.44

<b>Deferred Tax Liability (Net)</b>	<b>48.32</b>	48.34
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**Note 4: Other Long Term Liabilities**

Security Deposit	<b>2.11</b>	1.90
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**(Rs. in lakhs)**

Particulars	Long-term		Short-term	
	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017

**Note 5: Provisions**

Provision for Employee Benefits	<b>24.52</b>	22.51	-	0.67
Proposed Dividend	-	-	-	-
Corporate Dividend Tax	-	-	-	-
Contingent Provisions against Standard Assets	-	-	<b>46.02</b>	35.56
Provision for Taxation(Net of Advance Tax)	-	-	<b>187.45</b>	33.45
	<b>24.52</b>	22.51	<b>233.47</b>	69.68

(Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Note 6: Short-term Borrowings</b>		
<b>Secured (Short-term Loan)</b>		
From Bodies Corporate (Repayable on demand)	-	7210.00
Secured by Pledge of 350* Equity Shares (Previous year 1,41,97,500 Equity Shares) of Chambal Fertilizers & Chemicals Ltd.;		
Nil Equity Shares (Previous year 13,45,000 Equity Shares) of Zuari Global Ltd.;		
Nil Equity Shares (Previous year 15,80,000 Equity Shares) of Zuari Agro Chemicals Ltd.;		
(Rate of Interest @ 9.25% p.a.)		
(Previous year Rate of Interest @ 9.25% to 10.15%)		
*Received on 09.04.2018.		
	-	7210.00

**Note 7: Other Current Liabilities**

Interest Accrued but not due on borrowings	-	3.89
Unpaid Dividend	<b>20.32</b>	20.46
Statutory dues	<b>0.80</b>	1.18
Directors' Commission/Remuneration Payable	<b>2.25</b>	7.35
Others	<b>264.32</b>	24.99
	<b>287.69</b>	57.87

**Note 8 - Fixed Assets**

(Rs. in lakhs)

DESCRIPTION	GROSS BLOCK COST / BOOK VALUE				DEPRECIATION				NET BLOCK		
	As at 31 <sup>st</sup> March, 2017	Addition	Deduction	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	For the Year ended 31 <sup>st</sup> March, 2018	Deduction	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	
Tangible Assets											
- Buildings	242.75	-	-	<b>242.75</b>	77.43	3.84	-	<b>81.27</b>	<b>161.48</b>	165.32	
- Office Equipments	2.86	-	-	<b>2.86</b>	2.45	0.25	-	<b>2.70</b>	<b>0.16</b>	0.41	
- Furniture & Fixtures	34.55	-	-	<b>34.55</b>	16.12	3.27	-	<b>19.39</b>	<b>15.16</b>	18.43	
- Vehicle	52.36	-	-	<b>52.36</b>	10.53	6.22	-	<b>16.75</b>	<b>35.61</b>	41.83	
<b>Total</b>	<b>332.52</b>	-	-	<b>332.52</b>	<b>106.53</b>	<b>13.58</b>	-	<b>120.11</b>	<b>212.41</b>	<b>225.99</b>	
Previous Year	332.52	-	-	<b>332.52</b>	92.67	13.86	-	<b>106.53</b>	<b>225.99</b>	239.85	

Note : Buildings include cost of Ownership premises in Co-operative Housing Societies.

(Rs. in lakhs)

Particulars	Shares (Nos.)	Face Value Shares (Rs.)	As at <b>31<sup>st</sup> March, 2018</b>	As at 31 <sup>st</sup> March, 2017
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**Note 9: Non-Current Investments****(Valued at Cost)****Long Term Investment ( Non-Trade)****A QUOTED (Fully paid-up)**

Zuari Global Ltd.	1240000 + (2790000) *	10	<b>140.08</b>	315.18
Chambal Fertilisers & Chemicals Ltd.	33343455 *++ (31813455) *	10	<b>7716.83</b>	5223.44
Digjam Limited	45 (45)	10	<b>0.06</b>	0.06
Upper Ganges Sugar and Industries Ltd.	- @ (1547016)	10	-	1816.72
Sutlej Textiles and Industries Ltd.	750000 (75000)	1 10	<b>5.01</b>	5.01
CIMMCO Limited	658 (658)	10	<b>0.59</b>	0.59
Zuari Agro Chemicals Ltd.	872000 x (3143000) *	10	<b>118.23</b>	426.14
Balrampur Chini Mills Limited	- # (15000)	1	-	6.56
ITC Limited	22500 (22500)	1	<b>46.00</b>	46.00
State Bank of India	- @@ (42500)	1	-	87.05
Avadh Sugar & Energy Ltd.	567240 @ (-)	10	<b>1022.08</b>	-
Ganges Securities Ltd.	1338430 @ (-)	10	<b>90.65</b>	-
Magadh Sugar & Energy Ltd.	1204756 @ (-)	10	<b>703.98</b>	-
			<b>9843.51</b>	<b>7926.75</b>

\* Refer Note No.6 for Pledge of Shares.

+ 1550000 Equity Shares sold during the year.

++ 1530000 Equity Shares purchased during the year

x 2271000 Equity Shares sold during the year.

# 15000 Equity Shares sold during the year.

@ Pursuant to the Composite Scheme of Arrangement Shares of Upper Ganges Sugar &amp; Industries Ltd. allotted as above.

@@ 42500 Equity Shares sold during the year.

(Rs. in lakhs)

Particulars	Shares (Nos.)	Face Value Shares (Rs.)	<b>As at 31<sup>st</sup> March, 2018</b>	As at 31 <sup>st</sup> March, 2017
<b>Note 9: Non-Current Investments (Contd...)</b>				
<b>B. UNQUOTED (Fully paid-up)</b>				
<b>i) In Equity Shares of Subsidiary Companies:</b>				
RTM Investment & Trading Co.Ltd.	19516787 (19516787)	10	<b>2190.83</b>	2190.83
SCM Investment & Trading Co.Ltd.	15509199 (15509199)	10	<b>1870.07</b>	1870.07
SIL Properties Limited	1978597 (1978597)	10	<b>197.86</b>	197.86
RTM Properties Limited	1978597 (1978597)	10	<b>197.86</b>	197.86
			<b>4456.62</b>	4456.62
<b>ii) In Equity Shares of other Companies:</b>				
Birla Buildings Limited	15000 (15000)	10	<b>1.50</b>	1.50
Eastern Economic Limited	400 * (400)	100	<b>0.20</b>	0.20
Mackenzies Limited	1 * (1)	100	-	-
Mafatal Engg. & Inds. Ltd.	700 * (700)	100	<b>0.61</b>	0.61
GMB Investments Pvt. Ltd.	140000 (140000)	10	<b>14.00</b>	14.00
Shree Vihar Properties Ltd.	1068153 (1068153)	10	<b>106.82</b>	106.82
			<b>123.13</b>	123.13
* Less: Provision for diminution in value			<b>(0.81)</b>	(0.81)
			<b>122.32</b>	122.32
<b>iii) In Preference Shares of other Companies:</b>				
12% Non-Convertible Redeemable Preference Shares of Upper Ganges Sugar and Industries Limited.	- * (195000)	100	-	229.71
Ganges Securities Limited	9750 * (-)	100	<b>11.49</b>	-
Avadh Sugar & Energy Ltd.	110500 *+ (-)	100	-	-
Magadh Sugar & Energy Ltd.	74750 *+ (-)	100	-	-
* Preference Shares allotted as per Scheme of Arrangement with Upper Ganges Sugar and Industries Ltd.				
+ Redemption during the year				
			<b>4590.43</b>	4808.65
<b>AGGREGATE VALUE OF INVESTMENTS(Refer Note 22.04)</b>			<b>14433.94</b>	12735.40
Aggregate of:				
Quoted Investments			<b>9843.51</b>	7926.75
Unquoted Investment			<b>4590.43</b>	4808.65
			<b>14433.94</b>	12735.40
<b>Aggregate Market Value of Quoted Investments</b>			<b>66741.54</b>	49243.65

Note: Figures in brackets represents previous year's no. of shares.



**(Rs. in lakhs)**

Particulars	Long-term		Short-term	
	As at	As at	As at	As at
	31 <sup>st</sup> March, 2018	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2018	31 <sup>st</sup> March, 2017
<b>Note 10: Loans And Advances</b>				
(Unsecured, Considered Good unless otherwise stated)				
Loan to Subsidiary Companies	–	–	<b>5605.00</b>	4359.00
Loan to Bodies Corporate	–	–	<b>5825.00</b>	9700.00
Capital Advance	<b>23.75</b>	23.75	–	–
Security Deposit	<b>0.64</b>	0.39	–	–
<b>Advance Recoverable in Cash or in kind</b>				
Considered Good	–	–	<b>30.40</b>	218.98
<b>Others Loan and Advances</b>				
Advance Tax (Net of provisions for Taxation)	–	–	<b>1.63</b>	0.11
Prepaid Expenses	–	–	<b>3.20</b>	1.67
<b>Total</b>	<b>24.39</b>	24.14	<b>11465.23</b>	14279.76

**(Rs. in lakhs)**

Particulars	Units	NAV Units	As at	As at
	(Nos.)	(Rs.)	31 <sup>st</sup> March, 2018	31 <sup>st</sup> March, 2017

**Note 11: (A) Current Investments :-**
**Unquoted (Fully paid-up) ( Non-Trade)**

Investments in Mutual Fund

(at Cost or Fair Value, whichever is lower)

UTI Mutual Fund - Treasury Advantage Fund	209.655	1002.3211	<b>2.10</b>	51.86
Institutional Plan (Daily Dividend) Reinvest option	(5166.646)	(1003.6992)		
UTI Mutual Fund - Treasury Advantage Fund	133839.218	1002.3540	<b>1341.54</b>	219.39
Institutional Plan - Direct Plan (Daily Dividend) Reinvest option	(21887.350)	(1002.3540)		
ICICI Prudential Saving Fund - Direct Plan Growth	387639.628	264.6774	<b>1026.00</b>	–
	(–)			
Kotak Low Duration Fund Direct Growth	48599.522	2152.3305	<b>1046.02</b>	–
	(–)			
Franklin India Ultra Short Bond Fund	12684423.083	23.6436	<b>3000.00</b>	–
Super Institutional Plan - Direct	(–)			
<b>Aggregate Unquoted Investments (Total-A)</b>			<b>6415.66</b>	271.25

**(B) Current Investments :-**
**Quoted (Fully paid-up) (Non-Trade) (thru. : PMS)**
**Investments in Shares (Value at cost)**

City Union Bank Ltd.	55350	175.57	<b>97.18</b>	–
ITC Limited	18700	264.40	<b>49.44</b>	–
Larsen & Toubro Ltd.	3500	1356.44	<b>47.48</b>	–
State Bank of India	35750	302.50	<b>108.14</b>	–
Vijaya Bank	182600	65.67	<b>119.92</b>	–
Ashok Leyland Ltd.	39500	123.73	<b>48.87</b>	–
NMDC Ltd.	76900	136.90	<b>105.28</b>	–

(Rs. in lakhs)

Particulars	Units (Nos.)	NAV Units (Rs.)	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Note 11: Current Investments (Contd.)</b>				
Idea Cellular Ltd.	100000	86.87	<b>86.87</b>	—
Bajaj Electricals Ltd.	8800	473.23	<b>41.64</b>	—
GRP Ltd.	3000	1242.95	<b>37.29</b>	—
<b>Aggregate Quoted Investments (Total-B)</b>			<b>742.11</b>	—
<b>Aggregate value of Current Investments (Total A+B)</b>			<b>7157.77</b>	271.25
<b>Aggregate Market value of Current Investments in Shares</b>			<b>682.96</b>	—

(Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Note 12: Cash &amp; Bank Balances</b>		
<b>a) Cash and Cash equivalents</b>		
Cash Balance on Hand	<b>0.01</b>	0.01
Balance with Banks		
In Current Account	<b>323.61</b>	116.57
<b>b) Earmarked Balances with Bank</b>		
Unpaid Dividend	<b>20.32</b>	20.46
	<b>343.94</b>	137.04

**Note 13: Other Current Assets**

Interest accrued and due on Intercompany Deposit (Including from subsidiary companies Rs. 39.43 lakhs & related party Rs. NIL (Previous year from subsidiary companies Rs.81.17 lakhs & related party Rs.16.10 lakhs)	<b>75.44</b>	164.78
	<b>75.44</b>	164.78

**Note 14: Contingent Liabilities and Commitments**

**A. Commitments :**

Estimated amount of Contract remaining to be executed on Capital Account [Net of Advance Rs. 23.75 lakhs] (Previous year Rs.23.75 lakhs)] and not provide for	<b>213.75</b>	213.75
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**NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

(Rs. in lakhs)

Particulars	For the Year ended 31 <sup>st</sup> March,2018	For the Year ended 31 <sup>st</sup> March,2017
<b>Note 15: Revenue from Operations and Investments</b>		
Interest from subsidiaries on Loans and Deposits	<b>464.09</b>	565.96
Interest from other Companies on Loans and Deposits	<b>809.49</b>	1097.68
Dividend on Non-Current Investments - other than trade	<b>780.64</b>	645.76
Dividend on Current Investments	<b>109.40</b>	12.25
Profit on Sale of Non-Current Investments (Net)	<b>14632.24</b>	643.70
Gain on Redemption of Mutual Fund	<b>72.02</b>	—
	<b>16867.88</b>	2965.35

(Rs. in lakhs)

Particulars	For the Year ended 31 <sup>st</sup> March,2018	For the Year ended 31 <sup>st</sup> March,2017
<b>Note 16: Other Income</b>		
Rent	25.26	24.66
Interest from Income Tax Department	–	7.99
Interest on Bank Deposit	1.83	2.34
Excess Provision/Liabilities written back	0.52	–
Sundry Credit balance written back	–	0.16
	<u>27.61</u>	<u>35.15</u>

**Note 17: Finance costs**

Interest Expenses	369.36	635.03
Interest to Income Tax Department	0.24	2.48
Other Borrowing costs	0.58	0.58
	<u>370.18</u>	<u>638.09</u>

**Note 18: Employee Benefits Expense**

Salaries, etc.	83.37	67.91
Staff welfare expenses	1.95	1.44
	<u>85.32</u>	<u>69.35</u>

**Note 19: Other Expenses**

Insurance	3.30	3.03
Rates and Taxes	1.07	0.08
<b>Repairs and Maintenance:</b>		
– Buildings	7.20	4.32
– Others	0.16	0.16
Travelling Expenses	111.93	49.52
Advertisement Expenses	6.82	3.54
Legal and Professional Fee	40.72	35.38
Miscellaneous Expenses	20.12	16.41
<b>Auditor's Remuneration:</b>		
As Audit Fee	0.75	0.57
In other Capacity, for Certifications and other matters	0.29*	0.29
Expenses Relating to previous year (Net)	2.63	2.29
Directors' Commission & Fees	5.73	5.78
Donation	10.00	108.00
Corporate Social Responsibility Expenses (Revenue Nature)	35.00	30.00
Contingent Expenses against Standard Assets	10.46	4.10
	<u>256.18</u>	<u>263.47</u>

\* related to previous Auditors

**Note 20: Depreciation**

Depreciation of tangible assets (Refer Note No.8 )	13.58	13.86
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(Rs. in lakhs)

Particulars	For the Year ended 31 <sup>st</sup> March,2018	For the Year ended 31 <sup>st</sup> March,2017
<b>Note 21: Current Tax</b>		
Current Tax for the year	3290.00	302.00
Current Tax adjustments for earlier year (Net)	—	1.12
	<u>3290.00</u>	<u>303.12</u>

**Note 22 : Summary of significant accounting policies and other notes to the financial statements:**

**22.01 Nature of Operations**

The main business of the Company is of investments and financing activities.

**22.02 Summary of significant accounting policies**

**(A) Basis of Accounting**

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards notified under Section 133 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on accrual basis except claims/refund which are accounted for on receipt basis due to uncertainties. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

**(B) Revenue Recognition**

Income from Investments and financing activities is taken into account when it accrues to the Company.

**(C) Fixed Assets**

Fixed assets are stated at cost of acquisition inclusive of duties, taxes, incidental expenses and erection/commissioning expenses etc.

**(D) Depreciation**

- i) Depreciation on the fixed assets has been charged at Straight Line method with reference to the economic useful life of its fixed assets as prescribed by Schedule II of the Companies Act, 2013.
- ii) Depreciation on the fixed assets disposed off during the year is provided on pro-rata basis with reference to the date of disposal.

**(E) Investments**

Non-Current (Long term) investments are stated at cost. The Company provides for diminution, other than temporary, in the value of Long term investments. Current investments are valued at lower of cost or fair value.

**(F) Retirement Benefits**

- a) Retirement benefits in the form of Provident Fund is not applicable to the Company as the total number of employees are below the minimum required number of employees under payment of Employees Provident Fund (Misc. Provisions) Act, 1952.
- b) Gratuity has not been provided as the Payment of Gratuity Act is not applicable to the Company as total number of employees are below the minimum required number of employees under Payment of Gratuity Act, 1972.
- c) Year end leave encashment benefit is provided for on accrual basis.

**(G) Provisions**

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions except those disclosed elsewhere in the notes to the financial statements, are not discounted to its 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.

**(H) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

**(I) Current Tax and Deferred Tax**

Tax expense comprises of current and deferred income tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantially enacted as on the balance sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is virtual certainty that the asset will be realized in future and the same is reviewed at each balance sheet.

**(J) Earning per equity share**

The Company reports basic and diluted earning per share in accordance with Accounting Standard-20 on "Earning Per Share". Basic earning per share is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year. Diluted earning per share is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

**22.03** As there is only one segment in the Company, hence Segment Reporting (AS-17) is not applicable.

**22.04** There is a shortfall in the market value of certain non-current & current investments in shares, hence, the Company has not made provision in respect of such shortfall is Rs.75.85 lakhs (Previous year shortfall Rs. Nil). As the same in the opinion of the Management is not permanent in nature. However, there is no diminution in overall market value of the Quoted Investments.

**22.05 RELATED PARTY DISCLOSURE**
**A Subsidiaries**

- SCM Investment & Trading Co.Ltd.
- RTM Investment & Trading Co.Ltd.
- SIL Properties Ltd.
- RTM Properties Ltd.

**B Key Management Personnel and their relatives**

- Mrs. Shalini Nopany (Managing Director)
- Mr. C. S. Nopany (Relative of Managing Director)

**C Enterprise owned or significantly influenced by Key Management Personnel and their relatives**

–

**D Transactions with Related Parties during the year:**

(Rs. in lakhs)

Particulars	Subsidiaries (A)	Key Management personnel and their relatives (B)	Enterprise owned or significantly influenced by Key Management Personnel and their relatives (C)
(a)			
1 Inter Corporate Loan placed			
– SCM Investment & Trading Co.Ltd.	780.00		
		(-)	
– RTM Investment & Trading Co.Ltd.	1350.00		
		(-)	
2 Intercorporate Loan received back			
– SCM Investment & Trading Co.Ltd.	233.00		
	(98.00)		

Particulars	(Rs. in lakhs)		
	Subsidiaries	Key Management personnel and their relatives	Enterprise owned or significantly influenced by Key Management Personnel and their relatives
	(A)	(B)	(C)
– RTM Investment & Trading Co.Ltd.	651.00 (68.75)		
<b>3</b> Remuneration to Managing Director		60.29 (38.54)	
<b>4</b> Sitting Fees of Mr. C.S. Nopany		0.63 (0.53)	
<b>5</b> Interest income on Intercompany Loan			
– SCM Investment & Trading Co.Ltd.	151.75 (183.93)		
– RTM Investment & Trading Co. Ltd.	312.34 (382.03)		
<b>(b)</b> Balance outstanding as on 31.03.2018			
Incorporate Loan receivable			
– SCM Investment & Trading Co.Ltd.	1950.00 (1403.00)		
– RTM Investment & Trading Co.Ltd.	3655.00 (2956.00)		
<b>(c)</b> Interest receivable on Intercompany Loan as on 31.03.2018			
– SCM Investment & Trading Co. Ltd.	13.69 (26.13)		
– RTM Investment & Trading Co.Ltd.	25.74 (65.04)		

Figures in bracket represent previous year's amounts.

**22.06 DISCLOSURES AS PER SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015**

Particulars	(Rs. in lakhs)	
	Balance as on 31 <sup>st</sup> March, 2018 (31 <sup>st</sup> March, 2017)	Maximum outstanding amount of loan during the year (Previous year)
<b>Loan to Subsidiaries:</b>		
– SCM Investment & Trading Co.Ltd.	1950.00 (1403.00)	1950.00 (1501.00)
– RTM Investment & Trading Co.Ltd.	3655.00 (2956.00)	3655.00 (3024.75)
<b>Others :</b>		
– Avadh Sugar & Energy Limited	1500.00 (1500.00)	1500.00 (1500.00)
– Magadh Sugar & Energy Limited	2000.00 (500.00)	500.00 (1500.00)
– Champaran Marketing Co. Ltd.	- (2000.00)	2000.00 (2000.00)

Particulars	<b>(Rs. in lakhs)</b>	
	<b>Balance as on 31<sup>st</sup> March, 2018 (31<sup>st</sup> March, 2017)</b>	Maximum outstanding amount of loan during the year (Previous year)
– Hargaon Investments & Trading Co. Ltd.	<b>350.00</b>	1900.00
	<b>(1900.00)</b>	(1900.00)
– Yashovardhan Investment & Trading Co.Ltd.	<b>1500.00</b>	2000.00
	<b>(2000.00)</b>	(2000.00)
– GMB Investments Pvt. Ltd.	-	200.00
	<b>(200.00)</b>	(200.00)
– Shital Commercial Ltd.	-	200.00
	<b>(200.00)</b>	(200.00)
– Uttam Commercial Ltd.	-	200.00
	<b>(200.00)</b>	(200.00)
– Deepshikha Trading Co.Pvt. Ltd.	-	200.00
	<b>(200.00)</b>	(200.00)
– Uttar Pradesh Trading Co. Ltd.	<b>475.00</b>	1000.00
	<b>(1000.00)</b>	(1000.00)

**22.07 DISCLOSURES UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013**

Name	<b>Amount (Rs. in lakhs)</b>	Purpose
SCM Investments & Trading Co. Ltd.	<b>1950.00</b>	Inter Corporate Deposit on commercial terms
RTM Investments & Trading Co.Ltd.	<b>3655.00</b>	
Avadh Sugar & Energy Limited	<b>1500.00</b>	
Magadh Sugar & Energy Limited	<b>2000.00</b>	
Hargaon Investments & Trading Co. Ltd.	<b>350.00</b>	
Yashovardhan Investments & Trading Co. Ltd.	<b>1500.00</b>	
Uttar Pradesh Trading Co.Ltd.	<b>475.00</b>	Investment in equity shares
Avadh Sugar & Energy Ltd.	<b>1022.08</b>	
Magadh Sugar & Energy Ltd.	<b>703.98</b>	
Ganges Securities Ltd.	<b>90.65</b>	
Ganges Securities Ltd.	<b>11.49</b>	Investment in Preference shares

**22.08 EARNINGS PER SHARE (EPS)**

The numerators and denominators used to calculate Basic and Diluted Earnings Per Share :

Particulars	<b>(Rs. in lakhs)</b>	
	<b>For the Year ended 31<sup>st</sup> March, 2018</b>	For the Year ended 31 <sup>st</sup> March,2017
Profit for the Year (A) (Rs.in Lakhs)	<b>12880.25</b>	1718.63
Number of Equity Shares (B)	<b>10595860</b>	10595860
Nominal Value of Equity Share (Rs.)	<b>10.00</b>	10
Basic and Diluted Earnings per Share (Rs.) A/B	<b>121.56</b>	16.22

**22.09 EXPENDITURE IN FOREIGN CURRENCY (On Accrual Basis)**

	(Rs. in lakhs)	
Particulars	2017-18	2016-17
Travelling :	57.17	17.44

**22.10 REMITTANCE IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDENDS**

Particulars	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Amount of Dividend related to 2016-17 remitted in Foreign Exchange (Rs.)#	-	-
Number of Non-Resident Shareholders	149	26
Number of Shares held by such Non-Resident Shareholders	45980	15236

# Deposited in Indian Rupees in the Bank Accounts maintained by the shareholders in India.

**22.11** Previous year figures have been reclassified/regrouped to conform current year figures.

Signature to Notes 1 to 22.11

In terms of our Report of even date attached.

**For Jitendra K. Agarwal & Associates**

Chartered Accountants  
Firm Reg. No. 318086E

**Kuldeep Maloo**

Partner  
Membership No. 515708

Camp : Kolkata  
Date : 08<sup>th</sup> May, 2018

**For and on behalf of Board of Directors of  
SIL Investments Limited**

**Brij Mohan Agarwal**

Director-In-Charge  
DIN: 03101758

**Vikas Baheti**

Chief Financial Officer  
PAN: ALUPB2706M

**C. S. Nopany**

Chairman  
DIN: 00014587

**Lokesh Gandhi**

Company Secretary & Compliance Officer  
Membership No. F9053

**Shalini Nopany**

Managing Director  
DIN: 00077299



**SCHEDULE TO THE BALANCE SHEET OF NON-BANKING FINANCIAL COMPANY**

(As required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

(Rs. in lakhs)

Particulars	Amount Outstanding		Amount Overdue	
	As on 31 <sup>st</sup> March, 2018	As on 31 <sup>st</sup> March, 2017	As on 31 <sup>st</sup> March, 2018	As on 31 <sup>st</sup> March, 2017
<b>Liabilities Side</b>				
<b>1) Loans and Advances availed by the NBFC'S inclusive of interest accrued thereon but not paid</b>				
(a) Debentures: Secured	Nil	Nil	Nil	Nil
Unsecured (Other than falling within the meaning of Public Deposits)	Nil	Nil	Nil	Nil
(b) Deferred Credits	Nil	Nil	Nil	Nil
(c) Term Loans	Nil	Nil	Nil	Nil
(d) Inter-Corporate Loans and Borrowings (including interest accrued & due thereon)	Nil	7213.89	Nil	Nil
(e) Commercial Paper	Nil	Nil	Nil	Nil
(f) Other Loans (specify nature)	Nil	Nil	Nil	Nil
<b>Assets Side</b>				
<b>2) Break-up of Loans and Advances including Bills receivables (other than those included in (3) below)</b>				
(a) Secured	Nil	Nil		
(b) Unsecured (including Interest accrued thereon)	11505.44	14223.78		
<b>3) Break-up of Leased Assets and Stock on Hire and other assets counting towards AFC activities</b>				
(i) Lease Assets including lease rentals under sundry debtors :	Nil	Nil		
(a) Financial Lease				
(b) Operating Lease				
(ii) Stock on hire including hire charges under sundry debtors :				
(a) Assets on Hire	Nil	Nil		
(b) Repossessed Assets	Nil	Nil		
(iii) Other Loans counting towards AFC activities :				
(a) Loans where assets have been repossessed	Nil	Nil		
(b) Loans other than (a) above	Nil	Nil		
<b>4) Break-up of Investments:</b>				
<b>Current Investments:</b>				
<b>1. Quoted:</b>				
(i) Shares (a) Equity	742.11	Nil		
(b) Preference	Nil	Nil		
(ii) Debentures and Bonds	Nil	Nil		
(iii) Units of Mutual Funds	Nil	Nil		
(iv) Government Securities	Nil	Nil		
(v) Others (please specify)	Nil	Nil		

(Rs. in lakhs)

Particulars	Amount Outstanding		Amount Overdue	
	As on 31 <sup>st</sup> March, 2018	As on 31 <sup>st</sup> March, 2017	As on 31 <sup>st</sup> March, 2018	As on 31 <sup>st</sup> March, 2017
<b>2. Unquoted</b>				
(i) Shares (a) Equity	Nil	Nil		
(b) Preference	Nil	Nil		
(ii) Debentures and Bonds	Nil	Nil		
(iii) Units of Mutual Funds	6415.66	271.25		
(iv) Government Securities	Nil	Nil		
(v) Others (please specify)	Nil	Nil		
<b>Long Term Investments</b>				
<b>1. Quoted:</b>				
(i) Shares (a) Equity	9843.52	7926.75		
(b) Preference	Nil	Nil		
(ii) Debentures and Bonds	Nil	Nil		
(iii) Units of Mutual Funds	Nil	Nil		
(iv) Government Securities	Nil	Nil		
(v) Others (please specify)	Nil	Nil		
<b>2. Unquoted</b>				
(i) Shares (a) Equity	4578.94	4578.94		
(b) Preference	11.48	229.71		
(ii) Debentures and Bonds	Nil	Nil		
(iii) Units of Mutual Funds	Nil	Nil		
(iv) Government Securities	Nil	Nil		
(v) Others (please specify)	Nil	Nil		

**5) Borrower group-wise classification of Assets financed as in (2) and (3) above**

Category	Amount net of provisions					
	Secured		Unsecured		Total	
	As on 31 <sup>st</sup> March, 2018	As on 31 <sup>st</sup> March, 2017	As on 31 <sup>st</sup> March, 2018	As on 31 <sup>st</sup> March, 2017	As on 31 <sup>st</sup> March, 2018	As on 31 <sup>st</sup> March, 2017
<b>1. Related Parties</b>						
(a) Subsidiaries	-	-	5,644.55	4,440.17	5,644.55	4,440.17
(b) Companies in the same group	-	-	5,860.89	-	5,860.89	-
<b>2. Other</b>	-	-	-	9,783.61	-	9,783.61
<b>Total</b>	-	-	11,505.44	14,223.78	11,505.44	14,223.78

**6) Investor group-wise classification of all investments**

(current and long term) in shares and securities both quoted and unquoted)

Category	Market Value/Break up or Fair Value of NAV		Book Value (Net of Provisions)	
	As on 31 <sup>st</sup> March, 2018	As on 31 <sup>st</sup> March, 2017	As on 31 <sup>st</sup> March, 2018	As on 31 <sup>st</sup> March, 2017
	<b>1. Related Parties</b>			
(a) Subsidiaries	8,681.19	7,015.02	4,456.62	4,456.62
(b) Companies in the same group	13,470.57	-	9,670.86	-
<b>2. Other</b>	59,654.59	50,006.07	7,464.23	8,275.96
<b>Total</b>	81,806.35	57,021.09	21,591.71	12,732.58

## SIL INVESTMENTS LIMITED

### 7) Asset Liability Management

Maturity pattern of certain items of assets and liabilities as at 31<sup>st</sup> March, 2018

	Upto 30 / 31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto 3 years	Over 3 years and upto 5 years	Over 5 years	Total
<b>Assets</b>									
Advances @					11,505.44				11,505.44
Investments *					6,415.66				6,415.66
<b>Liabilities</b>									
Borrowings									
- Banks					-				-
- Others					-				-

Maturity pattern of certain items of assets and liabilities as at 31<sup>st</sup> March, 2017

	Upto 30/ 31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3 months and upto 6 months	Over 6 months and upto 1 year	Over 1 year and upto 3 years	Over 3 years and upto 5 years	Over 5 years	Total
<b>Assets</b>									
Advances @					14,059.00				14,059.00
Investments *				271.25	-				271.25
<b>Liabilities</b>									
Borrowings									
- Banks					-				-
- Others					4,590	2,620			7,210.00

@ includes interest accrued on loans & advances

\*Maturity pattern for long term investments in equity shares cannot be identified, however, Company intend to keep it for long period.

### 8) Particulars

	As on 31 <sup>st</sup> March, 2018	As on 31 <sup>st</sup> March, 2017
<b>Movement of non-performing assets</b>	-	-
Net NPA to net Advances (%)	-	-
Movement of non-performing assets (Gross)	-	-
(a) Opening balance	-	-
(b) Change during the year #	-	-
(c) Closing balance	-	-
Movement of net non-performing assets	-	-
(a) Opening balance	-	-
(b) Change during the year #	-	-
(c) Closing balance	-	-
Movement of provisions for non-performing assets (excluding provisions on standard assets)	-	-
(a) Opening balance	-	-
(b) Change during the year #	-	-
(c) Closing balance	-	-

# Change during the year includes addition, write-offs and recoveries.

**9 Exposure**

**(a) Exposure to real estate sector**

The Company does not have any real estate exposure in the current and previous year.

**(b) Exposure to capital market**

The company does not have any exposure to capital market in the current and previous year.

**(c) Details of financing of parent company products**

The company does not have a parent company and accordingly no disclosure required.

**(d) Unsecured advances**

All advances given by the company are unsecured advances (refer note 10).

**10) Particulars**

	As on 31 <sup>st</sup> March, 2018	As on 31 <sup>st</sup> March, 2017
<b>Other information</b>	-	-
Gross non-performing assets	-	-
(a) Related parties	-	-
(b) Other than related parties	-	-
Net Non-performing Assets		
(a) Related parties	-	-
(b) Other than related parties	-	-
Assets acquired in satisfaction of debt	-	-

**11)** Previous year's figures have been taken from the accounts audited by previous auditor and figures have been regrouped/ reclassified to conform to current year's figures wherever required.

In terms of our Report of even date attached.

**For Jitendra K. Agarwal & Associates**

Chartered Accountants  
Firm Reg. No. 318086E

**Kuldeep Maloo**

Partner  
Membership No. 515708

Camp : Kolkata  
Date : 08<sup>th</sup> May, 2018

**For and on behalf of Board of Directors of  
SIL Investments Limited**

**Brij Mohan Agarwal**

Director  
DIN: 03101758

**Vikas Baheti**

Chief Financial Officer  
PAN: ALUPB2706M

**C. S. Nopany**

Chairman  
DIN: 00014587

**Lokesh Gandhi**

Company Secretary & Compliance Officer  
Membership No. F9053

**Shalini Nopany**

Managing Director  
DIN: 00077299

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SIL INVESTMENTS LIMITED

### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of SIL Investments Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2018, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

### Management's Responsibility for the Consolidated Financial Statements

The Holding 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 consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated 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 consolidated financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, 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 financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

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 Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31<sup>st</sup> March, 2018, and their consolidated profit and their consolidated cash flows for the year ended on that date.

### Emphasis of Matters

We draw attention to the following matters in the Notes to the consolidated financial statements:

- a. There is shortfall in the market value of certain long term investments in shares. However, the Group has not made provision in respect of such shortfall aggregating to Rs. 1108.24 lakhs as the same in the opinion of the management is not permanent in nature. However, there is no diminution in the overall market value of the quoted/unquoted

investments and break-up value of unquoted investments (Refer Note No. 23.03 to the financial statements)

Our opinion is not modified in respect of these matters.

**Other Matters**

- a. We did not audit the financial statements of subsidiaries, whose financial statements reflect total assets of Rs. 16259.23 lakhs as at 31<sup>st</sup> March, 2018, total revenues of Rs. 1073.76 lakhs and net cash outflows amounting to Rs. 4.84 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, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.
- b. The consolidated financial statements of the Company for the year ended 31<sup>st</sup> March 2017 has been audited by previous auditor who expressed an unmodified opinion on 29<sup>th</sup> May, 2017.

Our Opinion is not qualified in respect of this matter.

Our opinion on the consolidated 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.

**Report on Other Legal and Regulatory Requirements**

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are

in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2013.
- (e) The shortfall in the value of certain long term investments and under the Emphasis of Matters paragraph above, in our opinion, shall have no adverse effect on the functioning of the Group.
- (f) On the basis of the written representations received from the directors of Holding Company as on 31<sup>st</sup> March, 2018 taken on record by the Board of Directors of Holding Company and the reports of the statutory auditors, of the subsidiary companies incorporated in India, none of the directors of the Group is disqualified as on 31<sup>st</sup> March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) With respect to the adequacy of the internal financial control over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a. The Group does not have any pending litigations which would have any material impact on its financial position;
  - b. The Group did not have any material foreseeable losses on long term contracts including derivatives contracts.
  - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies incorporated in India.

**For Jitendra K. Agarwal & Associates**

Chartered Accountants

Firm Reg. No. 318086E

**Kuldeep Maloo**

Partner

Camp: Kolkata

Date: 08<sup>th</sup> May, 2018

Membership No. 515708

## ANNEXURE A

**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 SIL Investments Limited (‘the Company’) and its subsidiary companies incorporated in India, as of March 31, 2018 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

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

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

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the ‘guidance Note’) and the standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to as 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 of 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 exist, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

**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 authorization of management and directors of the company ; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the

company's assets that could have a material effect on the financial statements.

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

Because of the inherent limitations of Internal Financial Controls Over Financial Reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls 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 Holding Company has and its subsidiary companies 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 the 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 Jitendra K. Agarwal & Associates**

Chartered Accountants  
Firm Reg. No. 318086E

**Kuldeep Maloo**

Camp: Kolkata

Partner

Date: 08<sup>th</sup> May, 2018

Membership No. 515708



CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2018

(Rs. in lakhs)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds:</b>			
Share Capital	1	1060.65	1060.65
Reserves and Surplus	2	35070.35	21731.18
		<b>36131.00</b>	22791.83
<b>Minority Interest</b>		<b>920.06</b>	862.77
<b>Non-Current Liabilities:</b>			
Deferred Tax Liabilities (Net)	3	48.32	48.34
Other Long-term Liabilities	4	2.11	1.90
Long-term Provisions	5	24.52	22.51
		<b>74.95</b>	72.75
<b>Current Liabilities :</b>			
Short-term Borrowings	6	–	7210.00
Other Current Liabilities	7	304.20	91.72
Short-term Provisions	5	262.35	81.99
		<b>566.55</b>	7383.71
<b>TOTAL</b>		<b>37692.56</b>	31111.06
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets:			
- Tangible Assets	8.1	1595.95	1566.56
- Intangible Assets	8.2	0.02	0.02
Capital Work in process		–	20.45
Non-Current Investments	9	15682.02	14043.91
Long-term Loans & Advances	10	29.48	32.92
		<b>17307.47</b>	15663.86
<b>Current Assets:</b>			
Current Investments	11	7157.77	271.25
Trade Receivable	12	–	4.44
Cash and Bank balances	13	394.18	192.12
Short-term Loans and Advances	10	12745.11	14845.69
Other Current Assets	14	88.03	133.70
		<b>20385.09</b>	15447.20
<b>TOTAL</b>		<b>37692.56</b>	31111.06
Contingent Liabilities and Commitments	15		
Summary of significant accounting policies and other notes to the financial statements	23		

The accompanying notes are an integral part of the financial statements.  
In terms of our Report of even date attached.

**For Jitendra K. Agarwal & Associates**

Chartered Accountants  
Firm Reg. No. 318086E

**Kuldeep Maloo**

Partner  
Membership No. 515708

Camp : Kolkata  
Date : 08<sup>th</sup> May, 2018

**For and on behalf of Board of Directors of  
SIL Investments Limited****Brij Mohan Agarwal**

Director-In-Charge  
DIN: 03101758

**Vikas Baheti**

Chief Financial Officer  
PAN: ALUPB2706M

**C. S. Nopany**

Chairman  
DIN: 00014587

**Lokesh Gandhi**

Company Secretary & Compliance Officer  
Membership No. F9053

**Shalini Nopany**

Managing Director  
DIN: 00077299

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

(Rs. in lakhs)

Particulars	Note No.	For the Year ended 31 <sup>st</sup> March, 2018	For the Year ended 31 <sup>st</sup> March, 2017
<b>REVENUE :</b>			
Revenue from Operations and Investments	16	<b>17838.32</b>	3228.70
Other Income	17	<b>112.50</b>	75.37
<b>TOTAL REVENUE</b>		<b>17950.82</b>	3304.07
<b>EXPENSES :</b>			
Finance Costs	18	<b>370.18</b>	639.65
Employee Benefits Expense	19	<b>85.32</b>	69.35
Other Expenses	20	<b>370.57</b>	302.71
<b>TOTAL</b>		<b>826.07</b>	1011.71
<b>Profit before depreciation and tax</b>		<b>17124.75</b>	2292.36
Depreciation	21	<b>44.33</b>	39.60
<b>Profit before tax</b>		<b>17080.42</b>	2252.76
<b>Tax Expense</b>			
Current Tax	22	<b>3492.68</b>	334.55
Deferred Tax		<b>(0.02)</b>	(6.02)
<b>Profit after Tax</b>		<b>13587.76</b>	1924.23
Share of Minority Interest		<b>(57.29)</b>	(20.03)
<b>Profit for the year (After adjustment of Minority Interest)</b>		<b>13530.47</b>	1904.20
Basic & Diluted Earnings Per Equity Share (of Rs.10 each)	23.08	<b>127.70</b>	17.97
Summary of significant accounting policies and other notes to the financial statements	23		

The accompanying notes are an integral part of the financial statements.  
In terms of our Report of even date attached.

**For Jitendra K. Agarwal & Associates**

Chartered Accountants  
Firm Reg. No. 318086E

**Kuldeep Maloo**

Partner  
Membership No. 515708

Camp : Kolkata  
Date : 08<sup>th</sup> May, 2018

**For and on behalf of Board of Directors of  
SIL Investments Limited****Brij Mohan Agarwal**

Director-In-Charge  
DIN: 03101758

**Vikas Baheti**

Chief Financial Officer  
PAN: ALUPB2706M

**C. S. Nopany**

Chairman  
DIN: 00014587

**Lokesh Gandhi**  
Company Secretary & Compliance Officer  
Membership No. F9053

**Shalini Nopany**

Managing Director  
DIN: 00077299

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

(Rs. in lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>a. Net Profit before Tax</b>	<b>17080.42</b>	2252.76
<b>Adjustment for :</b>		
Depreciation	44.33	39.60
Contingent Provisions against Standard Assets written back	26.37	4.26
Dividend on Non-Current / Current Investments	(1034.72)	(760.91)
Loss / (Profit) on Sale of Non-Current / Current Investments	(15437.07)	(740.45)
Interest from Income Tax Department	(0.37)	(14.21)
Interest on Bank Deposit	(2.34)	(2.74)
<b>b. Operating Profit before working capital changes</b>	<b>676.62</b>	<b>778.31</b>
<b>Adjustment for :</b>		
Trade and other Receivables	263.41	(232.54)
Trade Payables	214.18	(5.60)
Loans to Bodies Corporate (Net)	1875.00	(1800.00)
Bodies Corporate (Repayable on demand)	-	(50.00)
Borrowing from Bodies Corporate (Net)	(7210.00)	530.00
<b>c. Cash Generated from Operations</b>	<b>(4180.79)</b>	(779.83)
Direct Taxes (paid) / Refund (Net)	(3322.29)	(242.59)
<b>Net Cash (used in)/from Operating Activities (A)</b>	<b>(7503.08)</b>	<b>(1022.42)</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Non-Current / Current Investments	16292.35	947.69
Dividend on Non-Current / Current Investments	1034.72	760.91
Interest from Income Tax Department	0.37	14.21
Interest on Bank Deposit	2.34	2.74
Purchase of Fixed Assets	(73.73)	(15.56)
Capital Work in Progress	20.45	(20.45)
Purchase of Non-Current / Current Investments	(9379.92)	(430.96)
<b>Net Cash used in Investing Activities (B)</b>	<b>7896.58</b>	<b>1258.58</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Dividend paid and Tax on Distributed Profits	(191.30)	(159.41)
<b>Net cash from Financing Activities (C)</b>	<b>(191.30)</b>	<b>(159.41)</b>
<b>Net increase/(decrease) in cash and cash Equivalents (A)+(B)+(C)</b>	<b>202.20</b>	76.75
Cash and Cash Equivalents (Opening Balance)	171.66	94.91
<b>Cash and Cash Equivalents (Closing Balance)*</b>	<b>373.86</b>	171.66
(for components of cash & cash equipment - refer Note No. - 13)		
* Break-up as under :-		
Cash Balance in hand	4.65	2.25
Balance with Banks		
i) in Current Account	369.21	166.06
ii) in Fixed Deposit (maturity within 3 months)	-	3.35
<b>Total</b>	<b>373.86</b>	171.66
Other bank Balances shown under appropriate activities	20.32	20.46
<b>Cash &amp; Bank Balance as per Note No. - 13</b>	<b>394.18</b>	192.12

Notes: 1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard- 3 on "Cash Flow Statement".

2. Previous year figure have been regrouped/restated wherever necessary.

In terms of our Report of even date attached.

**For Jitendra K. Agarwal & Associates**

Chartered Accountants  
Firm Reg. No. 318086E

**Kuldeep Maloo**

Partner  
Membership No. 515708

Camp : Kolkata  
Date : 08<sup>th</sup> May, 2018

**For and on behalf of Board of Directors of  
SIL Investments Limited**

**Brij Mohan Agarwal**

Director-In-Charge  
DIN: 03101758

**Vikas Baheti**

Chief Financial Officer  
PAN: ALUPB2706M

**C. S. Nopany**

Chairman  
DIN: 00014587

**Lokesh Gandhi**

Company Secretary & Compliance Officer  
Membership No. F9053

**Shalini Nopany**

Managing Director  
DIN: 00077299

NOTES FORMING PART OF BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2018

(Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Note 1 : Share Capital</b>		
<b>Authorised</b>		
1,20,00,000 (Previous year 1,20,00,000) Equity Shares of Rs 10/- each	<u>1200.00</u>	1200.00
	<u>1200.00</u>	<u>1200.00</u>
<b>Issued, subscribed and fully paid-up shares</b>		
1,05,95,860 (Previous year 1,05,95,860 ) Equity Shares of Rs. 10/- each fully paid-up.	<b>1059.59</b>	1059.59
Add: Forfeited shares (No.of shares 35,390) (Amount originally paid up)	<u>1.06</u>	1.06
	<u><b>1060.65</b></u>	<u>1060.65</u>

**Terms/ Rights attached to Equity Shares**

Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive 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. There is no restriction on distribution of dividend. However same is subject to the approval of the shareholders in the Annual General Meeting.

**Reconciliation of the number of Equity Shares outstanding:**

Equity shares outstanding at the beginning of the year	<b>10595860</b>	10595860
Equity shares allotted during the year	-	-
Equity shares outstanding at the end of the year	<b>10595860</b>	10595860

**Shareholder holding more than 5 percent equity shares of the Company:**

S. No.	Name of shareholder	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
		Number of Shares held	Percentage of holding	Number of Shares held	Percentage of holding
1	Uttar Pradesh Trading Co.Ltd.	<b>2019339</b>	<b>19.06</b>	2019339	19.06
2	New India Retailing and Investment Ltd.	<b>1156550</b>	<b>10.92</b>	1156550	10.92
3	Hargaon Investment & Trading Co. Ltd.	<b>1140931</b>	<b>10.77</b>	1140931	10.77
4	Yashovardhan Investment & Trading Co. Ltd.	<b>991224</b>	<b>9.35</b>	991224	9.35
5	Birla Institute of Technology and Science	<b>752439</b>	<b>7.10</b>	752439	7.10
6	Earthstone Holding (Two) Pvt. Ltd.	<b>653580</b>	<b>6.17</b>	653580	6.17
7	Ronson Traders Ltd.	<b>648249</b>	<b>6.12</b>	648249	6.12

(Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Note 2: Reserves and Surplus</b>		
<b>(i) Securities Premium Reserve</b>		
Balance as per last financial statements	<b>3057.15</b>	3057.15
<b>(ii) Reserve Fund</b>		
Balance as per last financial statements	<b>2936.81</b>	2544.33
Add : Addition during the year	<u>2731.00</u>	392.48
<b>Closing Balance</b>	<u><b>5667.81</b></u>	<u>2936.81</u>

Particulars	(Rs. in lakhs)	
	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Note 2 : Reserves and Surplus (contd.)</b>		
<b>(iii) General Reserve</b>		
Balance as per last financial statements	5346.08	5260.08
Add : Addition during the year	644.00	86.00
<b>Closing Balance</b>	<b>5990.08</b>	<b>5346.08</b>
<b>(iv) Statement of Profit &amp; Loss - Balance</b>		
Balance as per last financial statements	10391.14	8965.42
Add: Profit for the year	13530.47	1904.20
	<b>23921.61</b>	<b>10869.62</b>
Less:		
Dividend	158.94	-
Dividend Distribution Tax	32.36	-
Transfer to Reserve Fund	2731.00	392.48
Transfer to General Reserve	644.00	86.00
<b>Total</b>	<b>3566.30</b>	<b>478.48</b>
<b>Closing Balance</b>	<b>20355.31</b>	<b>10391.14</b>
<b>Total Reserve and Surplus (i to iv)</b>	<b>35070.35</b>	<b>21731.18</b>

**Note 3: Deferred Tax Liabilities (Net)**
**Deferred Tax Liability on account of:**

Depreciation	56.89	55.78
	<b>56.89</b>	<b>55.78</b>

**Deferred Tax Assets on account of:**

Accrued expenses deductible on payment basis	8.57	7.44
	<b>8.57</b>	<b>7.44</b>
<b>Deferred Tax Liability (Net)</b>	<b>48.32</b>	<b>48.34</b>

**Note 4: Other Long Term Liabilities**

Security Deposit	2.11	1.90
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Particulars	(Rs. in lakhs)			
	Long-term		Short-term	
	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Note 5: Provisions</b>				
Provision for Employee Benefits	24.52	22.51	-	0.67
Proposed Dividend	-	-	-	-
Corporate Dividend Tax	-	-	-	-
Contingent Provisions against Standard Assets	-	-	74.24	47.87
Provision for taxation (Net of Advance Tax)	-	-	188.11	33.45
	<b>24.52</b>	<b>22.51</b>	<b>262.35</b>	<b>81.99</b>

(Rs. in lakhs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
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**Note 6: Short-Term Borrowings**

**Secured (Short Term Loan)**

<b>From Bodies Corporate(Repayable on demand)</b>	-	7210.00
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Secured by Pledge of 350\* Equity Shares (Previous year 1,41,97,500 Equity Shares) of Chambal Fertilizers & Chemicals Ltd. ;

Nil Equity Shares (Previous year 13,45,000 Equity Shares) of Zuari Global Ltd.;

Nil Equity Shares (Previous year 15,80,000 Equity Shares) of Zuari Agro Chemicals Ltd.;

(Rate of Interest @ 9.25% p.a.)

(Previous year Rate of Interest @ 9.25% to 10.15%)

\*Received on 09.04.2018

	-	7210.00
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**Note 7: Other Current Liabilities**

Interest Accrued but not due on borrowings	-	3.89
Unpaid Dividend	<b>20.32</b>	20.46
Statutory dues	<b>11.62</b>	16.12
Directors' Commission / Remuneration Payable	<b>2.25</b>	7.35
Others	<b>270.01</b>	43.90
	<b>304.20</b>	91.72

**Note 8.1 & 8.2 - Fixed Assets**

(Rs. in lakhs)

DESCRIPTION	GROSS BLOCK COST / BOOK VALUE				DEPRECIATION				NET BLOCK		
	As at 31 <sup>st</sup> March, 2017	Addition	Deduction	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	For the Year ended 31 <sup>st</sup> March, 2018	Deduction	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	
<b>Note No.8.1</b>											
<b>A) Tangible Assets</b>											
- Land	806.59	-	-	<b>806.59</b>	-	-	-	<b>806.59</b>	<b>806.59</b>	806.59	
- Buildings	791.60	18.28	-	<b>809.88</b>	188.26	14.83	-	<b>203.09</b>	<b>606.79</b>	603.34	
- Plant & Machinery	138.96	51.60	-	<b>190.56</b>	99.64	10.25	-	<b>109.89</b>	<b>80.67</b>	39.32	
- Office Equipments	2.86	-	-	<b>2.86</b>	2.48	0.25	-	<b>2.73</b>	<b>0.13</b>	0.38	
- Furniture & Fixtures	310.09	3.85	-	<b>313.94</b>	234.99	12.78	-	<b>247.77</b>	<b>66.17</b>	75.10	
- Vehicle	52.36	-	-	<b>52.36</b>	10.53	6.22	-	<b>16.75</b>	<b>35.61</b>	41.83	
<b>Total</b>	<b>2102.46</b>	<b>73.73</b>	-	<b>2176.19</b>	<b>535.90</b>	<b>44.33</b>	-	<b>580.23</b>	<b>1595.95</b>	<b>1566.56</b>	
<b>Note No.8.2</b>											
<b>B) Intangible Assets</b>											
- Goodwill	0.02	-	-	<b>0.02</b>	-	-	-	-	<b>0.02</b>	0.02	
<b>C) Capital Work in process</b>	-	-	-	-	-	-	-	-	-	20.45	
<b>Total ( A+B+C )</b>	<b>2102.48</b>	<b>73.73</b>	-	<b>2176.21</b>	<b>535.90</b>	<b>44.33</b>	-	<b>580.23</b>	<b>1595.97</b>	1566.58	
Previous Year	2086.91	15.57	-	<b>2102.48</b>	496.30	39.60	-	<b>535.90</b>	<b>1566.58</b>	1590.61	

Note : Buildings include cost of Ownership premises in Co-operative Housing Societies.

# SIL INVESTMENTS LIMITED

(Rs. in lakhs)

Particulars	Shares (Nos.)	Face Value Shares (Rs.)	As at <b>31<sup>st</sup> March, 2018</b>	As at 31 <sup>st</sup> March, 2017
<b>Note 9: Non-Current Investments (Valued at Cost) (Non-Trade)</b>				
<b>A QUOTED (Fully paid-up)</b>				
Zuari Global Ltd.	1240000 @ (2790000)	10	<b>140.08</b>	315.18
Chambal Fertilisers & Chemicals Ltd.	36075855 +* (34545855)	10	<b>8522.56</b>	6029.16
Digjam Limited	45 (45)	10	<b>0.06</b>	0.06
Upper Ganges Sugar Inds. Ltd.	- x (2309417)	10	-	3008.97
Sutlej Textiles and Industries Ltd.	4408560 (440856)	1	<b>305.01</b>	305.01
CIMMCO Limited	658 (658)	10	<b>0.59</b>	0.59
Zuari Agro Chemicals Ltd.	872000 xx (3288768)	10	<b>118.23</b>	486.58
Balrampur Chini Mills Limited	- # (15000)	1	-	6.56
ITC Limited	22500 (22500)	1	<b>46.00</b>	46.00
State Bank of India	- ++ (42500)	1	-	87.05
The Oudh Sugar Mills Ltd.	- x (5143465)	10	-	3116.21
Manavta Holdings Ltd.	262980 (262980)	10	<b>12.01</b>	12.01
New India Retailing & Investment Ltd.	266762 (266762)	10	<b>212.62</b>	212.62
Sidh Enterprises Ltd.	684800 (684800)	10	<b>20.12</b>	20.12
Sonali Commercial Ltd.	24400 (24400)	10	<b>2.27</b>	2.27
Pavapuri Trading & Investment Co. Ltd.	24000 (24000)	10	<b>1.38</b>	1.38
Manbhawani Investment Limited	67500 (67500)	10	<b>2.07</b>	2.07
Avadh Sugar & Energy Ltd.	1989781 x (-)	10	<b>3012.72</b>	0.00
Ganges Securities Ltd.	1998036 x (-)	10	<b>1282.90</b>	0.00
Magadh Sugar & Energy Ltd.	1798485 x (-)	10	<b>703.98</b>	0.00
Palash Securities Ltd.	1983909 x (-)	10	<b>1125.57</b>	0.00
			<b>15508.17</b>	13651.84

\* Refer Note 6 for Pledge of Shares.

@ 1550000 equity shares sold during the year

**Note 9: Non-Current Investments (Contd...)**

- + 1530000 equity shares purchased during the year
- # 15000 equity shares sold during the year
- ++42500 equity shares sold during the year
- xx 2416768 equity shares sold during the year
- x Pursuant to the Composite Scheme of Arrangement entered into between The Oudh Sugar Mills Ltd; Upper Ganges Sugar & Industries Ltd. & others and approved by the National Company Law Tribunal (NCLT) on 2<sup>nd</sup> March, 2017, following Shares have been received in lieu of The Oudh Sugar Mills Ltd. & Upper Ganges Sugar & Industries Ltd.

	<b>Name of the Company</b>	<b>No. of Shares</b>
1	Avadh Sugar & Energy Ltd.	1989781
2	Magadh Sugar & Energy Ltd.	1798485
3	Ganges Securities Ltd.	1998036
4	Palash Securities Ltd.	1983909

Particulars	Shares (Nos.)	Face Value Shares (Rs.)	<b>(Rs. in lakhs)</b>	
			<b>As at 31<sup>st</sup> March, 2018</b>	As at 31 <sup>st</sup> March, 2017

**B. UNQUOTED (Fully paid-up)**

**i) In Equity Shares of Other Companies:**

Birla Buildings Limited	15000 (15000)	10	<b>1.50</b>	1.50
Eastern Economic Limited	400 * (400)	100	<b>0.20</b>	0.20
Mackenzies Limited	1 * (1)	100	-	-
Mafatlal Engg. & Inds. Ltd.	700 * (700)	100	<b>0.61</b>	0.61
GMB Investments Pvt. Ltd.	140000 (140000)	10	<b>14.00</b>	14.00
Shree Vihar Properties Ltd.	1068153 (1068153)	10	<b>106.82</b>	106.82
Centre Stage Creations Private Limited	100000 (100000)	10	<b>10.00</b>	10.00
The Oudh Trading Company Pvt. Ltd.	150 (150)	10	<b>0.04</b>	0.04
Leas Communication Limited	21200 * (21200)	10	<b>2.12</b>	2.12
			<b>135.29</b>	135.29
* Less: Provision for diminution in value			<b>(2.93)</b>	(2.93)
			<b>132.36</b>	132.36

**ii) In Preference Shares of other Companies:**

12% Non-Convertible Redeemable Preference Shares of Upper Ganges Sugar and Industries Limited	- *	100	-	229.71
Ganges Securities Limited	9750 * (-)	100	<b>11.49</b>	-
Avadh Sugar & Energy Ltd.	10500 *+ (-)	100	-	-



# SIL INVESTMENTS LIMITED

## Note 9: Non-Current Investments (Contd...)

Particulars	Shares (Nos.)	Face Value Shares (Rs.)	(Rs. in lakhs)	
			As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Magadh Sugar & Energy Ltd.	74750 * + (-)	100	-	-
* Preference Shares allotted as per Scheme of Arrangement with Upper Ganges Sugar and Industries Ltd.				
+ Redemption during the year				
			<b>143.85</b>	362.07
<b>C. UNQUOTED (Partly paid-up)</b>				
<b>In Equity Shares of other Companies</b>				
Modern DiaGen Services Ltd.	1500000 (1500000)	10	<b>30.00</b>	30.00
			<b>173.85</b>	392.07
<b>AGGREGATE VALUE OF INVESTMENTS (Refer Note 23.03)</b>			<b>15682.02</b>	14043.91
Aggregate of:				
Quoted Investments			<b>15508.17</b>	13651.84
Unquoted Investment			<b>173.85</b>	392.07
			<b>15682.02</b>	14043.91
<b>Aggregate Market Value of Quoted Investments</b>			<b>78518.94</b>	64880.34

### Notes :

- 1 SCM Investment & Trading Co.Ltd. has given an undertaking to Darbhanga Mansion Co-operative Housing Society Limited not to transfer, create any charge, pledge or encumbrance or otherwise dispose of 67,500 Equity Shares held by it in Manava Holdings Ltd. without their written consent.
- 2 RTM Investment & Trading Co.Ltd. has pledged 5,21,370 Equity Shares of Avadh Sugar & Energy Ltd. & 9,04,950 equity shares of Palash Securities Ltd. to certain lenders on pari-passu basis.
- 3 Figures in brackets represents previous year's number of shares.

Particulars	(Rs. in lakhs)			
	Long-term		Short-term	
	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017

### Note 10: Loans And Advances

(Unsecured, Considered Good unless otherwise stated)

Loan to Bodies Corporate	-	-	<b>12650.00</b>	14525.00
Capital Advance	<b>23.75</b>	23.75	-	-
Security Deposit	<b>5.73</b>	5.22	-	-
<b>Advance Recoverable in Cash or in kind</b>				
Considered Good	-	-	<b>38.65</b>	254.20
<b>Other Loan and Advances</b>				
Balance with Statutory/Govt. Authorities	-	3.95	<b>7.14</b>	3.95
Income Tax refund Receivable	-	-	<b>41.80</b>	28.13
Advance Tax (Net of provisions for Taxation)	-	-	<b>3.13</b>	32.53
Prepaid Expenses	-	-	<b>4.39</b>	1.88
<b>Total</b>	<b>29.48</b>	32.92	<b>12745.11</b>	14845.69

(Rs. in lakhs)

Particulars	Units (Nos.)	NAV Units (Rs.)	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
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**Note 11: (A) Current Investments :-**

**Unquoted (Fully paid-up) ( Non-Trade)**

Investments in Mutual Fund

(at Cost or Fair Value, whichever is lower)

UTI Mutual Fund - Treasury Advantage Fund	209.655	1002.3211	<b>2.10</b>	51.86
Institutional Plan (Daily Dividend) Reinvest option	(5166.646)	(1003.6992)		
UTI Mutual Fund - Treasury Advantage Fund	133839.218	1002.3540	<b>1341.54</b>	219.39
Institutional Plan - Direct Plan (Daily Dividend) Reinvest option	(21887.350)	(1002.3540)		
ICICI Prudential Saving Fund - Direct Plan Growth	387639.628	264.6774	<b>1026.00</b>	—
	(—)			
Kotak Low Duration Fund Direct Growth	48599.522	2152.3305	<b>1046.02</b>	—
	(—)			
Franklin India Ultra Short Bond Fund	12684423.083	23.6436	<b>3000.00</b>	—
Super Institutional Plan - Direct				
<b>Aggregate Unquoted Investments (Total-A)</b>			<b>6415.66</b>	<b>271.25</b>

**(B) Current Investments :-**

**Quoted (Fully paid-up) ( Non-Trade) (thru. : PMS)**

**Investments in Shares (Value at cost)**

City Union Bank Ltd.	55350	175.57	<b>97.18</b>	—
ITC Limited	18700	264.40	<b>49.44</b>	—
Larsen & Toubro Ltd.	3500	1356.44	<b>47.48</b>	—
State Bank of India	35750	302.50	<b>108.14</b>	—
Vijaya Bank	182600	65.67	<b>119.92</b>	—
Ashok Leyland Ltd.	39500	123.73	<b>48.87</b>	—
NMDC Ltd.	76900	136.90	<b>105.28</b>	—
Idea Cellular Ltd.	100000	86.87	<b>86.87</b>	—
Bajaj Electricals Ltd.	8800	473.23	<b>41.64</b>	—
GRP Ltd.	3000	1242.95	<b>37.29</b>	—
<b>Aggregate Quoted Investments (Total-B)</b>			<b>742.11</b>	—
<b>Aggregate value of Current Investments (Total A+B)</b>			<b>7157.77</b>	<b>271.25</b>
<b>Aggregate Market value of Current Investments in Shares</b>			<b>682.96</b>	—

(Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
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**Note 12: Trade Receivable**

(Unsecured, considered Good)

Other Debts	—	4.44
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# SIL INVESTMENTS LIMITED

Particulars	(Rs. in lakhs)	
	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
<b>Note 13: Cash &amp; Bank Balances</b>		
<b>a) Cash and Cash equivalents</b>		
Cash Balance on Hand	4.65	2.25
Balance with Banks		
In Current Account	369.21	166.06
In Fixed Deposit	-	3.35
<b>b) Earmarked Balances with Bank</b>		
Unpaid Dividend	20.32	20.46
	<b>394.18</b>	192.12

## Note 14: Other Current Assets

Interest accrued and due on Intercompany Loans	88.03	133.70
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## Note 15: Contingent Liabilities and Commitments

a) <u>Contingent liability (not provided for) in respect of:</u>	-	3.95
In case of RTM Properties Limited, an appeal is pending before Deputy Commissioner of Sales Tax in respect of refundable Sales Tax. Considering the merit of the case, the Company is hopeful of recovering the entire amount. Hence, no provision against the amount is considered necessary.		
b) <u>Commitments</u>		
i) Estimated amount of Contract remaining to be executed on Capital Account [Net of Advance Rs.23.75 Lakhs (previous year Rs.23.75 Lakhs)] and not provided for	213.75	213.75
ii) Uncalled Liability as partly paid shares held as investment	120.00	120.00

## NOTES FORMING PART OF CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018

Particulars	(Rs. in lakhs)	
	For the Year ended 31 <sup>st</sup> March, 2018	For the Year ended 31 <sup>st</sup> March, 2017
<b>Note 16: Revenue from Operations and Investments</b>		
Interest from other Companies on Loans & Deposits	1366.53	1727.34
Dividend on Non-Current Investments - other than trade	925.32	748.66
Dividend on Current Investments	109.40	12.25
Profit on sale of Non-Current investments	15365.05	740.45
Gain on Redemption of Mutual Fund	72.02	-
	<b>17838.32</b>	3228.70

(Rs. in lakhs)

Particulars	<b>For the Year ended 31<sup>st</sup> March, 2018</b>	For the Year ended 31 <sup>st</sup> March, 2017
<b>Note 17: Other Income</b>		
Rent	<b>109.26</b>	58.26
Interest from Income Tax Department	<b>0.37</b>	14.21
Interest on Advance, Deposits etc.	<b>2.34</b>	2.74
Excess Provision & Liabilities written back	<b>0.53</b>	0.16
Miscellaneous Income	-	-
Sundry Credit balance w/off	-	-
	<u><b>112.50</b></u>	<u>75.37</u>
<b>Note 18: Finance costs</b>		
Interest Expenses	<b>369.61</b>	639.08
Other Borrowing costs	<b>0.57</b>	0.57
	<u><b>370.18</b></u>	<u>639.65</u>
<b>Note 19: Employee Benefits Expense</b>		
Salaries, etc.	<b>83.37</b>	67.91
Staff welfare expenses	<b>1.95</b>	1.44
	<u><b>85.32</b></u>	<u>69.35</u>
<b>Note 20: Other Expenses</b>		
Insurance	<b>3.68</b>	3.37
Rates and Taxes	<b>3.86</b>	2.81
<b>Repairs and Maintenance:</b>		
- Buildings	<b>42.89</b>	9.84
- Others	<b>0.16</b>	0.16
Travelling Expenses	<b>112.39</b>	49.72
Legal & Professional Fee	<b>47.18</b>	39.79
Miscellaneous Expenses	<b>78.75</b>	45.11
<b>Auditors Remuneration:</b>		
As Audit Fee	<b>1.26</b>	1.02
In other Capacity, for		
Certifications and other matters	<b>0.67*</b>	0.56
Expenses Relating to previous year (Net)	<b>2.63</b>	2.29
Directors' Commission & Fees	<b>5.73</b>	5.78
Charity & Donation	<b>10.00</b>	108.00
Contingent provision against standard assets	<b>26.37</b>	4.26
Corporate Social Responsibility Expenses (Revenue Nature)	<b>35.00</b>	30.00
	<u><b>370.57</b></u>	<u>302.71</u>
* Related to previous auditors		
<b>Note 21: Depreciation</b>		
Depreciation of tangible assets (Refer Note 8.1)	<b>44.33</b>	39.60

(Rs. in lakhs)

Particulars	For the Year ended 31 <sup>st</sup> March,2018	For the Year ended 31 <sup>st</sup> March,2017
<b>Note 22: Current Tax</b>		
Current Tax for the year	3480.72	331.72
Current Tax adjustments for earlier years (Net)	11.96	2.83
	<u>3492.68</u>	<u>334.55</u>

**Note 23 Summary of significant accounting policies and other notes to the financial statements:****23.01 Summary of significant accounting policies****(A) Basis of Accounting**

The financial statements have been prepared to comply in all material respects with the mandatory Accounting Standards referred under Section 133 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis except claims/refund which are accounted for on receipt basis due to uncertainties. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

**(B) Principles of Consolidation**

- (a) The consolidated financial statements related to the Company, M/s. SIL Investments Limited and its Subsidiary Companies and two other subsidiary companies (which became subsidiary of the company by virtue of their having become subsidiary of subsidiary companies). The consolidated financial statements have been prepared on the following basis :
- (i) The Consolidated Financial Statements have been prepared in accordance with Accounting Standard (AS-21) - Consolidated Financial Statements notified under the Accounting Standard Rules, 2006 issued by the Central Government.
  - (ii) The financial statements of the Parent company and its Subsidiary Companies have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions.
  - (iii) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Parent Company's separate financial statements.
  - (iv) The difference in the investment cost of the parent company and Equity Share Capital & Securities Premium in the accounts of subsidiaries, to the extent not eliminated, is recognised in the financial statement as goodwill.
  - (v) SCM Investment & Trading Co.Ltd. became from a wholly owned subsidiary company to not wholly owned subsidiary Company during the year 2009-10. RTM Investment & Trading Company Ltd. became from a wholly owned subsidiary company to not wholly owned subsidiary Company during the year 2014-15. Accordingly minorities' interest in net profit of not wholly owned subsidiaries for the year is identified of Rs. 57.29 Lakhs (Previous Year Rs. 20.03 Lakhs) and adjusted against the income in order to arrive at the net income attributable to the shareholders of the Company. Minorities shares of net assets is identified of Rs. 920.06 Lakhs (Previous Year Rs. 862.77 Lakhs) and presented in the Consolidated Balance Sheet separately. Where accumulated losses attributable to the minorities are in excess of their equity, in the absence of the contractual obligation on the minorities, the same is accounted for by the holding Company.

(b) The Subsidiary Companies (incorporated in India) considered in the consolidated financial statements are :

Name of Company	(Rs. in lakhs)	
	% voting power held as at <b>31<sup>st</sup> March, 2018</b>	% voting power held as at 31 <sup>st</sup> March, 2017
SCM Investment & Trading Company Ltd. (SCMIT)	<b>80.52</b>	80.52
RTM Investment & Trading Company Ltd. (RTMIT)	<b>84.79</b>	84.79
SIL Properties Ltd.	<b>\$</b>	\$
RTM Properties Ltd.	<b>#</b>	#

\$ All shares held by SCMIT and parent Company.

# All shares held by RTMIT and parent Company.

**(C) Revenue Recognition**

Income from Investments and financing activities is taken into account when it accrues to the Company.

**(D) Fixed Assets**

Fixed assets are stated at cost of acquisition inclusive of duties, taxes, incidental expenses and erection/ commissioning expenses.

**(E) Depreciation**

- i) Depreciation on the fixed assets has been charged at Straight Line method with reference to the economic useful life of its Fixed Assets as prescribed by Schedule II of the Companies Act, 2013.
- ii) Depreciation on the fixed assets disposed off during the year is provided on pro-rata basis with reference to the date of disposal.

**(F) Investments**

Non-Current (Long Term) investments are stated at cost. The company provides for diminution, other than temporary, in the value of non-current investments. Current investments are valued at lower of cost or fair value.

**(G) Retirement Benefits**

- a) Retirement benefits in the form of Provident Fund is not applicable to the Company as the total number of employees are below the minimum required number of employees under payment of Employees Provident Fund (Misc. Provisions) Act, 1952.
- b) Gratuity has not been provided as the Payment of Gratuity Act is not applicable to the Company as total number of employees are below the minimum required number of employees under Payment of Gratuity Act, 1972.
- c) Year end leave encashment benefit is provided for on accrual basis.

**(H) Provisions**

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions except those disclosed elsewhere in the notes to the financial statements, are not discounted to its 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.

**(I) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

**(J) Current Tax and Deferred Tax**

Tax expense comprises of current and deferred income tax. Current income tax is measured at the amount

expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantially enacted as on the balance sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is virtual certainty that the asset will be realized in future and the same is reviewed at each balance sheet.

**(K) Earning per equity share**

The Company reports basic and diluted earning per share in accordance with Accounting Standard-20 on "Earning Per Share". Basic earning per share is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year. Diluted earning per share is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

**23.01 Summary of significant accounting policies**

**23.02** As there is only one segment in the Company, hence Segment Reporting (AS-17) is not applicable.

**23.03** There is shortfall in the market value of certain non-current investments in shares. However, the Company has not made provision in respect of such shortfall aggregating to Rs. 1108.24 Lakhs (Previous Year Rs.137.62 Lakhs) as the same in the opinion of the Management, is not permanent in nature. However, there is no diminution in the overall market value of the quoted/unquoted investments and break-up value of unquoted investments.

**23.04 RELATED PARTY DISCLOSURE**

**A Key Management Personnel and their relatives** Mrs. Shalini Nopany (Managing Director)  
Mr. C.S. Nopany (Relative of Managing Director)

**B Enterprise owned or significantly influenced by Key Management Personnel and their relatives** –

**C Transactions with Related Parties during the year:**

Particulars	(Rs. in lakhs)	
	Key Management personnel and their relatives	Enterprise owned or significantly influenced by Key Management Personnel and their relatives
1 Remuneration to Managing Director	60.00	
	(38.54)	
2 Sitting Fees of Shri C.S.Nopany	0.63	
	(0.53)	

Figures in bracket represent previous year's amounts.

**23.05 DISCLOSURES AS PER SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015**

Particulars	(Rs. in lakhs)	
	Balance as on 31 <sup>st</sup> March, 2018 (31 <sup>st</sup> March, 2017)	Maximum outstanding amount of loan during the year
<b>Others :</b>		
– Avadh Sugar & Energy Ltd.	1500.00	1500.00
	(1500.00)	(1500.00)
– Magadh Sugar & Energy Ltd.	2000.00	500.00
	(500.00)	(1500.00)
– Champaran Marketing Co. Ltd.	–	2000.00

Particulars	<b>(Rs. in lakhs)</b>	
	<b>Balance as on 31<sup>st</sup> March, 2018 (31<sup>st</sup> March, 2017)</b>	Maximum outstanding amount of loan during the year
	<b>(2000.00)</b>	(2000.00)
– Hargaon Investments & Trading Co. Ltd.	<b>350.00</b>	1900.00
	<b>(1900.00)</b>	(1900.00)
– Yashovardhan Investments & Trading Co. Ltd.	<b>1500.00</b>	2000.00
	<b>(2000.00)</b>	(2000.00)
– GMB Investments Pvt. Ltd.	–	200.00
	<b>(200.00)</b>	(200.00)
– Shital Commercial Ltd.	–	200.00
	<b>(200.00)</b>	(200.00)
– Uttam Commercial Ltd.	–	200.00
	<b>(200.00)</b>	(200.00)
– Deepshikha Trading Co.Pvt. Ltd.	–	200.00
	<b>(200.00)</b>	(200.00)
– Uttar Pradesh Trading Co.Ltd.	<b>475.00</b>	1000.00
	<b>(1000.00)</b>	(1000.00)

Figures in bracket represent previous year's amount.

**23.06 DISCLOSURES UNDER SECTION 186(4) OF THE COMPANIES ACT 2013**

Name	<b>Amount (Rs. in lakhs)</b>	Purpose
Avadh Sugar & Energy Ltd.	<b>1500.00</b>	} Inter Corporate Deposit in commercial terms
Magadh Sugar & Energy Ltd.	<b>2000.00</b>	
Hargaon Investments & Trading Co. Ltd.	<b>350.00</b>	
Yadhovardhan Investments & Trading Co. Ltd.	<b>1500.00</b>	
Uttar Pradesh Trading Co.Ltd.	<b>475.00</b>	
Avadh Sugar & Energy Ltd.	<b>1022.08</b>	} Investment in equity shares
Magadh Sugar & Energy Ltd.	<b>703.98</b>	
Ganges Securities Ltd.	<b>90.65</b>	
Ganges Securities Ltd.	<b>11.49</b>	Investment in Preference shares

**23.07 Earnings per Share (EPS)**

The numerators and denominators used to calculate Basic and Diluted Earnings Per Share :

Particulars	<b>(Rs. in lakhs)</b>	
	<b>For the Year ended 31<sup>st</sup> March,2018</b>	For the Year ended 31 <sup>st</sup> March,2017
Profit for the Year (A) (Rs.in Lakhs)	<b>13530.47</b>	1904.20
Number of Equity Shares (B)	<b>10595860</b>	10595860
Nominal Value of Equity Share (Rs.)	<b>10.00</b>	10.00
Basic and Diluted Earnings per Share (Rs.) A/B	<b>127.70</b>	17.97



**23.08 EXPENDITURE IN FOREIGN CURRENCY (On accrual basis)**

(Rs. in lakhs)		
Particulars	2017-18	2016-17
Director Travelling	57.17	17.44

**23.09 REMITTANCE IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDENDS**

Particulars	For the Year ended 31 <sup>st</sup> March, 2018	For the Year ended 31 <sup>st</sup> March, 2017
Amount of Dividend related to 2016-17 remitted in Foreign Exchange (Rs.)#	-	-
Number of Non-Resident Shareholders	149	26
Number of Shares held by such Non-Resident Shareholders	45980	15236

# Deposited in Indian Rupees in the Bank Accounts maintained by the shareholders in India.

**23.10 INFORMATION ABOUT THE CONSOLIDATED ENTITIES AS PER SCHEDULE III TO THE COMPANIES ACT, 2013.**

Name of the entity	Net Assets (Total) Assets-Total Liabilities of the Subsidiary Company (Rs.in Lakhs)	% of Subsidiary Company's Net Assets to Consolidated Net Assets of the Company	Profit / (Loss) for the year of the Subsidiary Company (Rs.in Lakhs)	% of Profit / (Loss) of Subsidiary Company's to Consolidated Profit / (Loss) of the Company
Subsidiary(Indian)				
SCM Investment & Trading Company Ltd. (SCMIT)	4648.74	12.87	244.89	1.81
RTM Investment & Trading Company Ltd. (RTMIT)	4233.75	11.72	527.98	3.90
SIL Properties Ltd.	645.84	1.79	-36.04	-0.27
RTM Properties Ltd.	673.40	1.86	-29.32	-0.22

**23.11** Previous year figures have been reclassified/regrouped to conform current year figures.

Signature to Notes 1 to 23.11

In terms of our Report of even date attached.

**For Jitendra K. Agarwal & Associates**

Chartered Accountants  
Firm Reg. No. 318086E

**Kuldeep Maloo**

Partner  
Membership No. 515708

Camp : Kolkata  
Date : 08<sup>th</sup> May, 2018

**For and on behalf of Board of Directors of  
SIL Investments Limited**

**Brij Mohan Agarwal**

Director-In-Charge  
DIN: 03101758

**Vikas Baheti**

Chief Financial Officer  
PAN: ALUPB2706M

**C. S. Nopany**

Chairman  
DIN: 00014587

**Lokesh Gandhi**

Company Secretary & Compliance Officer  
Membership No. F9053

**Shalini Nopany**

Managing Director  
DIN: 00077299