



khaitan (India) Limited
Annual Report 2018-19

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khaitan (India) Limited

Regd. Office: 46 C, J. L. Nehru Road, Kolkata 700 071

Phone: (033) 2288 8391, 4050 5000

E-mail: kilsugar@gmail.com website: www.khaitansugar.in.

BOARD OF DIRECTORS

SUNAY KRISHNA KHAITAN (DIN: 07585070)

SANDIP CHATTERJEE (DIN: 06875010)

SUJATA SARKAR (DIN: 07114240)

CHIEF FINANCIAL OFFICER

SWAPAN KUMAR DAS

COMPANY SECRETARY

PRADIP HALDER

AUDITORS

V.K. TULSYAN & CO. LLP

CHARTERED ACCOUNTANTS

COST AUDITORS

A.B. & CO.

COST ACCOUNTANTS

BANKERS

IDBI BANK LTD.

BANK OF BARODA

SUGAR & AGRICULTURE DIVISIONS OFFICE:

46 C, J. L. NEHRU ROAD, KOLKATA 700 071

PHONE: (033) 2288 8391, 4050 5000,

SUGAR MILL:

KHAITAN NAGAR 741 157

PLASSEY (NADIA), WEST BENGAL

PHONE: (03474) 262345/6/7, FAX: 03474-262348

AGRICULTURAL DIVISION:

RAMNAGAR 742 163

(MURSHIDABAD), WEST BENGAL

PHONE: (03482) 244244



NOTICE

TO THE SHAREHOLDERS

Notice is hereby given that the 82nd Annual General Meeting of the members of Khaitan (India) Limited will be held at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata- 700 017 on Friday, 27th September 2019 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunay Krishna Khaitan (DIN: 07585070), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of Section 139, 142 and other applicable provision, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and pursuant to the resolution passed by the Members at the 80th Annual General Meeting, appointing M/s. V.K.Tulsyan & Co. LLP Chartered Accountants, Kolkata (FRN 326740E/E300015) as Statutory Auditors of the Company to hold office until the conclusion of the 85th Annual General Meeting Company, the company hereby ratifies and confirms the appointment of M/s. V.K.Tulsyan & Co. LLP Chartered Accountants, Kolkata as Statutory Auditors of the Company for the Financial Year Ended 31st March, 2020, at such remuneration plus Goods & Service Tax as applicable and reimbursement of out of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf".

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

SPECIAL BUSINESS

4. To pass following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the Cost Auditors M/s. AB & Company remuneration of Rs. 15000/- plus applicable Goods & Service Tax, for the cost records of the company for the financial year ending 31st March, 2020 be ratified."

By the order of the Board
Sunay Krishna. Khaitan
(DIN: 07585070)
(Whole time Director)

Place: Kolkata

Date: The 13th August, 2019

NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of him/her. The proxy so appointed need not be a member of the Company. The proxy form duly completed should be deposited at the registered office of the Company not less than forty – eight hours before the commencement of the meeting.
3. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules framed there under, a person can act as a proxy on behalf of a members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. Also, a member holding more the 10% of the total share capital of the company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other member of person.
4. The Member/Proxies should bring the Attendance Slip sent herewith duly filled for attending the Meeting.
5. Members holding shares in physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form SH-13 described by the Government can be obtained from the Share Transfer Registrar viz, Maheshwari Datamatics Pvt. Ltd. at 23, R. N. Mukherjee Road, 5th Floor, Kolkata-700001. The members are also requested to inform the following additional information to the Registrar and Transfer Agents viz, Maheshwari Datamatics Pvt. Ltd. at 23, R. N. Mukherjee Road, 5th Floor, Kolkata -700001: a. Email id b. PAN No. c. Unique Identification No. d. Mother's Name. e. Occupation, f In case of a minor (Guardian's Name and date of birth of the Member) g. CIN (In case the member is a body corporate)
6. All the registers and relevant documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except holidays between 11.00 A.M. to 1.00 P.M. up to the date of Annual General Meeting .
7. Members are requested to bring their copy of the Annual Report to the meeting.
8. The Register of Directors and Key Managerial Personnel (KMPs) and their share holding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are demat account. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents.
10. Distribution of Gifts: In conformity with regulatory requirements, the Company will NOT be distributing any gift coupons or cash in lieu of gifts at the AGM or in connection therewith.
11. Members desirous of obtaining any relevant information with regard to the accounts of the Company at the meeting are requested to send their requests to the Company at least 10 (ten) days before the date of Meeting, so as to enable the Company to keep the information ready.
12. Electronic copy of the notice of the 82nd Annual General Meeting (AGM) inter alia including the process and manner for e-voting along with proxy form and attendance slip will be sent to the members whose email-id is registered with the Company Depository Participant for communication purposes. However, the members who have not registered their email address shall be furnished with physical copy of the same in permitted mode.

NOTES: (cont.)

13. Shareholders are requested to affix signatures at the space provided on the Attendance Slip and DP. ID for easy identification of attendance at the meeting.
14. Shareholders who hold shares in dematerialized form are requested to bring their client ID and DP for easy identification of attendance at the meeting.
15. Corporate shareholders intending to send their authorized representatives are requested to serve a duly certified copy of the Board's Resolution authorizing their representatives to attend and vote at the AGM.
16. Shareholders are requested to notify immediately any change in their address to the Company Registrar and Transfer Agents viz Maheshwari Datamatics Private Limited at 23, R.N. Mukherjee Road, 5th Floor, Kolkate-700001, E-Mail: mdpldc@yahoo.com
17. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Book of the Company shall remain Closed from Friday, 20th September, 2019, to Friday, 27th September, 2019 (both days inclusive)
18. A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting e-voting. If a member casts votes by both the modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.
19. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business on 30th August, 2019
20. Voting through electronic means (E-Voting)
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company has engaged the services of CDSL to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting Services. The facility of casting the vote by the members using an electronic voting system from a place other than venue of the AGM, remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL). The Board of Directors of the company has appointed Mr. Amit Choraria, proprietor M/s. Amit Choraria & Associates, Chartered Accountants, Membership No. 066838 as the scrutinizer for the purpose.
 - II. The facility for voting through ballot paper shall be available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be also to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the AGM but shall not be entitled to cast vote again.
 - IV. The remote e-voting period commences on Tuesday, 24th September, 2019 (9.00 a.m.) and ends on Tuesday, 26th September, 2019 (5.00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date on 19th September, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - i) The Shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - ii) Click on "Shareholders" tab
 - iii) Now select the Company name "KHAITAN (INDIA) LIMITED" from the drop down menu and click on SUBMIT.
 - iv) Now enter your User ID.
 - a) For CDSL: 16 digits beneficiary ID.
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID >
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - VI Next enter the Image Verification as displayed Click on Login
 - VII If you are holding shares in demat form and had logged on www.evotingindia.com and vote on an earlier voting of any company, then your existing password is to be used.
 - VIII) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat share holder as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr/Mrs/ Smt/Miss/ Ms/ M/s. etc. Example: Mr. V.N.Swami and Folio Number is S/0245, the PAN will be VN000S0245 M/s. 4-square Company Ltd and Folio Number is C0052 the Pan will be 4S000C0052
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the DOB or Bank Account Number in order to Login. If both the details are not record with the depository or company then enter the member ID/ Folio Number in the Dividend Bank details. Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then enter the member ID/ Folio Number in the Dividend Bank details.

- IX After entering these details appropriately, click on "SUBMIT" tab
- X Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will not reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- XI For members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice
- XII Click on the EVSN for the relevant "KHAITAN (INDIA) LIMITED" on which you choose to vote.
- XIII On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIV Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XV After selection the Resolution if you have decided to vote on, click on "SUBMIT" A confirmation box will be displayed. If you wish to confirm your vote click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XVI Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- XVII You can also take out print of the voting done by you by clicking on "Click here to print " option on the Voting page.
- XVIII If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XIX Note of Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI. Etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user should be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote .
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 18002005533.
- XX Institutional Members/ Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at kilsugar@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 19.09.2019 without which the vote shall not be treated as valid.
- XXI The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19.09.2019.
- XXII Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 19.09.2019 may obtain the login ID and Password by sending a request at www.evotingindia.com or Issuer/RTA.
- XXIII A member may participate in the AGM even after exercising his right to vote through remote voting but shall not be allowed to vote again at the AGM.
- XXIV A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility for remote e-voting as well as voting at the AGM through ballot paper.
- XXV Mr. Amit Choraria, proprietor M/s.Amit Choraria, & Co. Chartered Accountants, Membership No. 066838 has been appointed as the Scrutinizer the remote e-voting process as well voting through ballot paper at the AGM in a fair and transparent manner.
- XXVI The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XXVII The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, no later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes casting favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XXVIII The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.khaitansugar.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing.
- XXIX The Results shall also be simultaneously forwarded to the Stock Exchanges.
- XXX The Scrutinizer's decision on the validity of e-voting will be final.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory Statement of pursuant to provision of Section 102 of the Companies Act, 2013 (including any statutory modification(s) thereto or re-enactments(s) thereof for the time being in force), sets out all material facts relating to the business items of the accompanying Notice.

ITEM NO: 4

The Board of Directors of the Company, on the recommendation of the audit Committee, approved the appointment and remuneration of M/s AB & Company, Cost accountants, Kolkata, as the cost Auditor of the Company, to conduct the audit of the cost records of the company for the financial year ending 31.03.2020 at a remuneration of Rs 15,000/- (inclusive of reimbursement of out of pocket expenses) plus applicable Goods & Service Tax.

In terms of provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly consent of the members is being sought for passing the resolution as set out in item number 4 of the notice for ratification of the same. None of the Directors, Key Managerial personnel and their relatives are, in any way concerned or interested on the said resolution.

Details of Directors Proposed to be appointed / re-appointed at the Annual General Meeting

Pursuant to Regulation 36(3) of Securities & Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting are provided as under:-

Name of Director	SUNAY KRISHNA KHAITAN
Date of Birth (Age in years)	09/12/1991 (27)
Date of Appointment	12/11/2016
Expertise in specific functional area (Experience in years)	3 years in Marketing of Fans and Electrical appliances.
Qualification	BSC. (Economics & Finance)
Shareholding in the Company (either personally or on beneficial basis)	292079
List of other Public Limited Companies in which Directorship held	1..Khaitan Lefin Limited
Chairman/Member of the Committees of the Board across all Public Companies in which he is a Director	NIL
Chairman/Member of the Committees of the Board of the Company	NONE
Disclosure of relationships between Directors inter-se and other Key Managerial Personnel	NIL
Terms and conditions of appointment / re-appointment	Reappointment pursuant to retire by rotation
Remuneration sought to be paid / last drawn	Details as per Annexure-VI of the Directors' Report
Number of Board Meetings attended during the year	7



DIRECTORS' REPORT

TO THE MEMBERS

KHAITAN (INDIA) LIMITED

SUMMARY OF FINANCIAL HIGHLIGHTS

Your Directors present their 82nd Annual Report together with the Audited Accounts for the year ended 31st March, 2019.

Rs. In Lacs

FINANCIAL RESULTS	2018 - 2019	2017 - 2018
Sales & Operating Income	10,025.14	7,907.95
Profit/(Loss) before Interest Depreciation Amortisation and Taxation	507.92	593.52
• Interest / Finance Cost	267.69	220.77
Profit/(Loss) before Depreciation and Taxation	240.22	372.75
• Depreciation	180.96	207.19
Profit/(Loss) before Taxation	59.26	165.56
• Taxation	0	0
Profit/(Loss) for the year from continuing operations	59.26	165.56
• Profit /(Loss) from discontinued operations	0	0
Profit for the year	59.26	165.56
• Other Comprehensive Income/(Loss)	-261.33	-635.10
Total Comprehensive Income /(Loss)	-202.07	-469.54
STATEMENT OF RETAINED EARNINGS		
At the beginning of the year	2332.44	2166.88
Add: Profit for the Year	59.26	165.56
At the end of year	2391.69	2332.44

INDIAN ACCOUNTING STANDARDS

The Financial Statements are prepared in accordance with the Indian Accounting Standards (Ind AS) under the historical cost convention on accrual basis. The ministry of corporate affairs (MCA), vide is notification in the official Gazette date February 16, 2015 notified the Indian Accounting Standards (Ind AS) applicable to certain classes of companies. Ind AS is applicable on the Company from 1st April, 2017.

SHARE CAPITAL

There was no change in the share capital of the company.

DIVIDEND AND TRANSFER TO RESERVE

The Company did not had sufficient profit and Board considered it prudent (with a view to conserve the resources for the Company's growth and expansion) not to recommend payment of any dividend on the Equity shares for the financial year under review. Further, Board of the company has decided not to transfer any sum to reserve.

ECONOMIC CLIMATE AND OUR PERFORMANCE

Marketing division of the company markets electrical products like fan, cooler, pumps etc. We report that the marketing division has contributed significantly to turnover of the company. We believe that the marketing division would perform better in the time to come and shall contribute significantly in profitability also.

During the year, company could not start operation of the sugar mill (seasonal) mainly due to paucity of fund to finance the working capital requirement and other direct and operational expenses. During the Financial Year 2017-2018, sugar mill started only at fag end of the sugar season and could operate only for 25 days with lots of disruption in between, with very low recovery.

The agricultural division was more or less stable.

CREDIT RATING

No credit rating during the financial year under review was received by the company.

SUSTAINABLE DEVELOPMENT AND ENVIROMENT

We consider sustainable development and environment protection as integral part of our management culture. There is renewed thrust of environment protection in current year wherein we have put special effort on plant protection on our agricultural land.

CASH FLOW ANALYSIS

In conformity of the provisions of Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the cash flow statement for the year ended 31.03.2019 is included in the financial accounts.

CORPORATE GOVERNANCE

As per SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 annexed to this report is Auditors' Certification on Corporate Governance forming part of the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the year under review as stipulated under SEBI (Listing and Disclosure Requirements) Regulations, 2015 is attached.

DEPOSITS

The company has not accepted any deposit from public falling within the ambit of Section 73 of the Companies Act, 2013 and the Company's (Acceptance of Deposit) Rules, 2014

PARTICULARS OF LOAN AND GUARANTEE AND INVESTMENT

Details of Loans, Guarantees and Investments covered under the provisions of section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements and hence not repeated in directors report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to the Company.

WHISTLE BLOWER POLICY

The company has a Whistle blower policy which is hosted on its website www.khaitansugar.in in compliance with the provisions of Section 177 (9) of the Act and Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of Annual Return in Form MGT 9 is given in Annexure 'I'

DIRECTORS

There are 3 Directors on the Board out of which 2 are independent Director and 1 is Whole Time Director.

(i) CHANGE IN DIRECTORSHIP**(a) RESIGNATION**

Mr. Anil Kumar Jain (DIN 07524177) and independent Director of the company had resigned from the Board of the company with effect from 30.04.2018. The Board of Directors places on record his appreciation for his contribution in development of the company.

Mrs. Sulekha Dutta (DIN 07114240) Executive Director and Company Secretary, of the company has resigned from the Board of the company with effect from 09.07.2018. The Board of Directors place on record her appreciation for her contribution in development of the company.

(b) APPOINTMENT

Mr. Sandip Chattejee (DIN 06875010) was appointed as Additional Independent Director of the company with effect from 27.04.2018. He is commerce graduate with more than 22 years of experience in capital market. In the Annual General meeting dated 28.09.2018 his appointment as independent director was confirmed for a term up to 26th April, 2023.

Ms. Sujata Sarkar (DIN 08183535) was appointed as Additional Independent Director of the company with effect from 07.07.2018. Ms. Sujata Sarkar is a commerce graduate with more the 26 years of experience in capital market. In the Annual General meeting dated 28.09.2018 her appointment as independent director was confirmed for a term up to 6th July, 2023.

(c) RETIREMENT BY ROTATION

In accordance with the provisions of section 152 of the Companies Act, 2013 Mr. Sunay Krishna Khaitan (DIN: 07585070) retires by rotation and being eligible offers himself for reappointment.

(ii) BOARD AND COMMITTEES EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 the Board has carried out annual performance evaluation of its own performance, the directors individually as well as working of its Audit, Nomination & Remuneration and Shareholders Relationship Committee. The method of evaluation has been explained in Corporate Governance Report.

(iii) BOARD MEETING

The details of meeting of Board and its various committees are given in Corporate Governance Report forming part of the report.

(iv) DISQUALIFICATION OF DIRECTORS

None of the Directors are disqualified under section 164(2) of the Companies Act, 2013.

(v) INDEPENDENT DIRECTOR DECLARATION

All the Independent Directors have given their declaration confirming that they meet the criteria of independence in terms of section 149(6) of the Companies Act, 2013

(vi) COMMISSION

Executive Director and whole time Director were not in receipt of any commission from the company.

Executive Director and Whole time Director were not in receipt of any commission from the subsidiary.

KEY MANAGEMENT PERSONNEL**(I) APPOINTMENT**

Mr. Manoj Kumar Jain was appointed as Chief Financial Officer (CFO) with effect from 27.04.2018. He is a qualified Chartered Accountant and Company Secretary with more than 24 years of experience in Audit, Taxation, and Fund Raising. He holds the membership of the Institute of Chartered Accountants of India and Institute of Company Secretaries of India.

Mr. Manoj Kumar Jain was appointed as Company Secretary with effect from 07.07.2018 due to resignation of Mrs. Sulekha Dutta who resigned with effect from 30.06.2018. He is Member of The Institute of Company Secretaries of India.

Mr Swapan Kumar Das was appointed as Chief Financial Officer (CFO) with effect from 06.04.2019. due to resignation of Mr. Manoj Kumar Jain who resigned with effect from 01.02.2019. He is a qualified M.Com in Commerce and has more than three decades of Experience in Finance, Account and Administration industries including consumer durables.

Mr. Pradip Halder was appointed as Company Secretary and Compliance Officer with effect from 29.05.2019 due to resignation of Mr. Manoj Kumar Jain who resigned with effect from 01.02.2019. He is Member of The Institute of Company Secretaries of India

(II) RESIGNATION

Mrs. Sulekha Dutta resigned as Company Secretary with effect from 30.06.2018 which was taken on record at the meeting held on 07.07.2018. The Board of Directors place on record her appreciation for her contribution in development of the company

Mr. Manoj Kumar Jain resigned as Chief Financial Officer (CFO) and Company Secretary with effect from 01.02.2019 which was taken on record at the meeting held on 25.02.2019. The Board noted its appreciation for his guidance during his tenure as Chief Financial Officer (CFO) and Company Secretary.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO

The information on Conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules 2014 is annexed as Annexure II.

INFORMATION OF EMPLOYEES

Provisions of Section 197 of the Companies Act, 2013 read with Rule 5 (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable as no employee or director of the Company was in receipt of such remuneration as prescribed under the said rules.

The Company believes that its employees are a vital resource in the current business environment. The Company is enjoying good and congenial industrial relations at all the Divisions of the Company. The prescribed information of the employees required under section 134(3)(q) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is attached herewith as Annexure III.

ESTABLISHMENT OF VIGIL MECHANISM POLICY

To ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adopting high standards of professionalism, honesty, integrity, the company has adopted a vigil mechanism policy. This policy is explained in Corporate Governance and also posted on Company's website www.khaitansugar.in

DEVELOPMENT AND IMPLEMENTAION OF RISK MANAGEMENT POLICY

The Company has adopted risk management policy which covers assessment of various risks impacting the business of the Company. The policy covers framework to identify, evaluate and mitigate business risk. The Risk Management policy has been uploaded on the website of the Company www.khaitansugar.in



REMUNERATION POLICY

The Board has on the recommendations of Nomination & Remuneration Committee framed a policy of selection/appointment of Directors, Senior Management Personal and their remunerations. The remuneration policy is stated in Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Directors responsibility statement pursuant to section 134(3)(c) of the Companies Act, 2013 is attached as Annexure IV

RELATED PARTY TRANSACTIONS

All Transactions entered into with related parties as defined the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, during the financial year were in the ordinary course of business and on arm's length basis. All related party transactions are placed before the Audit Committee and also the Board for approval. Particulars of contracts of arrangement with related parties referred to in sub section (i) of section 188 have been given in the prescribed form AOC – 2 as Annexure V

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website www.khaitansugar.in.

AUDITORS AND AUDIT REPORT

STATUTORY AUDITORS

M/s. V. K. Tulsyan & Co. LLP, Chartered Accountants, (FRN 326740E / E300015), have been appointed as the Statutory Auditors of the Company at the Annual General Meeting held on 28th September, 2018 for a period of 5 years subject to ratification of appointment by the members at every Annual General Meeting. Accordingly members are requested to ratify the appointment of M/s. V. K. Tulsyan & Co. LLP, Chartered Accountants, (FRN 326740E/ E300015)

The Board has duly examined the Statutory Auditor's Report to Financial Statement. The reply of the management in regard to qualification in the auditor's report is as follows:

- Regarding Auditor qualification on non write off Deferred Tax Assets, your management believes that it was due to past history or continued losses and prevailing uncertainty of returning to profit due to continued losses in sugar business. However, now that the company has started reporting profit due to marketing of electrical business and the new business model would get established soon. Your management hopes to write off the deferred tax assets in near future.
- Regarding Auditor qualification on balance due to / from creditors, parties to whom deposits, advances have been given and debtors which are subject to confirmation, the management had taken steps to obtain same but the parties delayed/failed in responding to same. However, management is of the view that no material variation will be seen / reported on receipt of the confirmation. As regards land rent and panchayat tax on sugar factory land the management is obtaining necessary clarification from the concerned department. As regards intractability of certain FDRs the necessary action has been initiated.
- Regarding Auditor qualification on not opting to follow expected credit loss (ECL) model in regards with IND As 109 "Financial Instrument" for the provisioning of trade receivable amounting to Rs 1,59,44,179 the management believes that there will be no material difference in the value of realization of trade receivables.
- Regarding Auditor qualification on not making fair valuation of standing crops as required under IND AS 41 "Agriculture", the management believes that there will be no material difference in the value of standing crop as shown in books from the fair valuation amount.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act 2013 and The Companies, (Appointment and Remuneration of Managerial Personnel) Rule, 2014 the Company had appointed Ms. Priya Narnolia (CP No. 17480 and ACS No. 47211), Company Secretary in Practice, to undertake the Secretarial Audit of the Company for the FY 2018-19. The Secretarial Audit Report is Annexed herewith as Annexure VI.

The Qualifications therein are self explanatory and management's response is also covered therein.

INTERNAL AUDITORS

Your Company's in-house internal audit department carries out internal audits across all locations of the country. Their objective is to assess the existence, adequacy and operation of financial and operating controls set up by the Company and to ensure compliance with the Companies Act, 2013, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015) and corporate policies. Internal Auditors Reports are reviewed by the Audit Committee. The Company has thought to have in house internal audit department to conduct internal audit in future.

COST AUDITORS

Your Board had appointed M/s AB & Co. (Reg.No. 00256) qualified Coast Accountants to carry out Cost Audit of the Cost Accounts maintained by the Company in respect of sugar Division for FY 2018-19. However as sugar mill could not start operation during the year, cost audit was not conducted.

SUBSIDIARY COMPANY

The Company doesn't have any subsidiary.

MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitment affecting financial position of the company which has occurred between the end of financial year of the company i.e. 31st March 2019 and till the date of this report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has in place a policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. During the year under review, no complaints were received.

INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENT

The company has adequate financial control procedures commensurate with its size and nature of business, the company has identified and documented all key internal financial controls which impact the financial statements, as a part of its Standard Operating Procedure (SOP) The SOPs are designed for all critical processes across all branches wherein financial transactions are undertaken.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS

There are no significant material orders passed by the regulators/court which would impact the going concern status of the company and its future operations.

ACKNOWLEDGEMENTS

The Company has been well supported from all quarters and therefore your directors wish to place on record their sincere appreciation for the support and co-operation from Employees, Suppliers, Government of West Bengal, cane growers, depositors and the shareholders.

For and on behalf of the Board

Place: Kolkata

Date: The 13th August, 2019


Sunay K. Khaitan
Whole Time Director
(DIN: 07585070)

FORM NO MGT-9 ANNEXURE - I

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2019

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

i. REGISTRATION AND OTHER DETAILS:

(i)	CIN	L10000WB1936PLC008775
(ii)	Registration Date	7th Day of October, 1936
(iii)	Name of Company	KHAITAN (INDIA) LIMITED
(iv)	Category/Sub Category of the Company	Category: Company Limited by Shares; Sub-Category: Indian Non-Government Company
(v)	Address of the Registered Office and contact details	46-C J L Nehru Road, Kolkata-700071
(vi)	Whether listed company Yes/No	Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Maheshwari Datamatics (P) Ltd 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001 Phone Nos 033-2243 029/5809, 2248-2248 Fax 033-22484787 Email: mdpldc@yahoo.com

ii) PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No	Name and Description of main products/service	NIC Code of the Products/Service	% of total turnover of the Company
1	Trading in Electric Products (Fan)	2750	82.16
2	Agriculture	011, 0114 and 012	17.84

iii) PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

Sl. No	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associates	% of Share held	Applicable Section
	-	-	-	-	-

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

i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [As on 01/Apr/2018]				No of Shares held at the end of the year [As on 31/Mar/2019]				% change during the year
	CIN/GLN	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	
A. Promoters									
(1) Indian									
a) Individual/HUF	774126	0	774126	16.2974	774126	0	774126	16.2974	0.0000
b) Central Govt.									
c) State Govt.(s)									
d) Bodies Corp.	2085754	1750	2087504	43.9475	2085754	1750	2087504	43.9475	0.0000
e) Banks/FI									
f) Any Other									
Sub-Total(A)(1)	2859880	1750	2861630	60.2449	2859880	1750	2861630	60.2449	0.0000
(2) Foreign									
a) NRIs-Individuals									
b) Other-Individuals									
c) Bodies Corp									
d) Banks/FI									
e) Any Other									
Sub-Total(A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
Total Shareholding Promoter (A)=(A)(1)+(A)(2)	2859880	1750	2861630	60.2449	2859880	1750	2861630	60.2449	0.0000



FORM NO MGT-9 ANNEXURE-I (contd.)

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2019

Category of Shareholders CIN/GLN	No of Shares held at the beginning of the year [As on 01/Apr/2018]				No of Shares held at the end of the year [As on 31/Mar/2019]				% change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
B.Public Shareholding									
(1) Institution									
a) Mutual Funds									
b) Banks/FI	0	1234	1234	0.0260	0	1234	1234	0.0260	0.0000
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Alternate Investment Funds									
Foreign Portfolio Investors									
Provident Funds / Pension Funds									
Qualified Foreign Investor									
Sub-Total(B)(1)	0	1234	1234	0.0260	0	1234	1234	0.0260	0.0000
(2) Non Institutions									
a) Bodies Corp.									
i) Indian	452302	16050	468352	9.8600	354932	16050	370982	7.8101	-2.0499
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	478909	403377	882286	18.5744	609453	401778	1011231	21.2891	2.7147
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	496379	10400	506779	10.6690	452589	10400	462989	9.7471	-0.9219
c) Others (Specify)									
Non Resident Indians	2032	200	2232	0.0470	6874	200	7074	0.1489	0.1019
Qualified Foreign Investor									
Custodian of Enemy Property									
Foreign Nationals									
Clearing Members	27487	0	27487	0.5787	34860	0	34860	0.7339	0.1552
Trusts									
Foreign Bodies-D R									
Foreign Portfolio Investors									
NBFCs registered with RBI									
Employee Trusts									
Domestic Corporate Unclaimed Shares Account									
Investor Education and Protection Fund Authority	1457109	430027	1887136	39.7291	1458708	428428	1887136	39.7291	0.0000
Total Public Shareholding (B)=(B)(1)+(B)(2)	1457109	431261	1888370	39.7551	1458708	429662	1888370	39.7551	0.0000
C.Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	4316989	433011	4750000	100.0000	4318588	431412	4750000	100.0000	0.0000

FORM NO MGT-9 ANNEXURE-I (contd.)
ii) Shareholding of Promoters

Sl No	Shareholders Name	Shareholding at the beginning of the year [As on 01/Apr/2018]			Shareholding at the end of the year [As on 31/Mar/2019]			% change during the year	PAN
		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	KHAITAN LEFIN LIMITED	1131561	23.8223	0.0000	1131561	23.8223	0.0000	0.0000	AABCK1371L
2	KHAITAN HOTELS PVT. LTD.	555745	11.6999	0.0000	555745	11.6999	99.8659	0.0000	AABCK5493M
3	THE ORIENTAL MERCANTILE CO LTD	400198	8.4252	0.0000	400198	8.4252	0.0000	0.0000	AAACT9623P
4	SUNAY KRISHNA KHAITAN	292079	6.1490	0.0000	292079	6.1490	99.2882	0.0000	BTMPK5794F
5	ISHANI KHAITAN	126197	2.6568	0.0000	126197	2.6568	0.0000	0.0000	AMIPK2994F
6	VAGEESHA KHAITAN	113000	2.3789	0.0000	113000	2.3789	0.0000	0.0000	AJFPK2055H
7	SHREE KRISHNA SUNIL KRISHNA KHAITAN HUF	97500	2.0526	0.0000	97500	2.0526	97.4359	0.0000	AAFHS5971K
8	VIDITA KHAITAN	62100	1.3074	0.0000	62100	1.3074	0.0000	0.0000	AFZPK3387A
9	DURGADUTT CHIRANJILAL HUF	52500	1.1053	0.0000	52500	1.1053	0.0000	0.0000	AABHD7121E
10	SARITA DABRIWAL	20000	0.4211	0.0000	20000	0.4211	0.0000	0.0000	AGTPD2962K
11	CHIRANJILAL SHREEKRISHNA KHAITAN HUF	10750	0.2263	0.0000	10750	0.2263	0.0000	0.0000	AABHC0170L
	TOTAL	2861630	60.2448	0.0000	2861630	60.2448	0.0000	0.0000	

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

Sl No	Name	Shareholding at the beginning [01/Apr/18]/end of the year [31/Mar/19]		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]		PAN
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
1	THE ORIENTAL MERCANTILE CO LTD 01/04/2018 31/03/2019	400198 400198	8.4252 8.4252	400198	8.4252	AAACT9623P
2	KHAITAN LEFIN LIMITED 01/04/2018 31/03/2019	1131561 1131561	23.8223 23.8223	1131561	23.8223	AABCK1371L
3	KHAITAN HOTELS PVT. LTD. 01/04/2018 31/03/2019	555745 555745	11.6999 11.6999	555745	555745	AABCK5493M
4	CHIRANJILAL SHREEKRISHNA KHAITAN HUF 01/04/2018 31/03/2019	10750 10750	0.2263 0.2263	10750	10750	AABHC0170L
5	DURGADUTT CHIRANJILAL HUF 01/04/2018 31/03/2019	52500 52500	1.1053 1.1053	52500	1.1053	AABHD7121E
6	SHREE KRISHNA SUNIL KRISHNA KHAITAN HUF 01/04/2018 31/03/2019	97500 97500	2.0526 2.0526	97500	2.0526	AAFHS5971K
7	VIDITA KHAITAN 01/04/2018 31/03/2019	62100 62100	1.3074 1.3074	62100	1.3074	AFZPK3387A
8	SARITA DABRIWAL 01/04/2018 31/03/2019	20000 20000	0.4211 0.4211	20000	0.4211	AGTPD2962K



FORM NO MGT-9 ANNEXURE-I (contd.)

Sl No	Name	Shareholding at the beginning [01/Apr/18]/end of the year [31/Mar/19]		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]		PAN
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
9	VAGEESHA KHAITAN 01/04/2018 31/03/2019	113000 113000	2.3789 2.3789	113000	2.3789	AJFPK2055H
10	ISHANI KHAITAN 01/04/2018 31/03/2019	126197 126197	2.6568 2.6568	126197	2.6568	AMIPK2994F
11	SUNAY KRISHNA KHAITAN 01/04/2018 31/03/2019	292079 292079	6.1490 6.1490	292079	6.1490	BTMPK5794F

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

Sl No	Name	Shareholding at the beginning [01/Apr/18]/end of the year [31/Mar/19]		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]		PAN
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
1	INTIME EQUITIES LIMITED - CLIENT ACCOUNT 01/04/2018 31/08/2018 - Transfer 14/09/2018 - Transfer 31/03/2019	0 25000 -25000 0	0.0000 0.5263 0.5263 0.0000	54000	1.1368	AAACG2063L
2	NATUREWEALTH DEVELOPMENT CORPORATION LTD 01/04/2018 31/03/2019	54000 54000	1.1368 1.1368	25000 0 0	0.5263 0.0000 0.0000	AAACN8651M
3	SHRI PARASRAM HOLDINGS PVT.LTD. # 01/04/2018 06/04/2018 - Transfer 20/04/2018 - Transfer 27/04/2018 - Transfer 18/05/2018 - Transfer 25/05/2018 - Transfer 01/06/2018 - Transfer 08/06/2018 - Transfer 15/06/2018 - Transfer 29/06/2018 - Transfer 30/06/2018 - Transfer 06/07/2018 - Transfer 20/07/2018 - Transfer 27/07/2018 - Transfer 03/08/2018 - Transfer 10/08/2018 - Transfer 17/08/2018 - Transfer 24/08/2018 - Transfer 31/08/2018 - Transfer 07/09/2018 - Transfer 14/09/2018 - Transfer 21/09/2018 - Transfer 28/09/2018 - Transfer 12/10/2018 - Transfer 30/11/2018 - Transfer 14/12/2018 - Transfer 21/12/2018 - Transfer	46992 -2375 500 -19700 2954 4475 1464 -2441 259 -3950 -39 50 41 -5260 -12269 100 500 -590 -877 725 -1146 -2285 -452 500 -201 -80 -231 199	0.9893 0.0557 0.0117 0.4633 0.0622 0.0942 0.0308 0.0514 0.0055 0.0832 0.0008 0.0011 0.0009 0.1107 0.2583 0.0021 0.0105 0.0124 0.0185 0.0153 0.0241 0.0481 0.0095 0.0105 0.0047 0.0019 0.0055 0.0047	44617 45117 25417 28371 32846 34310 31869 32128 28178 28139 28189 28230 22970 10701 10801 11301 10711 9834 10559 9413 7128 6676 7176 6975 6895 6664 6863	1.0470 1.0585 0.5977 0.5973 0.6915 0.7223 0.6709 0.6764 0.5932 0.5924 0.5935 0.5943 0.4836 0.2253 0.2274 0.2379 0.2255 0.2070 0.2223 0.1982 0.1501 0.1405 0.1511 0.1646 0.1631 0.1577 0.1624	AAACS4487J

FORM NO MGT-9 ANNEXURE-I (contd.)
**IV) Shareholding Pattern of top ten Shareholders (contd.)
(Other than Directors, Promoters and Holders of GDRs and ADRs)**

Sl No	Name	Shareholding at the beginning [01/Apr/18]/end of the year [31/Mar/19]		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]		PAN
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
	28/12/2018 - Transfer 04/01/2019 - Transfer 11/01/2019 - Transfer 08/02/2019 - Transfer 15/02/2019 - Transfer 22/02/2019 - Transfer 29/03/2019 - Transfer 31/03/2019	199 -85 -114 -275 4348 2741 -9633 3845	0.0047 0.0020 0.0027 0.0058 0.0915 0.0577 0.2028 0.0809	6863 6778 6664 6389 10737 13478 3845 3845	0.1624 0.1600 0.1573 0.1345 0.2260 0.2837 0.0809 0.0809	AAACS4487J
4	BMA WEALTH CREATORS LIMITED 01/04/2018 06/04/2018 - Transfer 04/05/2018 - Transfer 11/05/2018 - Transfer 06/07/2018 - Transfer 27/07/2018 - Transfer 31/08/2018 - Transfer 07/09/2018 - Transfer 28/09/2018 - Transfer 05/10/2018 - Transfer 09/11/2018 - Transfer 25/01/2019 - Transfer 22/02/2019 - Transfer 01/03/2019 - Transfer 08/03/2019 - Transfer 15/03/2019 - Transfer 29/03/2019 - Transfer 31/03/2019	19839 -19839 20339 300 -7767 -100 -200 7767 100 -100 -20339 20833 140 -140 60 -60 -494 20339	0.4177 0.4656 0.4282 0.0063 0.1635 0.0021 0.0042 0.1635 0.0021 0.0021 0.4781 0.4386 0.0029 0.0029 0.0013 0.0013 0.0104 0.4282	0 20339 20639 12872 12772 12572 20339 20439 20339 0 20833 20973 20833 20893 20833 20339 20339	0.0000 0.4282 0.4345 0.2710 0.2689 0.2647 0.4282 0.4303 0.4282 0.0000 0.4386 0.4415 0.4386 0.4399 0.4386 0.4282 0.4282	AACCB5141L
5	Mandpam Commercial Limited 01/04/2018 31/03/2019	42550 42550	0.8958 0.8958	42550	0.8958	AACCM0741K
6	PURVANCHAL LEASING LIMITED 01/04/2018 31/03/2019	82130 82130	1.7291 1.7291	82130	1.7291	AACCP9719J
7	XTENDED BUSINESS REPORTING LIMITED * 01/04/2018 20/04/2018 - Transfer 31/03/2019	0 56300 56300	0.0000 1.3208 1.1853	56300 56300	1.3208 1.1853	AADCA3920B
8	ANDREW GRACIAS 01/04/2018 31/03/2019	43266 43266	0.9109 0.9109	43266	0.9109	AADPG7521P
9	SHAREKHAN LIMITED # 01/04/2018 06/04/2018 - Transfer 20/04/2018 - Transfer 25/05/2018 - Transfer 08/06/2018 - Transfer 15/06/2018 - Transfer 22/06/2018 - Transfer 29/06/2018 - Transfer 27/07/2018 - Transfer	56331 -31 -56300 10 200 -210 125 -125 319	1.1859 0.0007 1.3208 0.0002 0.0042 0.0044 0.0026 0.0026 0.0067	56300 0 10 210 0 125 0 319	1.3212 0.0000 0.0002 0.0044 0.0000 0.0026 0.0000 0.0067	AAECS5096H



FORM NO MGT-9 ANNEXURE-I (contd.)

	03/08/2018 - Transfer	-319	0.0067	0	0.0000	
	10/08/2018 - Transfer	110	0.0023	110	0.0023	
	17/08/2018 - Transfer	834	0.0176	944	0.0199	
	24/08/2018 - Transfer	162	0.0034	1106	0.0233	
	31/08/2018 - Transfer	-186	0.0039	920	0.0194	
	07/09/2018 - Transfer	1081	0.0228	2001	0.0421	
	14/09/2018 - Transfer	3149	0.0663	5150	0.1084	
	21/09/2018 - Transfer	-3180	0.0669	1970	0.0415	
	28/09/2018 - Transfer	-1025	0.0216	945	0.0199	
	05/10/2018 - Transfer	-73	0.0015	872	0.0184	
	12/10/2018 - Transfer	-752	0.0158	120	0.0025	
	19/10/2018 - Transfer	-36	0.0008	84	0.0018	
	26/10/2018 - Transfer	-13	0.0003	71	0.0015	
	02/11/2018 - Transfer	551	0.0116	622	0.0131	
	09/11/2018 - Transfer	-585	0.0137	37	0.0009	
	16/11/2018 - Transfer	-12	0.0003	25	0.0006	
	23/11/2018 - Transfer	10	0.0002	35	0.0008	
	30/11/2018 - Transfer	82	0.0019	117	0.0028	
	07/12/2018 - Transfer	-95	0.0022	22	0.0005	
	14/12/2018 - Transfer	5	0.0001	27	0.0006	
	21/12/2018 - Transfer	195	0.0046	222	0.0053	
	28/12/2018 - Transfer	250	0.0059	472	0.0112	
	31/12/2018 - Transfer	100	0.0024	572	0.0135	
	04/01/2019 - Transfer	-500	0.0118	72	0.0017	
	11/01/2019 - Transfer	-38	0.0009	34	0.0008	
	18/01/2019 - Transfer	-10	0.0002	24	0.0006	
	25/01/2019 - Transfer	-2	0.0000	22	0.0005	
	08/02/2019 - Transfer	6	0.0001	28	0.0006	
	15/02/2019 - Transfer	104	0.0022	132	0.0028	
	22/02/2019 - Transfer	-103	0.0022	29	0.0006	
	01/03/2019 - Transfer	83	0.0017	112	0.0024	
	08/03/2019 - Transfer	260	0.0055	372	0.0078	
	15/03/2019 - Transfer	-317	0.0067	55	0.0012	
	22/03/2019 - Transfer	272	0.0057	327	0.0069	
	29/03/2019 - Transfer	-223	0.0047	104	0.0022	
	31/03/2019	104	0.0022	104	0.0022	
10	SHRAWAN KUMAR TODI *					AAFHS7049C
	01/04/2018	24946	0.5252			
	31/03/2019	24946	0.5252	24946	0.5252	
11	Nageshwar Advisory Services LLP #					AAIFN1156A
	01/04/2018	34470	0.7257			
	31/08/2018 - Transfer	-34470	0.7257	0	0.0000	
	31/03/2019	0	0.0000	0	0.0000	
12	RICHARD JOHN MASILMANI *					AAIPM3594P
	01/04/2018	19985	0.4207			
	01/06/2018 - Transfer	3018	0.0635	23003	0.4843	
	31/03/2019	23003	0.4843	23003	0.4843	
13	RAHUL BAMMI					AAKHR6066B
	01/04/2018	14801	0.3116			
	27/04/2018 - Transfer	5000	0.1176	19801	0.4656	
	31/03/2019	19801	0.4169	19801	0.4169	
14	NITESH JAIN					ADKPJ2862J
	01/04/2018	17500	0.3684			
	27/04/2018 - Transfer	2000	0.0470	19500	0.4586	
	31/03/2019	19500	0.4105	19500	0.4105	

FORM NO MGT-9 ANNEXURE-I (contd.)

15	DHEERAJ KUMAR LOHIA #					AHCPK2417L
	01/04/2018	73385	1.5449			
	06/04/2018 - Transfer	-73385	1.7222	0	0.0000	
	04/05/2018 - Transfer	73385	1.5449	73385	1.5449	
	17/08/2018 - Transfer	-2503	0.0527	70882	1.4923	
	31/08/2018 - Transfer	-21416	0.4509	49466	1.0414	
	07/09/2018 - Transfer	-10280	0.2164	39186	0.8250	
	14/09/2018 - Transfer	-1378	0.0290	37808	0.7960	
	21/09/2018 - Transfer	-8643	0.1820	29165	0.6140	
	28/09/2018 - Transfer	-1150	0.0242	28015	0.5898	
	05/10/2018 - Transfer	-4315	0.0908	23700	0.4989	
	19/10/2018 - Transfer	-5785	0.1218	17915	0.3772	
	09/11/2018 - Transfer	-17915	0.4211	0	0.0000	
	25/01/2019 - Transfer	12763	0.2687	12763	0.2687	
31/03/2019	12763	0.2687	12763	0.2687		
16	SEETHA KUMARI					APFPS2411B
	01/04/2018	55429	1.1669			
	06/04/2018 - Transfer	-55429	1.3008	0	0.0000	
	04/05/2018 - Transfer	55429	1.1669	55429	1.1669	
	09/11/2018 - Transfer	-55429	1.3028	0	0.0000	
	25/01/2019 - Transfer	55429	1.1669	55429	1.1669	
31/03/2019	55429	1.1669	55429	1.1669		
17	FRANCIS JOSEPH PEREIRA					APLPP2863G
	01/04/2018	25650	0.5400			
	31/03/2019	25650	0.5400	25650	0.5400	
18	ANKIT CHHIKARA *					BAUPC4854P
	01/04/2018	0	0.0000			
	14/09/2018 - Transfer	12890	0.2714	12890	0.2714	
	21/09/2018 - Transfer	44	0.0009	12934	0.2723	
	28/09/2018 - Transfer	40	0.0008	12974	0.2731	
	05/10/2018 - Transfer	27	0.0006	13001	0.2737	
	12/10/2018 - Transfer	22	0.0005	13023	0.2742	
	19/10/2018 - Transfer	-360	0.0076	12663	0.2666	
	26/10/2018 - Transfer	44	0.0009	12707	0.2675	
	02/11/2018 - Transfer	-5	0.0001	12702	0.2674	
	09/11/2018 - Transfer	-12702	0.2985	0	0.0000	
	25/01/2019 - Transfer	14151	0.2979	14151	0.2979	
	01/02/2019 - Transfer	531	0.0112	14682	0.3091	
	08/02/2019 - Transfer	320	0.0067	15002	0.3158	
	15/02/2019 - Transfer	-158	0.0033	14844	0.3125	
	22/02/2019 - Transfer	-74	0.0016	14770	0.3109	
	01/03/2019 - Transfer	1663	0.0350	16433	0.3460	
	08/03/2019 - Transfer	2373	0.0500	18806	0.3959	
	15/03/2019 - Transfer	3444	0.0725	22250	0.4684	
	22/03/2019 - Transfer	-36	0.0008	22214	0.4677	
29/03/2019 - Transfer	-2	0.0000	22212	0.4676		
31/03/2019	22212	0.4676	22212	0.4676		

* Not in the list of Top 10 Shareholders as 01.04.2018. The same has been reflected above since the shareholders was one of the Top 10 shareholder as on 31.03.2019

Ceased to be in the list of Top 10 Shareholders as on 31.03.2019. The same is reflected above since the shareolder was one of the Top 10 shareholders as on 01.04.2018



FORM NO MGT-9 ANNEXURE-I (contd.)

v) Shareholding of Directors and Key Managerial Personnel

Sl No	Name	Shareholding at the beginning [01/Apr/18]/end of the year [31/Mar/19]		Cumulative Shareholding during the year [01/Apr/18 to 31/Mar/19]		PAN
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
1	SUNAY KRISHNA KHAITAN 01/04/2018 31.03.2019	292079 292078	6.1490 6.1490	292079	6.1490	BTMPK5794F

vi) Indebtedness

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

PARTICULARS	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
1) Principal Amount	62795519	303428466	-	366223985
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
Total (1+2+3)	62795519	303428466	-	366223985
Change in Indebtedness during the financial year				
a) Addition	-	-	-	-
b) Reduction	(8116632)	(144888347)	-	(153004979)
c) Net Change	(8116632)	(144888347)	-	(153004979)
Indebtedness at the end of the financial year				
1) Principal Amount	54678887	158540119	-	213219006
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
Total (1+2+3)	54678887	158540119	-	213219006

VII) 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 Whole time Director Mr. Sunay Krishna Khaitan(w.e.f.01.10.217	Name of Chief Financial Officer (CFO) Mr. Manoj Kumar Jain	Name of Company Secretary Mrs. Sulekha Dutta	Total Amount Rs.
1	Gross Salary a) Salary as per Provisions contained in Section 17(1) of the Income Tax Act 1961 b) Value of perquisites u/s 17(2) Income Tax Act 1961 c) Profits in lieu of salary under Section 17(3) Income Tax Act 1961	1013880	2134861	34813	3183554
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
5	Others (Please specify)	-	-	-	-
	Total	1013880	2134861	34813	3183554
	Ceiling as per the Act				6000000

VII) REMUNERATION OF DIRECTORS

B. Remuneration to Other Directors

Sl No.	Particulars of Remuneration	Name of Directors	
		Mr. Sandip Chattopadhyay	Mrs. Sujata Sarkar
1	Independent Directors fee for attending board, committee meeting	45000	45000
	Total (1)	45000	45000
2	Other Non-Executive Directors fee for attending board committee meeting	0	0
	Total (2)	45000	45000
	Total (B)=(1+2)	45000	45000
	Total Managerial Remuneration	45000	45000
	Overall Ceiling as per Act		6000000

FORM NO MGT-9 ANNEXURE-I (contd.)
VIII) PENALTIES/PUNISHMENT / COMPOUNDING OF OFFENCE

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment// Compounding fees imposed	Authority RD/ NCLT Court	Appeals made if any (give details)
A Company					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B Directors					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C Directors					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

ANNEXURE-II
DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

[Pursuant to Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014]

	Type	For the year ending 31.03.2019	For the year ending 31.03.2018
A.	CONSERVATION OF ENERGY *		
	POWER & FUEL CONSUMPTION		
1.	Electricity		
a)	Purchased Units (in lacs)	N.A.	2.33
	Total amount Rs. (in lacs)	N.A.	32.45
b)	Own Generation	N.A.	13.93
i)	Through Diesel Generator Units (in lacs)		
	Unit per litre of Diesel Oil	N.A.	0.15
	Cost/ Unit (Rs)	N.A.	3.16
ii)	Through Steam Turbine/ Generator Units (in lacs)	N.A.	16.40
2.	Coal Quantity Tonnes Total Cost Average Rate	N.A.	N.A.
3.	Furnace Oil Furnace Oil Quantity (Kilo Litre) Total Cost Average Rate	N.A.	N.A.
4.	Others/ Internal Generation Quantity of Paddy husk (MT) Total Value (Rs/ lacs) Rate Unit (Rs)	N.A. N.A. N.A.	N.A. N.A. N.A.
	Consumption per Unit of Production	N.A.	
	Product- Sugar (Qtls.)	N.A.	3633
	Electricity (Units/ Qtls. Of Sugar)	N.A.	179.46
	Furnace Oil	N.A.	N.A.
	Coal	N.A.	N.A.
	Others	N.A.	N.A.

* As the sugar mill has not been into operation during the financial year 2018-2019 the said information is not provided.

**FORM NO MGT-9 ANNEXURE-III (contd.)****B. TECHNICAL ABSORPTION****I. Research & Development (R&D):**

- a) Specific areas where R&D carried out by the Company:
Development of better varieties of sugarcane and higher productivity per unit of land and in the plant side or improving quality of sugar.
- b) Benefits derived as a result of the above R&D
Improvement in cane yields and in quantity of sugar.
- c) Future plan of action:
Development of cane in Company's reserved Area and Captive Farms.
- d) Expenditure on R&D: NIL

II. Technology absorption, adaptation and Innovation:

The Company is trying to adopt the latest technology for improving productivity/ quality and reducing the consumption of raw materials and energy. No technology has been imported.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

FOB Value of Exports : Rs.4705845
Expenditure in foreign currency : Rs.22095

For and on behalf of the BoardSunay K. Khaitan
(DIN: 0758507)Place: Kolkata
Date: The 29th May, 2019**ANNEXURE- III****Particulars of Employees as required U/S 134 of the Companies Act, 2013 and forming part of Directors' Report for the year ended 31.03.2019****A. Top ten employees in terms of remuneration drawn during the year.**

Sl No	Name	Qualification	Designation	Age (years)	Remuneration (Rs.)	Experience (years)	Date of Joining	Last Employment
1	Manoj Kumar Jain (Resigned w.e.f 02.02.2019)	Chartered Ac-countant, Com-pany Secretary	CFO and Company Secretary	49	21,34,861	25	02/04/2018	M/s. Primarc - I Venture Advisory LLP
2	Ajay Kumar Kedia	PMP/ITIL/Business Any. Big Data	IT-Head	51	1,422,047	26	01/05/2017	M/s. Khaitan Electricals Limited
3	Shekhar Kuar	MBA	General Manager	48	2041122	19	01/05/2017	M/s. Khaitan Electricals Limited
4	Pankaj Taneja	Graduate	Dy. General Manager	39	1406600	16	01/05/2017	M/s. Khaitan Electricals Limited
5	Himadri Bhushan Parida	Graduate	AGM-Tech & Sourcing	44	1270725	21	01/05/2017	M/s. Khaitan Electricals Limited
6	Joydip Ghosh	PGDM-MKT & BA	Asst. General Manager	50	1205142	29	01/10/2017	M/s. Khaitan Electricals Limited
7	Neeraj Harjai	Graduate	Branch Manager	47	1047810	19	01/05/2017	M/s. Khaitan Electricals Limited
8	Sunay Krishna Khaitan	BSC (Economics & Finance), Pur-due University, Indiana USA, Green belt in Lean Six Sigma	Execute Director	28	1013880	3	01/10/2017	M/s. Khaitan Electricals Limited
9	Ravi Gaur	Dip. In Electricals	Dy. General Manager	53	1000325	33	01/05/2017	M/s. Khaitan Electricals Limited
10	Ashutosh Pareek	MSC and MBA	Branch Manager	61	919373	36	10/10/2018	M/s. Havells India Limited
11	Sumit Pasari	Graduate	Manager-A/C	39	918486	16	01/05/2017	M/s. Khaitan Electricals Limited

FORM NO MGT-9 ANNEXURE-III (contd.)

B. Employed throughout the financial year and were in receipt of remuneration not less than Rupees One Crore and Two lacs per annum.

NONE

C. Employed for the part of the financial year and were in receipt of remuneration not less than Rupees eight lacs fifty thousand per month

NONE

Note:

- Remuneration includes actual payment and /or taxable value of perquisites and the company's contribution to provident and other funds but excludes gratuity.
- Other terms and conditions: As per rules of the company.

Other Details Pertaining to remuneration

- The percentage increase in remuneration of each Director and Company Secretary during the financial year 2018-19, ratio of the remuneration of each employee of the financial year 2018-19 and the comparison of remuneration of each key Management Personnel (KMP) against the performance of the company are as under

Sl No	"Name of Director/KMP"	Director	"Remuneration of Director/ KMP for FY 2018-19 (Rs. In lacs)"	% Increase in remuneration in FY 2018-19	Ratio of remuneration of Each Director/to median remuneration of employee
1	Mr. Sunay K. Khaitan	Executive Director	10.14	4.14	5.06
2	Mr. Manoj Kumar Jain	CFO & Company Secretary	21.35	Not applicable as he joined company during the financial year 2018-19	Not applicable as he joined company during the financial year 2018-19
3	Sulekha Dutta	Director & Company Secretary	0.35	Not applicable as she left the company during the financial year 2018-19	Not applicable as she left the company during the financial year 2018-19 and worked for a part of the year.

- The Median remuneration of the employees of the company during the financial year was Rs.2.01 lacs p.a.
- In the financial year there was an increase of 60.70 % in the median remuneration of employees.
- There were 174 permanent employees on the payroll of the company as on 31.03.2019
- It is affirmed the remuneration paid is as per remuneration policy of the company for Director, Key Management Personnel.
- The compensation of the KMP is as per the compensation philosophy of the Company. The remuneration is benchmarked against market and also based on the performance of the Company and the individual. There has been no change in remuneration of KMPs during the year.

ANNEXURE- IV
DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, Directors of your Company hereby state and confirm that:

- in the preparation of the annual Financial Statements for the year ended 31st March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for the same period;
- the directors have taken proper and sufficient care 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;
- they have prepared the annual accounts on a going concern basis;
- they have laid down proper internal financial controls (IFC) in the company that are adequate and were operating effectively.
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

Sunay Krishna Khaitan
Whole Time Director



FORM No, AOC-2 ANNEXURE-V

[Pursuant to clause (h) of sub-section 134 of the act and rule 8(2) of the Companies (Accounts) Rules, 2014 Disclosure of particulars of contract/ arrangement/entered into by the company with related parties referred to in sub-section188 of the Companies Act, 2013 including arms length transaction under third proviso thereto

Details of material contracts or arrangement or transaction at Arm's Length Basis:

Name(s) of the Related Party & Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of contracts/ arrangements / transactions	Salient terms of contracts/ arrangements/ transactions	Salient terms of contracts/ arrangements/ transaction including values, if any	Date of Approval of the Board, if any	Amount paid as Advance, if any
Mr. Sunay Krishna Khai-tan	Remuneration	01.04.18 to 31.03.19	Service Rendered in Capacity of Director	Rs. 10,13,880/-	Not Required as all the transactions were on Arm's Length basis of ordinary business	NIL
Mr. Manoj Jain	Remuneration	01.04.18 to 31.01.19	Service Rendered in Capacity of CFO	Rs.21,34,861/-		
Mrs. Sulekha Dutta	Remuneration	01.04.18 to 09.07.18	Service Rendered in Capacity of Company Secretary	Rs.34,813/-		
Ms. Vageesha Khaitan	Remuneration	01.04.18 to 31.03.19	Service Rendered	Rs.5,98,320/-		
Mr. Sandip Chattopadhyay	Sitting Fees	27.04.18 to 31.03.19	Service Rendered in Capacity of Director	Rs.45,000/-		
Mrs. Sujata Sarkar	Sitting Fees	07.07.18 to 31.03.19	Service Rendered in Capacity of Director	Rs.45,000/-		
M/s Khaitan Lefin Ltd.	Rent Payable	01.04.18 to 31.03.19	Rental Property	Rs.14,35,200/-		
M/s Khaitan Hotel Pvt. Ltd.	Loan Taken	01.07.18 to 31.03.19	Loan for Working Capital need	Rs.96,70,000/-		
M/s Khaitan Hotel Pvt. Ltd.	Loan Repaid	01.07.18 to 31.03.19	Loan for Working Capital need	Rs.25,00,000/-		
M/s Khaitan Hotel Pvt. Ltd.	Interest Paid	01.07.18 to 31.03.19	Loan for Working Capital need	Rs.3,59,603/-		
Mr. Sunay Krishna Khaitan	Loan Tak-en	01.04.18 to 31.03.19	Loan for Working Capital need	Rs.35,00,000/-		
Mr. Sunay Krishna Khaitan	Loan Repaid	01.04.18 to 31.03.19	Loan for Working Capital need	Rs.6,00,000/-		

MR-3 ANNEXURE-VI

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019

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

To,

The Members,
Khaitan (India) Ltd
46C, J. L. Nehru Road
Kolkata – 700071

I have conducted the secretarial audit of the compliance of applicable statutory provision and the adherence to good corporate practices by Khaitan (India) Ltd. (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 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 our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provision listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1996 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and external Commercial Borrowings;

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
- SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015;
 - SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period);
 - SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the Audit Period);
 - SEBI (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period);
 - SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - SEBI (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period);
 - SEBI (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period);

(vi) OTHER APPLICABLE ACTS.

The environment (Protection) Act, 1986

The Water (Prevention and Control of Pollution) Act, 1974

The Air (Prevention and Control of Pollution) Act, 1981

The Industrial Employment (Standing Orders) Act, 1946

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

The Company could not produce any document relating to the environment (Protecion) Act, 1986, the Water (prevention and Control of Pollution) Act, 1974 and The Air (Prevention and Control of Pollution) Act, 1981.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above, save and except the following observations:

- There have been some instance where the Forms were filed with some delay, thereby paying the additional fees
- It has been observed that the Company has defaulted in the payment of statutory dues, within the prescribed time. We have been informed by the management that they are in process of payment of outstanding statutory dues.
- The Company had appointed Mr. Sunay Krishna Khaitan as Excutive Director with effect from 12.11.2016. He is still continuing to hold the position. Mr. Manoj Kumar Jain, was appointed as CFO of the Company with effect from 27.04.2018. He was also appointed as Company secretary and Compliance officer of the Company with effect from 07.07.2018 on resignation of Mrs. Sulekha Dutta from the position of the Company Secretary of the Company with effect from 30.06.2018. Mr. Manoj Kumar Jain, resigned from the position of CFO, Company secretary and Compliance officer with effect from 01.02.2019. In his place, the company has appointed Mr. Swapan Kumar Das as CFO of the Company with effect from 06.04.2019 and Mr. Pradip Halder as Company Secretary and Compliance Officer of the Company with effect from 29.05.2019
- Listing fees for previous years is pending for payments. We have been informed by the management that they are in process of payment of outstanding payment of Listing Fees.

I further report that,

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent as per the provisions of the Act, 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.

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.

Date: 29th May, 2019

Place: Kolkata

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

Priya Narnolia

Practicing Company Secretary

ACS No. : 47211. C.P. No. 17480



ANNEXURE 'A'

TO
THE MEMBERS
KHAITAN (INDIA) LIMITED
46C, J.L. NEHRU ROAD
KOLKATA – 700071

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 an opinion on these secretarial records based on my audit
2. I have followed the audit practices and processes as are appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records, the verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process 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. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of management. My examination was limited to the verification of procedure 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.

Date: 29th May, 2019
Place: Kolkata

Priya Narnolia
Practicing Company Secretary
ACS No. : 47211. C.P. No. 17480

Management Discussion and Analysis**Overall Economy**

The Indian economy grew at 8.2% on year on year in Q1 FY2018-19 and 7.1% in Q2 FY2018-19. However, the later quarters were sluggish and India reported a GDP growth of 6.8% during the year under review.

The Indian economy continued to be sluggish, seeking government catalysts to perform better.

Indian Sugar Industry Structure

Sugar mills are incurring losses as prices of sugar have fallen below production cost on account of record output of 33 million tonnes (mt) in 2018-19. The bumper harvest of sugarcane has created problem of plenty for already troubled cane farmers, sugar mills as well as governments at centre and state. The sugar mills need to buy cane from farmers at state advised price (SAP) but have to sell their produce at either marginal cost above production or in loss. Thus, higher price purchase of sugarcane but low price sale of sugar in open market creates stress on sugar mills and they are unable to make payments to farmers. This leads to accumulation of arrears.

Though government decontrolled sugar industry partially in 2013 and allowed them to sell their produce in open market, the sugar industry faces a bizarre problem that price of its raw material (cane) is fixed by state and central governments as State Advised Price (SAP) and Fair and Remunerative Price (FRP) respectively. The government supported cane prices are attractive to farmers, but loss due to any fall in the prices of sugar in open market has to be borne by the sugar industry.

Fan Industry

The electric fan industry is well-established in the country and has grown significantly over the years. Large number of players in both, organized and unorganized market, has helped the fan industry to come a long way. However, much of the growth has been through organized players now as consumers move towards branded and more technologically efficient fans. A concerted move has been seen towards widening distribution reach and improving rural penetration by the organized players. Also, the threat from Chinese fans has lowered. According to "India Electric Fan Market Outlook, 2022", the revenues for organized electric fan market are growing with a CAGR of more than 10% from the last five years. Higher disposable incomes, increased availability of continuous power and a faster shift to the organized sector has propelled the electric fan market in India. The electric fan industry is divided into product types like ceiling fans, table fans, pedestal fans, wall fans and others. Others include fans like industrial, exhaust, multi-utility, tower, bladeless, etc. In India, ceiling fans dominate the market heavily both in organized and unorganized sector. According to region, south India caters to the largest revenue share, followed by west and north. Eastern region is expected to grow fast in the coming few years.

Review and Analysis of Our Performance:**Marketing Division**

This is the second full year of operation of the marketing division. This division markets Fans, cooler and Pumps and gets royalty. Fans contribute the highest business in the segment. The company has 4 branches and pan India network of distributors and dealers to market the products. The division achieved turnover of Rs 7903.40 lacs in FY 2018-19 as against Rs.7237.40 lacs in FY 2017-18. The Company is in the process of expanding the footprint of this division pan India and expect to do better in time to come. The Royalty income was Rs. 274.45 lacs as compared to Rs. 361.50 lacs last year.

Sugar Division

During the year, company could not start operation of the sugar mill (seasonal) mainly due to paucity of fund to finance the working capital requirement and other direct and operational expenses. During the Financial Year 2017-2018, sugar mill started only at fag end of the sugar season and could operate only for 25 days with lots of disruption in between, with very low recovery.

DETAILS	2018-19	2017-18
Start of Crushing Season	-	22.12.2017
Close of Crushing Season	-	15.01.2018
Cane Crushed (in lacs Qtls.)	-	0.69
Recovery (%)	-	5.21
Sugar Production (in Qtls.)	-	3633

Agriculture Division

The agricultural was stable and contributed Rs.1761.89 lacs to revenue as compared to Rs 218.98 lacs in FY 2017-18. Profitability The PBIDT for FY 2018-19 was Rs.507.92 lac as against Rs. 593.52 lac in FY 2017-18 which was due to higher losses in sugar division.

Outlook

The Outlook for Marketing division is positive and we expect good demand in electrical products specially fans. However Sugar division would continue to be pain area. Focus would be on reducing costs by increasing crushing. Agricultural division is expected be stable due to better monsoon.

Opportunity and Threats

The demand for electrical products like fans and cooler is fairly stable. The company had been focusing on economy segment in fans sees a good opportunity in decorative fans. The company is in the processing of marketing decorative fans which would improve profit margins also.

The Support price to farmers to buy sugar cane which is ever increasing due to government policy without any consideration to depressed sugar process is big threat to the sugar industry.

Human Resource and Industrial Relation

Industrial relation had been harmonious and company gives due credence to betterment of its workforce.

Internal Control and their adequacy

The company has adequate internal control system which provides reasonable assurance with regard to safeguarding company's assets. The company has appointed internal auditor who reviews the internal control on regular basis. Report of Internal Auditors are reviewed by the senior management at

Place : Kolkata
Date : The 13th August, 2019

For and On Behalf of the Board
Sunay K Khaitan
(DIN : 07585070)

REPORT ON CORPORATE GOVERNANCE

Philosophy on corporate Governance

The company believes that Corporate Governance is as set of process customs polices, sales, regulation and laws for ensuing transparency, professionalism and accountability in its dealing with is customers, employees, shareholders, and with every individual who comes in contact with the company. The detailed report on corporate governance as per SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is as under:

Board of Directors

The company has 3 (Three) Directors of which 2 (Two) 66% are non-executive and Independent Directors and one whole time Director. The composition of the Board is conformity with SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 entered with the Stock Exchange.

During the year under review Seven Board Meeting were held on 27th April, 2018, 30th May, 2018, 07th July, 2018, 14th August, 2018, 28th August, 2018, 14th November, 2018 and 14th February, 2019 (Adjourned to 25th February, 2019). The maximum time gap between any two consecutive meetings did not exceed 120 days. The composition of Board, attendance at the last Annual General Meeting, number of other Directorships and committee memberships are below:

Name of Directors	DIN	Category	Attendance at Board Meeting	Attendance at Last AGM	Number of Committee member	Membership in Other Boards*	Membership in Other Committee
Mr. Sunay Krishna Khaitan	07585070	WTD	7/7	Yes	--	1	--
Mr. Anil Kumar Jain	07524177	ID&NED	1/7	No	4	2	--
Mrs. Sulekha Dutta	07114240	ED	3/7	No	4	1	--
Mr. Sandip Chatterjee	06875010	ID&NED	6/7	Yes	4	1	--
Mrs. Sujata Sarkar	08173535	ID&NED	4/7	Yes	4	--	--

*Excluding Directorship in private limited companies, foreign companies and section 8 companies.

Mr. Anil Kumar Jain resigned from the Board w.e.f. 30.04.2018

Mrs. Sulekha Dutta resigned from the Board w.e.f. 09.07.2018

Mr. Sandip Chatterjee was appointed as Additional Independent Non Executive Director with effect from 27.04.2018

Ms. Sujata Sarkar was appointed as Additional Independent Non Executive Director with effect from 7.7.2018

Category Details:

C&NED – Chairman & Non Executive Director, ID&NED – Independent & Non Executive Director, WTD – Whole Time Director and ED – ED – Executive Director.

None of the present Directors are Relatives of each other as defined in section 2(77) of Companies Act 2013 and Rule 4 of the Companies (specification of definitions details) Rules, 2014



REPORT ON CORPORATE GOVERNANCE (contd.)

During the year information as mentioned in Annexure X to clause SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 has been placed before the Board for its consideration.

Details of Shares held by Directors

Name of Directors	No. of Shares Held
Mr. Sunay Krishna Khaitan	299079
Mr. Anil Kumar Jain	NIL
Mrs. Sulekha Dutta	NIL
Mr. Sandip Chatterjee	NIL
Mrs. Sujata Sarkar	NIL

Details of Remuneration and Sitting Fee of Directors

The details of remuneration of the Directors during the period under review are as mentioned in Form MGT – 9.

Familiarization Programmed:

The company has formulated a policy to familiarize the directors with the company, their roles, rights, responsibilities in the company nature of the industry which has been disclosed in the website of the company www.khaitansugar.in

Board Committees

The Company had Three Committees i.e. Risk and Audit Committee, Nomination & Remuneration Committee and Stockholders Relationship Committee. Details on role and composition of these committees including the number of meeting held during the financial year and the related attendance are mentioned below:-

Risk and Audit Committee

The committee discharge such duties and functions generally described in SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the stock exchanges. The major task performed by the audit committee may be grouped as under:-

- Oversight of the Company's financial reporting process and the disclosure of the financial information to ensure that the financial statement is correct, sufficient and credible and ensuing timely submission to statutory auditors.
- Reviewing the management discussion & analysis of financial and operation performance.
- Reviewing with the Management, the quarterly financial statements and annual financial statements and auditor's report thereon before submission to the board for approval.
- Review the adequacy and effectiveness of the company's system and internal control.
- Evaluation of internal financial controls and risk management systems.
- Tore view the functioning of the Whistle Blower mechanism.

Audit & other duties

- Discussion with statutory auditors before the audit commences, about the nature scope of audit as well as post-audit discussion to ascertain any area of concern.
- Discussion with internal auditors of any significant findings and follow up there on.
- Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors considering their independence and effectiveness and there replacement and removal.
- To recommend to the Board the remuneration of the statutory Auditors and internal auditors.
- To grant approval for related party transactions which are in the ordinary course of business and on an arms length pricing basis and to review and approve such transaction subject to the Board.

Present Composition of the Risk and Audit Committee

Mr. Sandip Chatterjee	Chairman	Independent, Non Executive Director	Appointed to committee on 07.07.2018
Ms. Sujata Sarkar	Member	Independent, Non Executive Director	Appointed to committee on 07.07.2018
Mr. Sunay Krishna Khaitan	Member	WTD	

During the year under review the committee comprised of three Independent directors all of whom are financially literate and have relevant finance and / or audit exposure. During the period under review. The Audit Committee Meeting were held on 27th April, 2018, 30th May, 2018, 07th July, 2018, 14th August, 2018, 28th August, 2018, 14th November, 2018 and 14th February, 2019 (Adjourned to 25th February, 2019). The details of attendance at the Audit Committee Meeting is as follows:

Members	Designation	Category	No.of Committee Meeting attended during 2018 - 2019
Ms. Sujata Sarkar	Member	Independent, Non Executive Director	Appointed to committee on 07.07.2018
Mr. Sunay Krishna Khaitan	Member	Whole Time Director	7
Mr. Anil Kumar Jain	Member	Independent Non Executive Director	1
Mrs. Sulekha Dutta	Member	Executive Director	3
Mr. Sandip Chatterjee	Chairman	Independent Non Executive Director	6
Mrs. Sujata Sarkar	Member	Independent Non Executive Director	4

Mr. Anil Kumar Jain resigned from the Board w.e.f. 30.04.2018

Mrs. Sulekha Dutta resigned from the Board w.e.f. 09.07.2018

REPORT ON CORPORATE GOVERNANCE (contd.)
Nomination & Remuneration Committee

The terms of reference of the committee are follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
2. Formulation of criteria for evaluation of Independent Directors and the Board.
3. Devising a policy on Board diversity.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are paid as per the Agreement with the Union. Remuneration is paid to a whole time director at present.

Present Composition of the Nomination & Remuneration Committee

Mr. Sandip Chatterjee	Chairman	Independent, Non Executive Director	Appointed to committee on 07.07.2018
Ms. Sujata Sarkar	Member	Independent, Non Executive Director	Appointed to committee on 07.07.2018
Mr. Sunay Krishna Khaitan	Member	Whole Time Director	

During the year under review the committee comprised of three independent directors all of whom are financially literate and have relevant finance and / or audit exposure. During the period under review. The Committee Meeting were held on April 27th, 2018 and July 7th, 2018, of the details of attendance at meeting of the Nomination & Remuneration Committee is as follows:

Members	Designation	Category	No. of Committee Meeting attended during 2018 - 2019
Mr. Sunay Krishna Khaitan	Member	Whole Time Director	2
Mr. Anil Kumar Jain	Member	Independent Non Executive Director	1
Mrs. Sulekha Dutta	Member	Executive Director	
Mr. Sandip Chatterjee	Chair-man	Independent Non Executive Director	1
Mrs. Sujata Sarkar	Member	Independent Non Executive Director	--
Mrs. Sujata Sarkar	Member	Independent Non Executive Director	4

Mr. Anil Kumar Jain resigned from the Board w.e.f. 30.04.2018

Mrs. Sulekha Dutta resigned from the Board w.e.f. 09.07.2018

Shareholders Relationship Committee

The Committee performs following

- Transfer/ Transmission of shares.
- Issue of Duplicate Share Certificates.
- Review of share dematerialization and rematerialiasation.
- Monitoring the expeditious Redressal of Investor Grievance.
- Monitoring the performance of company's Registrar & Transfer Agent.
- All other matters related of the shares.

Present Composition of the Shareholders Relationship Committee

Mr. Sandip Chatterjee	Chairman	Independent Non Executive Direc-tor	Appointed to committee on 07.07.2018
Ms. Sujata Sarkar	Member	Independent Non Executive Direc-tor	Appointed to committee on 07.07.2018
Mr. Sunay Krishna Khaitan	Member	Whole Time Director	

During the year committee met four time i.e. May 30th, 2018, August 14th, 2018, November 14th, 2018 and February 25th, 2019. The details of attendance at Committee Meeting is as follows:

Members	Designation	Category	No. of Committee Meeting attended during 2018 - 2019
Mr. Sunay Krishna Khaitan	Member	Whole Time Director	4
Mr. Anil Kumar Jain	Member	Independent Non Executive Director	-
Mrs. Sulekha Dutta	Member	Executive Director	
Mr. Sandip Chatterjee	Chairman	Independent Non Executive Director	4
Mrs. Sujata Sarkar	Member	Independent Non Executive Director	3
Mrs. Sujata Sarkar	Member	Independent Non Executive Director	4

Mr. Anil Kumar Jain resigned from the Board w.e.f. 30.04.2018

Mrs. Sulekha Dutta resigned from the Board w.e.f. 09.07.2018

Mr. Manoj Kumar Jain Company Secretary was the Compliance Officer during year under review. He performed the function of monitoring the complaints received vis-a vis share transfer and other related processes and reported them to the Board. He also carried out his responsibility as liaison officer with the investors and regulatory authorities, such as SEBI, Stock Exchange, Registrar of Companies in respect of implementing laws, rule and regulations and directives of such authorities concerning investor service and complaints.

During the Financial Year 2018-19, the company didn't receive any complaint from the shareholders.



REPORT ON CORPORATE GOVERNANCE (contd.)

Independent Directors' Meeting

During the year under review, the Independent Directors met on February 25, 2019 inter alia to discuss:

1. Review of performance of Non-Independent Director and Board as whole;
2. Review of performance of the Chairperson of the Company, taking into account the views of Executive Directors and non executive director;
3. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board of effectively and reasonably perform their duties:
All independent directors attended the meeting.

Formation of Policy for selection and appointment of Directors including Independent Director KMP / Senior Management Personnel

The Nomination and Remuneration Committee discussed and thereafter decided upon the policy for selection and appointment of directors and their remuneration. The highlights of the policy are as follows:

- i) Person of eminence, standing and knowledge with sufficient achievements in business, professions and /or public service. Their financial and business literacy/skill.
- ii) Relative Industry experience
- iii) To build team and carry the team members along for achieving the goals/ objectives and corporate mission

Remuneration Policy

To ensure that the level and components of remunerations is reasonable and sufficient to attract, retain and motivate Directors KMP and other employees of the quality to run the company successfully.

To ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmark. Improved performance should be rewarded.

Remuneration packages should strike a balance between fixed and incentive pay, where ever applicable.

To ensure that the remuneration structure is simple and cost the company (CTC) is not shown inflated and effective take home pay is not low.

Corporate Social Responsibility

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

Related Party Transaction

All transaction entered into with Related Parties as defined in SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 during the financial year under reviewed were in the ordinary course of business and do not attract the provisions of section 188 of the Companies Act 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standard (AS-18) has been made in the notes to the Financial Statements.

The Board has approved a policy for related party transactions which has been reported on the company's website.

Prevention of Insider Trading

The company has always ensured fair code of conduct for prevention of Insider Trading with a view to regulated trading securities by the Directors and designated employees of the company.

Compliance with Accounting Standards

In the preparation to the Financial Statement, the Company has followed the Accounting Standards notified pursuant to companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 2013 read with General Circular 8/2014 dated April, 04.2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statement.

General Body Meeting

Details of last three Annual General Meetings and the special resolution passed thereat are as follows:

YEAR	LOCATION	DATE	TIME	Whether Special Reso-lution Passed
2017-2018	Bharatiya Bhasha Parishad 36-A, Shakespeare Sarani, Kol-17	28-09-2018	11.00A.M	No
2016-2017	Bharatiya Bhasha Parishad 36-A, Shakespeare Sarani, Kol-17	26-09-2017	2.00P.M	No
2015-2016	Bharatiya Bhasha Parishad 36-A, Shakespeare Sarani, Kol-17	28-09-2016	11.00A.M	No

CEO/CFO Certification

The Executive Director and Chief Financial Officer have issued certificate pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 certifying that the financial statement do not contain any materially untrue statement and these statement represent a true and fair view of the company's affairs. The said certificate is annexed herewith.

Code of conduct for Board members and Senior Management

A code of conduct as applicable to the Directors and the members of the senior management was approved by the board and the same is being duly abided by all of them. Declaration to this effect was obtained from the Executive Director and is annexed herewith.

Compliance Certificate

Compliance certificate for corporate Governance from auditors of the company is annexed herewith.

Means of communications

The quarterly/ half yearly/ annual un-audited / audited financial results of the company are posted to the stock exchanges immediately after they are approved by the Board of Directors and are published in the one English and one Bengali Newspaper.

The financial and other information filed by the company are also available on the website of National Stock Exchange and Bombay Stock Exchange.

Management discussion & Analysis

The Management Discussion and Analysis Report (MD & AR) is part of this report and is provided separately.

REPORT ON CORPORATE GOVERNANCE (contd.)
Notes on Directors Reappointment

Relevant details from part of the explanatory statement, attached with the notice of the Annual General Meeting.

General Shareholder's Information

a) Date, time and Venue of Next Annual General Meeting	:	27th September, 2019 at 11.00 A.M. Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, 4th Floor, Kolkata -700017
b) Date of Book Closing	:	20th September 2019 to 27th September, 2019 (both days inclusive)
c) Dividend payment date for the FY 2018-2019	:	Dividend has not been recommended
d) Information regarding Stock Exchanges where the shares of the Company Listed.	:	The National Stock Exchange of India Limited Exchange Plaza, Bandra East Mumbai -400051 Calcutta Stock Exchange Ltd 7 Lyons Range, Kolkata – 700001 Bombay Stock Limited Floor 25, F.J.Towers, Dalal Street, Mumbai - 400001
e) Payment of Listing Fees	:	

-The Company had applied for de-listing with the Calcutta Stock Exchange Ltd. which is pending.

- ISIN No. for the Company's Ordinary Shares in Demat Form is INE731C01018

- The shares of the company are traded in permitted category at Bombay Stock Exchange Limited

f) Financial Calendar 2019 - 2020

Results for the quarter ending	
First Quarterly Results	: Before August 14, 2019
Second Quarterly Results	: Before November 14, 2019
Third Quarterly Results	: Before February 14, 2020
Audited Yearly results for the year ending March 31, 2019	: Before May 30, 2020

g) Market Price (2018 – 2019)

(Rs.)

NSE	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR
HIGH	48.75	47.95	47.50	46.00	64.90	58.95	49.00	47.40	40.95	38.30	39.75	45.50
LOW	41.80	36.40	38.15	37.10	34.35	42.3	35.00	35.20	34.05	29.50	28.05	31.05
(NIFTY 50) HIGH	10759.00	10929.20	10893.25	11366.00	11760.20	11751.80	10989.05	10922.45	10985.15	10987.45	11118.10	11630.35
LOW	10111.30	10417.80	10550.90	10604.65	11234.95	10850.30	10004.55	10341.90	10333.85	10583.65	10585.65	10817.00

As the Company's shares are listed on National Stock Exchange, the prices at NSE given only.

h) Distribution of Shareholding as on 31st March, 2019

(a) According to Category of Holding				
Category	Shareholders		Shares	
	No.	%	No.	%
Promoters Group	11	0.31	2861630	60.24
Banks, Financial Institution	2	0.06	1234	0.026
Private Corporate	70	1.99	370982	7.81
NRI	19	0.54	7074	0.1489
Indian Public	3388	96.41	1474220	31.04
Other/ Clearing Members	24	0.68	34860	0.73
Grand Total	3514	100.00	4750000	100.00

(b) Pattern of Shareholdings as on 31st March, 2019

Share Holding Pattern			Shareholders		Shares	
			Nos.	%	No.	%
Upto 500			3126	88.95	492227	10.36
501	To	1000	187	5.32	155301	3.26
1001	To	2000	87	2.47	126390	2.66
2001	To	3000	25	0.71	64779	1.36
3001	To	4000	13	0.36	46450	0.97
4001	To	5000	9	0.25	39981	0.84
5001	To	10000	23	0.65	179153	3.77
10001	and	above	44	1.25	3645719	76.75
Grand Total			3514	100.00	4750000	100.00



REPORT ON CORPORATE GOVERNANCE (contd.)

- i) **Registrar and Share Transfer Agent (for physical as well as for D'mat Segment)**
M/s. Maheshwari Datematics (P) Ltd. 23,R.N.MukherjeeRoad, 5th Floor. Kolkata – 700001
Phone:033-2243 5029/5809, 22482248, Fax: 033-2248-4787, Email: mdpldc@yahoo.com
- j) **Share Transfer System:**
Share Transfers are registered and returned within 30days of lodgment thereon, if the documents are clear in all respects. Transfers of shares are done through depositories with no involvement of the Company, Regarding transfer of shares in physical form, the transfer documents can be lodged with M/s. Maheshwari Datematics (P) Ltd. 23,R.N.MukherjeeRoad, 5th Floor. Kolkata – 700001
- k) **Dematerialization of Shares and liquidity:**
The Company's shares are compulsorily traded in dematerialized form and are available for trading under both Depository Systems. NSDL and CDSL. As on 31.03.2019 a total of 4318588.Equity Shares of the Company were held in demat mode and is highly liquid.
- l) **Outstanding GDR's/ADR's/warrants or any convertible instruments, conversion data and impact on equity – NIL**
- m) **Plant Location :** Khaitan Nagar, Plassey, Dist: Nadia, West Bengal
- Disclosures**
- (i) The company has always ensured fair code of conduct and maintained transparency. There are no transactions of the Company of material nature with promoters, directors, subsidiaries or relatives etc. which would have potential complaints with the interest of the Company large.
- (ii) In accordance with requirement of Companies Act as well listing agreement a vigil mechanism has been adopted by the board of directors and accordingly a Whistle Blower Policy has been formulated with a view to provide a mechanism for employees of the company to approach Internal Auditor of Chairman of the Audit Committee of the Company to report any grievance. The same has been uploaded on company's website.
- (iii) The Company has complied with various rules and regulation prescribed by the Stock Exchanges, Securities and Board of India or other statutory authority relation to the capital markets during the last 3years. No strictures have been imposed by them on the Company.
- (iv) The Board has obtained certificate/disclose from key management personnel confirming the do not have any material financial and commercial interest in transaction with the Company at large.
- (v) The Company is complying with few of the non mandatory requirement and shall endeavor to company balance non mandatory requirements.
- (vi) The Company has no subsidiary hence no policy on dealing is required to be disclosed.
- (vii) Commodity price risks and commodity hedging activities. Is not applicable to the company
- (viii) The company is in compliance of requirement of corporate governance report of sub- pares (2) to (10)
- (ix) The company the discretionary requirements as specified in Part E of Schedule II have been adopted.

For and behalf of the Board

Kolkata
Date: The 13th August, 2019

Sunay Krishna Khaitan
Executive Director

Declaration Regarding Code of Conduct**The Board of Directors
KhaiTan (India) Limited**

This is to confirm that the company has received affirmation of compliance with "The Code of Conduct for Directors and Senior Executive" from all the Directors and Senior Executives of the company to whom the same is applicable for the year ended 31.03.2019

Kolkata
Date: The 13th August, 2019

Sunay Krishna Khaitan
Whole Time Director (Din: 07585070)

CFO/ Executive Director Certificate**The Board of Directors
KhaiTan (India) Limited****We hereby certify that:**

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2019 and to the best of our knowledge and belief:
- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - these statements present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2019 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. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps we have been taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the audit committee
- Significant changes in internal control during the said financial year.
 - Significant changes in accounting policies during the said financial year and that same have been disclosed in the notes to the financial statements and
 - 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 company's internal control system.

Thanking You,

Kolkata
Date: The 13th August, 2019

Swapan Kumar Das
Chief Financial Officer
(PAN: AGYPD0287C)

Sunay Krishna Khaitan
Whole Time Director
(DIN: 07585070)

AUDITORS CERTIFICATE ON CONDITIONS OF CORPORATE GOVERNANCE AS STIPULTED IN CLAUSE 49 OF THE LISTING AGREEMENT

To,
The Members of
KHAITAN (INDIA) LTD.

We have examined the compliance of conditions of corporate governance by Khaitan (India) Limited, for the year ended on 31st March, 2019, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange(s).

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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 with the conditions of Corporate Governance as stipulated in the provisions as specified in chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 pursuant to the Listing Agreement of the said Company with stock exchange(s).

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 V. K. Tulsyan & Co. LLP
Chartered Accountants
Firm Registration No.326740E/E300015

(Ravindra Kumar Sarraf)
Partner
Membership No.700385

Place : Kolkata
Date: The 13th August, 2019

AUDITORS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE.

To,
The Members of
KHAITAN (INDIA) LTD.

We have examined the compliance of conditions of corporate governance by Khaitan (India) Limited, for the year ended on 31st March, 2019, as stipulated in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange(s).

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the standalone Ind AS 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 with the conditions of Corporate Governance as stipulated in the provisions as specified in chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 pursuant to the Listing Agreement of the said Company with stock exchange(s).

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 V. K. Tulsyan & Co. LLP
Chartered Accountants
F. R. No. 326740E/ E300015

(Ravindra Kumar Sarraf)
Partner
M. No. 300785

Place: Kolkata
Date : The 29th May, 2019



INDEPENDENT AUDITOR'S REPORT (Contd.)

INDEPENDENT AUDITOR'S REPORT

To the Members of
Khaitan (India) Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Khaitan (India) Limited ("the Company") which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

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 ("the Act") in the manner so required and give a true and fair view Subject to qualification as mention in the basis for qualified opinion paragraph, in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

The points mentioned here under amounts to our qualification:

- i.) Deferred Tax Assets which have not been written off amounting to Rs. 3,26,43,751/-. If the Deferred Tax Assets had been written off during the year, there would be a loss of Rs. 2,67,17,399/- as against the profit for the year of Rs. 59,26,352/- (excluding Other Comprehensive Income) shown in these Standalone Ind AS Financial Statements. Deferred Tax Assets balance in the Balance Sheet would amount to "NIL" as against Rs. 3,26,43,751/- as disclosed in this standalone Ind AS Financial Statement
- ii.) Closing balances of debtors, creditors, loans, deposits, advances, old liabilities relating to gratuity, land rent and Panchayat tax are unconfirmed and fixed deposit receipts and National Saving Certificate are not available with the company, in respect of which we are unable to express our opinion.
- iii. The company has not opted to follow ECL model in regards with IND As 109 "Financial Instrument" for the provisioning of trade receivable amounting to Rs 1,59,44,179. Which is approx 7% of total debtors as on march 2019
- iv.) The company has not made the fair valuation of standing crops and plants under afforestation scheme. Which is required under IND AS 41 "Agriculture".

Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	Auditor response to key audit matters
<p>Revenue Recognition</p> <p>Revenue from the sale of goods (hereinafter referred to as "Revenue") is recognised when the Company performs its obligation to its customers and the amount of revenue can be measured reliably and recovery of the consideration is probable. The timing of such recognition in case of sale of goods is when the control over the same is transferred to the customer, which is mainly upon delivery to the super distributor of the company situated at different state.</p> <p>The timing of revenue recognition is relevant to the reported performance of the Company. The management considers revenue as a key measure for evaluation of performance. There is a risk of revenue being recorded before control is transferred. Virtually there is no risk since the company sale the super distributor.</p>	<p>We have checked the compliances of the revenue recognition of the Company and found it in compliances with revenue recognisaion as required by IND AS 115. Further service charge collected by super distributor for after sales services are retained by them and the corresponding charges incurred by the distributor are incurred at their end only.</p> <p>Hence the revenue from such service charges so collected are not recognised in the books of accounts of Khaitan (India) Ltd.</p>
<p>The company is having Chagres outstanding at MCA against the assets of the company in respect to debts /loans /borrowings taken it by company for its business operation .</p>	<p>The company is unable to provide us the corresponding charge documents and its Satisfaction at MCA. Hence, we are unable to substantiate existence corresponding loan etc at Financial Extent Even after regular follow up.</p>

Information Other than the Financial Statements and Auditors Report Thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Report on Corporate Governance, Shareholder information and Report of the Board of Directors & Management Discussion and Analysis, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

INDEPENDENT AUDITOR'S REPORT (Contd.)

- Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- We have nothing to report in this regard.

1. Management's Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit / loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements 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 misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Board of Directors is also responsible for overseeing the Company's financial reporting process.

2. Auditors' Responsibility for the Audit of the Standalone Financial statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, based on our audit we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.



- (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity 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 Ind AS specified under section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
 In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. In respect of one director (Sunay Krishna Khaitan), aggregate remuneration of 10,13,880 paid / provided during the year, is subject to the approval of the Members at the forthcoming Annual General Meeting.
- (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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements in accordance with the generally accepted accounting practice – also refer Note no 35 to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company. However there is no such instances during this year.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For V. K. Tulsyan & Co. LLP
 Chartered Accountants
 F. R. No. 326740E/ E300015

(Ravindra Kumar Sarraf)
 Partner
 M. No. 300785

Place: Kolkata
 Date : The 29th May, 2019

“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 8 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Khaitan (India) Limited of even date)

i	In respect of the Company's fixed assets:
a	The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.
b	The Property, plant and equipment were physically verified during the year by the management in accordance with a regular programme for verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, plant and equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed as on date on such verification.
c	According to the information and explanations given to us, the records examined by us and based on the examination of the records of the Company, the lands admeasuring more or less 8053.54 Acres are held by the company originally in the name of Ramnugger Cane & sugar company limited as per the order of Government of west Bengal land and revenue Department land Reform Branch vide order No. 4572-L Ref .dated Calcutta 12th march 1964 and thereafter the name of the company was changed to Khaitan Agro complex Limited as per the certificate of incorporation issued by the registrar of the companies on 1st October 1994. Further M/s Khaitan (India) Limited was amalgamated with Khaitan Agro Complex limited with effect from 1st January 1994 as per the order of Honorable calcutta High court dated 17th October 1994 and as per the order of the court the name of the company was retained as khaitan India Limited . The registrar of the Companies , West Bengal issued the Fresh Certificate of Incorporation on 14th Noveber, 1994 and changed the name of the company from Khaitan Agro Comlex Limited to Khaitan (India) Limited. Subsequently the Govt of West Bengal in its Calcutta Gazette published on 17th April, 1995, vide its Notification no. 186-Ci/C dated 24th march, 1995 issued by the commerce and Industries Department , Group C made the amendments and substitute the Word and brackets from Khaitan Agro Complex Limited (Sugar Division) to Khaitan (India) Limited. In absence of any agreement or registered property document in respect of freehold land shown under note no 4(a) of Standalone Financial Statement, we are unable to express our opinion with respect to its nature. However as per the letter issued by the Government of West Bengal, Memo No.- 158/BL & LRO/Bel-II/18 dated – 19.04.2018,o the “retainer” mill is a “lessee” directly under the State for such land with the terms and conditions specified in rules made under section 4B of the WBLR Act, 1955.

"ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT (Contd.)

ii		The inventories (excluding stocks with third parties if any) have been physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on such physical verification.
iii		According to the information and explanations given to us, the Company has not granted loan, secured, unsecured to companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore clause (iii) (a), (b) and (c) of paragraph 3 of the said order are not applicable to the company.
iv		In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
v		The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
vi		We have broadly reviewed the Books of Accounts maintained by the Company pursuant to sub section 1 of Section 148 of the Companies Act, 2013 related to the Sugar Division and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We, however have not made a detailed examination of such record.
vii		According to the information and explanations given to us, in respect of statutory dues:
	a	The Company has generally been irregular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, duty of excise, Customs Duty Goods and Service Tax, Cess and other material statutory dues to the extent applicable with appropriate authorities.
	b	According to the records, the following statutory dues were outstanding as at March, 2019 for a period of more than more six months from the day they became payable are given below.

Nature of Statute	Nature of Dues	AMOUNT	Period to which the Amount Relates	Due Dates	Date of Payments	Remarks
Sales Tax	VAT	9287300.16	From 01-04-2016 To 30-06-2017	21st of Next Month	-	-
Sales Tax	CST	279314.93	From 01-04-2016 To 30-06-2017	21st of Next Month	-	-
Sales Tax	GST	7602178.15	From 01-09-2017 To 31-03-2019	21st of Next Month	-	-
ESIC	ESIC	457788	From 01-05-2017 To 31-03-2019	21st of Next Month	-	-
State Tax	PROFF: TAX	330035.50	From 01-05-2017 To 31-03-2019	21st of Next Month	-	-
Excise	SERVICE TAX	3786318	From 01-04-2014 To 31-03-2018	5th of Next Month And Mar is 31st	-	-
Income Tax	TDS	6238929.12	From 01-01-2018 To 31-03-2019	7th of Next Month	-	-
Provident Fund	PF	31792.6	From 01-09-2015 To 31-03-2019	15th of Next Month	-	-
Service Tax	EXCISE	1769641	From 01-04-2016 To 30-06-2017	5th of Next Month And Mar is 31st	-	-
PANCHAYAT TAX	PANCHAYAT TAX	29603	From 01-04-2016 To 31-03-2018	No Specific date	-	-
Land Rent	Land Rent	450714	From 01-04-16 to 31-03-18	No Specific date	-	-

c	According to the information and explanations given to us the details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2019 on account of dispute are given below:
---	--

Name of the statute	Nature of dues	Demand Raised	Period to which is relating	Forum where dispute is pending
Maharashtra Sales Tax Act	Tax & Penalty on higher turnover on reassessment	94,87,225	-	Joint Commissioner & Sales Tax (Appellate) Mumbai.

viii		According to the information and explanations given to us by the management the Company has not defaulted in repayment of Loans or borrowings to a Financial Institutions bank or Government . The Company did not have any outstanding debentures during the year.
ix		The Company has not raised any money by way of initial public offer or further



“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT (Contd.)

x	To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
xi	In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
xii	The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
xiii	In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
xiv	According to the information and explanation given by the management, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
xv	In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors or persons connected with him as referred to in Section 192 of the companies Act, 2013.
xv	In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors or persons connected with him as referred to in Section 192 of the companies Act, 2013.
xvi	The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For V. K. Tulsyan & Co. LLP
Chartered Accountants
F. R. No. 326740E/ E300015

(Ravindra Kumar Sarraf)
Partner
M. No. 300785

Place: Kolkata
Date : The 29th May, 2019

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 9 under ‘Report on Other Legal and Regulatory Requirements’ section of our Report to the Members of Khaitan (India) Limited of even date)

We have audited the internal financial controls over financial reporting of Khaitan (India) Limited (“the Company”) as of 31st March, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants Of India.

For V. K. Tulsyan & Co. LLP
Chartered Accountants
F. R. No. 326740E/ E300015

(Ravindra Kumar Sarraf)
Partner
M. No. 300785

Place: Kolkata

Date : The 29th May, 2019



Balance Sheet as at March 31, 2019

Particulars	Notes	As at March 31,2019 Amount in ₹	As at March 31,2018 Amount in ₹
ASSETS			
1. Non-current assets			
(a) Property, plant and equipment	3	52,26,40,869	53,88,84,863
(b) Investment property	4	25,14,000	25,14,000
(c) Financial Assets			
(i) Investments	5	9,40,51,715	11,07,60,217
(ii) Loans	6	93,71,682	78,46,731
(d) Deferred Tax Assets (net)	7	3,26,43,751	3,26,43,751
(e) Other Non-Current Assets	8	96,78,008	1,16,40,050
		67,09,00,025	70,42,89,612
2. Current assets			
(a) Inventories	9	6,72,89,384	8,99,07,324
(b) Biological Assets	10	2,57,00,854	10,51,43,646
(c) Financial Assets			
(i) Trade receivables	11	22,67,12,248	22,47,58,577
(ii) Cash and Cash equivalents	12	22,40,800	9,01,814
(iii) Loans	13	4,38,03,966	1,19,38,989
(e) Other current assets	14	51,27,914	52,87,620
		37,08,75,166	43,79,37,970
Total Assets		1,04,17,75,191	1,14,22,27,582
EQUITY AND LIABILITIES			
EQUITY			
1. Shareholders' Funds			
(a) Share Capital	15	4,75,00,000	4,75,00,000
(b) Other Equity	16	30,34,68,579	32,36,75,581
Total Equity		35,09,68,579	37,11,75,581
2. Non-current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	15,85,40,119	30,46,92,466
(b) Other Non-Current Liabilities	18	75,79,071	76,59,073
(c) Provisions	19	2,27,60,377	1,00,01,981
		18,88,79,567	32,23,53,520
3. Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	5,46,78,887	6,15,31,519
(ii) Trade Payables	21	30,78,76,554	24,51,20,299
(iii) Other financial liabilities	22	10,00,91,451	10,45,54,286
(b) Other Current Liabilities	23	3,75,91,173	3,71,07,739
(c) Provisions	24	16,88,980	3,84,638
		50,19,27,045	44,86,98,481
Total Liabilities		69,08,06,612	77,10,52,001
Total equity and liabilities		1,04,17,75,191	1,14,22,27,582
Summary of Significant Accounting Policies	1 & 2		
'Notes on Financial Statements	3-48		
The notes referred to above form an integral part of the financial statements			

As per our Report attached of even date

For **V.K. Tulsyan & Co. LLP**
Chartered Accountants
Firm Regn. No. 326740E/E300015

Ravindra Kumar Sarraf
(Partner)
Membership No. 300785

Kolkata
29th day of May, 2019

For and on Behalf of the Board of Directors

Sunay K. Khaitan
Director
DIN:07585070

Swapan Kumar Das
Chief Financial Officer
PAN:- AGYPD0287C

Sandip Chatterjee
Director
DIN: 06875010

Pradip Halder
Company Secretary
PAN:- AIRPH7882C

Sujata Sarkar
Director
DIN:08173535

Statement of Profit and Loss for the year ended March 31, 2019

Particulars	Notes	As at March 31,2019 Amount in ₹	As at March 31,2018 Amount in ₹
I. Income			
Revenue from Operations	25	1,00,25,14,410	79,07,94,836
Other Income	26	42,98,677	3,81,69,140
Total Revenue		1,00,68,13,087	82,89,63,976
II. Expenses			
Cost of material consumed	27	8,88,523	2,93,44,818
Purchase of trading goods		66,95,73,639	68,38,48,578
Changes in inventories of finished goods, work-in-progress and stock-in-trade	28	10,21,69,682	(8,71,42,993)
Employee benefits expense	29	8,96,09,262	8,20,46,454
Finance costs	30	2,67,69,231	2,20,76,518
Depreciation and amortization expense	3	1,80,96,102	2,07,19,218
Other expenses	31	9,37,80,296	6,15,15,575
Total Expenses		1,00,08,86,735	81,24,08,168
III. Profit before tax		59,26,352	1,65,55,808
IV. Tax expenses			
Current tax		-	-
Tax adjustment for earlier years		-	-
Deferred tax		-	-
Total tax expenses		-	-
V. Profit for the year		59,26,352	1,65,55,808
VI. Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss	32	(2,61,33,354)	(6,35,09,520)
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Other Comprehensive Income for the year		(2,61,33,354)	(6,35,09,520)
VII. Total Comprehensive Income for the year (V + VI)		(2,02,07,002)	(4,69,53,712)
VI. Basic and diluted Earnings per equity share of face value of Rs. 10/- each	38	1.25	3.49
Summary of Significant Accounting Policies	1 & 2		
Notes on Financial Statements	3 - 48		
The notes referred to above form an integral part of the financial statements			

As per our Report attached of even date

For **V.K. Tulsyan & Co. LLP**
Chartered Accountants
Firm Regn. No. 326740E/E300015

Ravindra Kumar Sarraf
(Partner)
Membership No. 300785

For and on Behalf of the Board of Directors

Sunay K. Khaitan
Director
DIN:07585070

Swapan Kumar Das
Chief Financial Officer
PAN:- AGYPD0287C

Sandip Chatterjee
Director
DIN: 06875010

Pradip Halder
Company Secretary
PAN:- AIRPH7882C

Sujata Sarkar
Director
DIN:08173535

Kolkata
29th day of May, 2019



CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

Particulars	Year ended March 31, 2019 Amount in ₹	Year ended March 31, 2018 Amount in ₹
A. Cash Flow from Operating Activities		
Profit / (Loss) before tax for the period	59,26,352	1,65,55,808
Adjustments for :		
Depreciation and Amortization Expense	1,80,96,102	2,07,19,218
Finance Costs	2,67,69,231	2,20,76,518
Interest Income	(9,47,863)	(31,21,881)
Rent received	(29,59,480)	(29,62,300)
Liabilities no longer required written back	-	-
(Gain)/Loss on sale of Property, Plant and Equipment	-	(1,00,000)
Operating Profit/ (Loss) before changes in operating assets and liabilities	4,68,84,342	5,31,67,363
Adjustments for changes in operating assets and liabilities:		
(Increase) / Decrease in trade and other receivables	(3,32,22,152)	(15,27,40,044)
(Increase) / Decrease in Inventories and biological assets	10,20,60,732	(8,47,71,312)
Increase / (Decrease) in trade and other payables	6,33,34,738	20,29,19,460
Cash from / (used in) Operations	17,90,57,660	1,85,75,467
Net Cash from / (used in) Operating Activities	17,90,57,660	1,85,75,467
B. Cash Flow from Investing Activities		
Purchase of property, plant and equipment	(18,51,807)	(76,686)
Sale of property, plant and equipment	-	1,00,000
Interest Income	9,47,863	31,21,881
Sale of investments	-	(3,76,46,250)
Rent income	29,59,480	29,62,300
Net Cash from / (used in) Investing Activities	20,55,536	(3,15,38,755)
C. Cash Flow from Financing Activities		
Proceeds from non-current borrowings	-	20,17,28,466
Repayment of non-current borrowings	(14,61,52,347)	(30,72,000)
Proceeds from current borrowings (net)	(68,52,632)	(16,32,24,209)
Finance Costs	(2,67,69,231)	(2,20,76,518)
Net Cash from / (used in) Financing Activities	(17,97,74,210)	1,33,55,739
Net increase / (decrease) in cash and cash equivalent (A + B + C)	13,38,986	3,92,451
D. Cash and cash equivalents		
Net increase / (decrease) in cash and cash equivalent	13,38,986	3,92,451
Cash and cash equivalents at the beginning of the year	9,01,814	5,09,363
Cash and cash equivalents at the end of the year	22,40,800	9,01,814
(a) Cash and cash equivalents consist of cash on hand and balance with banks and deposits with banks.		
In Current Accounts	9,10,895	2,68,162
Other bank balances	-	-
Fixed Deposits with banks	-	-
Cash in Hand	13,29,905	6,33,652
Cash and cash equivalents as at 31 March, 2019	22,40,800	9,01,814
(a) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard on 'Statement of Cash Flows (Ind AS-7)' issued by The Institute of Chartered Accountants of India. The accompanying Notes form an integral part of these Financial Statements.	-	-

As per our Report attached of even date

For **V.K. Tulsyan & Co. LLP**
Chartered Accountants
Firm Regn. No. 326740E/E300015

Ravindra Kumar Sarraf
(Partner)
Membership No. 300785

For and on Behalf of the Board of Directors

Sunay K. Khaitan
Director
DIN:07585070

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Chief Financial Officer
PAN:- AGYPD0287C

Sandip Chatterjee
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DIN: 06875010

Pradip Halder
Company Secretary
PAN:- AIRPH7882C

Sujata Sarkar
Director
DIN:08173535

Kolkata
29th day of May, 2019

Notes on Significant Accounting Policies

1. Corporate Information

Khaitan (India) Limited ('KIL' or 'the Company') having domicile presence in the State of West Bengal, India, has been incorporated under the Companies Act in the year 1936. The Company is manufacturer of Sugar and also cultivates sugarcane in its captive farms for utilizing the same for manufacturing sugar in its factory. The Company has also commenced trading activities of Electrical Goods. The Company is the owner of 'Khaitan' brand and getting royalty from its users.

2. Statement of Compliance and Recent Pronouncements

2.1 Statement of Compliance

The Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with Section 133 of the Companies Act, 2013 ("the Act") with effect from April 1, 2017 and therefore Ind AS issued, notified and made effective till the financial statements are authorized have been considered for the purpose of preparation of these financial statements.

2.2 Recent Pronouncements

The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) (Amendment) Rules, 2019 on 30th March, 2019:

- notifying IND AS 116, 'Leases' and
- amending IND AS 12 'Income Taxes' and IND AS 19 'Employee Benefits'.

The same are applicable for financial statements pertaining to annual periods beginning on or after 1st April, 2019. The Company expects that there will be no material impact on the financial statements resulting from the implementation of these standards.

2.3. Significant Accounting Policies

A. Basis of Preparation

The Financial Statements have been prepared under the historical cost convention on the accrual basis, except for certain financial instruments that are measured in terms of relevant IND AS at fair values/amortized costs at the end of each reporting period.

Historical cost convention is generally based on the fair value of the consideration given in exchange for goods and services.

As the operating cycle cannot be identified in normal course, the same has been assumed to have duration of 12 months.

All Assets and Liabilities have been classified as current or non-current as per the operating cycle and other criteria set out in IND AS-1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

The Standalone Financial Statements are presented in Indian Rupees and all values are rounded off to the nearest rupee except otherwise stated.

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurement:

- a) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- b) Level 2: inputs other than quoted prices included within level 1 that are observable either directly or indirectly for the asset or liability.
- c) Level 3: inputs for the asset or liability which are not based on observable market data.

B. Property, Plant and Equipment

Property, plant and equipment (PPE) are stated at cost of acquisition or deemed cost on the date of transition less accumulated depreciation and impairment losses, if any. Cost of an asset comprises of cost of acquisition or construction and includes, where applicable, inward freight, duties and taxes, installation expenses, professional fees, borrowing costs, initial estimates of the cost of dismantling, cost of replacing parts of the property, plant and equipments and other costs directly attributable to the bringing the asset to the location and condition necessary for it to be capable of operating in the intended manner and purposes. Capital Spare parts which are integral part of the plant and equipment are capitalised.

When significant parts of plant and equipment are required to be replaced at intervals, the same are capitalised and old component is derecognised.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

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

Depreciation on all Property, Plant and Equipments is provided as per Schedule II of Companies Act, 2013 under Straight Line Method over estimated useful lives for each category of assets as under:

Asset	Useful lives (estimated by the management) (as on 31.3.2015)
Factory building	30
Other buildings	60
Plants and machinery	15
Office equipment	5
Furniture and fixtures	10
Vehicles	8

- The residual value of assets has been considered as five percent of the original cost of the assets as per Schedule II of the Act.
- Depreciation is provided on pro-rata basis on additions and deletions of Property, Plant and Equipments during the year.
- In case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.
- Depreciation methods, useful lives and residual values are reviewed, and adjusted as appropriate, at each reporting date.



Notes on Significant Accounting Policies (Contd.)

C. Intangible Assets

Intangible assets are stated at cost comprising of purchase price inclusive of duties and taxes, where applicable, less accumulated amount of amortization and impairment losses. Such assets, are amortized over the useful life using straight line method and assessed for impairment whenever there is an indication of the same.

The Company currently have intangible asset by way of Ferry Right.

D. Derecognition of Tangible and Intangible Assets

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from its use or disposal. Gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

E. Investment properties

Investment Property is property (comprising land or building or both) held to earn rental income or for capital appreciation or both, but not for sale in ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Any gain or loss on disposal of investment property is determined as the difference between net disposal proceeds and the carrying amount of the property and is recognized in the statement of profit and loss.

The depreciable investment property i.e., buildings, are depreciated on a straight line method at a rate determined based on the useful life as provided under Schedule II of the Act.

Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from the use and no future economic benefit is expected from their disposal. The net difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of derecognition.

F. Impairment of Tangible and Intangible Assets

Tangible and Intangible assets are reviewed at each balance sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amount of assets is determined. An impairment loss is recognized in the statement of profit and loss, whenever the carrying amount of assets either belonging to Cash Generating Unit (CGU) or otherwise exceeds recoverable amount. The recoverable amount is the higher of assets fair value less cost of disposal and its value in use. In assessing value in use, the estimated future cash flows from the use of the assets are discounted to their present value at appropriate rate.

Impairment losses recognized earlier may no longer exist or may have come down. Based on such assessment at each reporting period the impairment loss is reversed and recognized in the Statement of Profit and Loss. In such cases the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years.

G. Financial Assets and Liabilities

Financial assets and financial liabilities (financial instruments) are recognized when Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

The financial assets and financial liabilities are classified as current if they are expected to be realised or settled within operating cycle of the company or otherwise these are classified as non-current.

The classification of financial instruments whether to be measured at Amortized Cost, at Fair Value Through Profit and Loss (FVTPL) or at Fair Value Through Other Comprehensive Income (FVTOCI) depends on the objective and contractual terms to which they relate. Classifications of financial instruments are determined on initial recognition.

(i) Cash and cash equivalents

All highly liquid financial instruments, which are readily convertible into determinable amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

(ii) Financial Assets and Financial Liabilities measured at amortized cost

Financial Assets held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortized cost.

The above Financial Assets and Financial Liabilities subsequent to initial recognition are measured at amortized cost using Effective Interest Rate (EIR) method.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts (including all fees and points paid or received, transaction costs and other premiums or discounts) through the expected life of the Financial Asset or Financial Liability to the gross carrying amount of the financial asset or to the amortized cost of financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(iii) Financial Asset at Fair Value through Other Comprehensive Income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Subsequent to initial recognition, they are measured at fair value and changes therein are recognized directly in other comprehensive income.

(iv) For the purpose of para (ii) and (iii) above, principal is the fair value of the financial asset at initial recognition and interest consists of consideration for the time value of money and associated credit risk.

(v) Financial Assets or Liabilities at Fair value through profit or loss

Financial Instruments which do not meet the criteria of amortized cost or fair value through other comprehensive income are classified as Fair Value through Profit or loss. These are recognized at fair value and changes therein are recognized in the statement of profit and loss.

Notes on Significant Accounting Policies (Contd.)**Impairment of financial assets**

A financial asset is assessed for impairment at each reporting date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

The company measures the loss allowance for a financial assets at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

However, for trade receivables or contract assets that result in relation to revenue from contracts with customers, the company has not opted to measure the loss allowance at an amount equal to lifetime expected credit losses.

De-recognition of financial instruments

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

On de-recognition of a financial asset (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable are recognized in statement of profit and loss.

On de-recognition of assets measured at FVTOCI the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment.

Financial liabilities are derecognized if the Company's obligations specified in the contract expire or are discharged or cancelled. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in Statement of Profit and Loss.

H. Inventories

(i) Inventories are valued at lower of the cost or estimated net realizable value. Cost of inventories is ascertained on 'Average Cost Method' basis. Materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

(ii) Cost in respect of raw materials and stores and spares includes expenses incidental to procurement of the same. Cost in respect of finished goods and those under progress represents prime cost, and includes appropriate portion of overheads and excise duty.

I. Biological assets

Biological assets comprise Standing crops of sugarcane. Biological assets are measured at fair value less estimated costs to sell. Changes in fair value are recognized in the Statement of Profit and Loss.

The fair value of these assets excludes the land upon which the crops are planted or the items of PPE utilized in the upkeep of planted areas.

The biological process starts with preparation of land for planting, seedlings and ends with the harvesting of crops.

For biological assets, where little biological transformation has taken place since the initial cost was incurred (for example seedlings planted immediately before the balance sheet date), such biological assets are measured at cost i.e. the total expenses incurred on such plantation up to the balance sheet date.

When harvested, cane is transferred to inventory at fair value less costs to sell.

J. Foreign Currency Transactions

Presentation Currency:

These financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the company.

Transactions and Balances:

Transactions in foreign currencies are translated into the functional currency at the exchange rates prevailing on the date of the transactions.

Foreign currency monetary assets and liabilities at the year-end are translated at the year-end exchange rates. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of transaction. Foreign exchange gain/loss to the extent considered as an adjustment to Interest Cost are considered as part of borrowing cost. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transactions during the year are recognized as income or expense in the profit and loss account.

K. Equity Share Capital

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as Securities Premium.

Costs directly attributable to the issue of ordinary shares are recognized as a deduction from equity, net of any tax effects.

L. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a legal or constructive obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are not recognized for future operating losses. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Contingent liabilities is not recognized and are disclosed by way of notes to the financial statements when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or when there is a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the same or a reliable estimate of the amount in this respect cannot be made.

Contingent Assets are disclosed in the financial statements by way of notes to accounts when an inflow of economic benefits is probable.

M. Employee Benefits

Short term Employee benefits are accrued in the year services are rendered by the employees.

Provident & Family Pension Fund: In accordance with the provisions of the Employee Provident Funds and Miscellaneous Provisions Act, 1952, eligible employees of the company are entitled to receive benefits with respect to provident fund, a defined contribution plan, in which both the company and employee contribute monthly to Provident Fund Scheme by the Central Government/Trust at a determined rate. The company contributes to the Employees' Pension Scheme, 1995 for certain categories of employees. The Company's contribution is charged off to the Statement of Profit and Loss.



Notes on Significant Accounting Policies (Contd.)

Gratuity: Post Employment and Retirement benefits in the form of Gratuity are considered as defined benefit obligations and is provided for on the basis of third party actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet. Every Employee who has completed five years or more of service is entitled to Gratuity on terms not less favorable than the provisions of The Payment of Gratuity Act, 1972.

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

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions of the defined benefit obligation are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

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

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

N. Revenue

Sale of Goods

Revenue is recognized at the fair value of consideration received or receivable when the significant risk, rewards and ownership of goods have been transferred and the amount thereof can be measured reliably. This represents the net invoice value of goods supplied to third parties after deducting trade discounts, returns, volume rebates and outgoing sales tax and is inclusive of packing charges and excise duty there against

Interest, Dividend and Claims

Dividend income is recognized when the right to receive payment is established. Interest has been accounted using effective interest rate method. Insurance claims/other claims are accounted as and when admitted / settled.

O. Borrowing Cost

Borrowing cost comprises of interest and other costs incurred in connection with the borrowing of the funds. All borrowing costs are recognized in the Statement of Profit and Loss using the effective interest method except to the extent attributable to qualifying Property Plant and Equipment (PPE) which are capitalized to the cost of the related assets. A qualifying PPE is an asset, that necessarily takes a substantial period of time to get ready for its intended use or sale.

P. Taxes on Income

Income tax expense representing the sum of current tax expenses and the net charge of the deferred taxes is recognized in the income statement except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current income tax is provided on the taxable income and recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period. Taxable Income differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

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

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

Q. Earnings Per Share

Basic earnings per share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

R. Non-current assets held for sale

Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell.

Assets and liabilities classified as held for sale are presented separately in the balance sheet. However there are no such assets described as held for sale in current Financial year

The Company classifies non-current assets as held for sale if their carrying amount will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

S. Cash dividend and non-cash distribution to equity holders

The Company recognizes a liability to make cash distributions to equity holders of the Company when the distribution is authorized and the distribution is no longer at the discretion of the Company. Distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

Notes on Significant Accounting Policies (Contd.)**T. Critical estimates and judgements**

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

This Note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements are:

Estimated useful lives of property, plant and equipment and intangible assets – Note 3

Estimation of defined benefit obligation and leave encashment - Note 38

Estimation of fair values of contingent liabilities - Note 35

Impairment of trade receivables - Note 11

Estimation of fair value of investment property – Note 4

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

Notes to financial statements as at and for the year ended March 31, 2019

Amount in ₹

3. Property, Plant and Equipment and Intangible Assets-All Division	Gross Carrying Value / Deemed Cost				Accumulated Depreciation / Amortisation			Net Block	
	As at 1st April 2018	Additions	Disposal/ Adjustments	As at 31st Mar 2019	As at 1st April 2018	Deductions/ Adjustments	Charge for the year	As at 31st Mar 2019	As at 31st Mar 2018
Property, Plant and Equipment:									
a) Freehold Land *	42,70,98,492	-	-	42,70,98,492	-	-	-	42,70,98,492	42,70,98,492
b) Building	-	-	-	-	-	-	-	-	-
Factory	3,01,321	-	-	3,01,321	3,01,297	-	3,01,297	24	24
Others	2,39,88,638	-	-	2,39,88,638	21,02,409	-	10,61,448	2,08,24,781	2,18,86,229
c) Plant & Machinery	12,90,01,360	-	-	12,90,01,360	3,93,06,961	-	1,68,11,767	7,28,82,632	8,96,94,399
d) Office Equipment	99,174	-	-	99,174	35,188	-	12,271	47,459	51,715
e) Furniture & Fixtures	3,10,804	-	-	3,10,804	2,82,319	-	6,005	2,88,324	22,480
f) Vehicles	1,73,257	10,80,860	-	12,54,117	88,855	-	84,055	1,72,910	10,81,207
g) Computers	31,500	7,70,947	-	8,02,447	3,451	-	1,20,556	1,24,007	6,78,440
h) Ferry Rights	1,098	-	-	1,098	-	-	-	-	1,098
Total	58,10,05,644	18,51,807	-	58,28,57,451	4,21,20,480	-	1,80,96,102	6,02,16,562	53,88,84,863

a) As at March 31, 2018	Gross Carrying Value / Deemed Cost				Accumulated Depreciation / Amortisation			Net Block	
	As at 1st April 2017	Additions	Disposal/ Adjustments	As at 31st Mar 2018	As at 1st April 2017	Deductions/ Adjustments	Charge for the year	As at 31st Mar 2018	As at 31st Mar 2017
Property, Plant and Equipment:									
a) Freehold Land	42,70,98,492.00	-	-	42,70,98,492.00	-	-	-	42,70,98,492	42,70,98,492.00
b) Building	-	-	-	-	-	-	-	-	-
Factory	3,01,321.00	-	-	3,01,321.00	-	-	3,01,297.00	24	3,01,321.00
Others	2,39,88,638.00	-	-	2,39,88,638.00	9,43,377	-	11,59,032.00	2,18,86,229	2,30,45,261.00
c) Plant & Machinery	12,90,01,360.00	-	-	12,90,01,360.00	2,02,25,670	-	1,90,81,291.00	8,96,94,399.00	10,87,75,683.00
d) Office Equipment	59,474.00	39,400.00	-	98,874.00	(15,955)	-	51,123.00	35,188.00	75,410.00
e) Furniture & Fixtures	3,05,018.00	5,786.00	-	3,10,804.00	2,16,511	-	65,808.00	2,82,319.00	88,507.00
f) Vehicles	1,73,257.00	-	-	1,73,257.00	31,639	-	57,216.00	88,855.00	1,41,618.00
g) Computers	-	31,500.00	-	31,500.00	-	-	3,451.00	28,048.00	-
h) Ferry Rights	1,098.00	-	-	1,098.00	-	-	-	1,098.00	1,098.00
Total	58,09,28,658	76,686	-	58,10,05,344	2,14,01,262	-	2,07,19,218	4,21,20,480	53,88,84,863

1) Land retained by the Company as per State Government Order No 4572 - 1 reference dated 12th March, 1964. However as per the letter issued by the Government of West Bengal, Memo No. - 158/BL & LRO/Bel- II/18 dated - 19.04.2018, the "retainer" mill is a "lessee" directly under the State for such land with the terms and conditions specified in rules made under section 4B of the WBLR Act, 1955.

* It represents the residual agricultural land at Nadia District being 3144 acres apart from 4 acres of land which was given on lease.



Notes to financial statements as at and for the year ended March 31, 2019 (Contd.)

Amount in ₹

Particulars		As at March 31, 2019	As at March 31, 2018
4.	Investment Property		
	Gross carrying amount		
	Opening gross carrying amount / Deemed cost	25,14,000	25,14,000
	Additions / other adjustments	-	-
	Closing gross carrying amount / Deemed cost	25,14,000	25,14,000
	Accumulated depreciation		
	Opening accumulated depreciation	-	-
	Depreciation charged during the year	-	-
	Closing accumulated depreciation	-	-
	Net carrying amount	25,14,000	25,14,000
4.1	The fair value of the Company's investment properties being 4 acres of land at Nadia District which was leased out has not been fair valued by the valuer but it is valued by management itself. Accordingly valuation estimated as on 31st March 2019 was Rs. 26.74 Lakhs.		
		Year ended 31st March, 2019	Year ended 31st March, 2018
4.2	The amount recognised in Statement of Profit and Loss in relation to investment properties:		
	- Rental income (Flat)	28,79,478	28,82,298
	- Lease rent (Agri)	80,002	80,002
		29,62,300	29,62,300
4.3	The Company has leased out Agriculture land measuring 4 acres at nadia district out of total Agriculture land of 3148.18 Acre. However total Agriculture land is 7904.64 acre including Agri land at at murshidabad and Burdwan Distt. The Total land measuring 7904.64 Acre land is pledged as security by the company.		

Particulars		No. of Shares	Face Value per Share Rs.	As at March 31, 2019	As at March 31, 2018
5.	Investments				
	Non- Curren				
	(i) Quoted Equity Instruments				
	Investments at fair value through profit or loss				
	Other Body Corporate - Fully paid-up Equity Shares				
	Khaitan Electricals Limited	17,20,752	10	56,61,274	2,23,69,776
	(ii) Unquoted Equity Instruments				
	Investments at fair value through profit or loss				
	Other Body Corporate - Fully paid-up Equity Shares				
	Naturewealth Development Corpn Ltd *	19,300	10	1	1
	The Oriental Mercantile Company Ltd *	44,980	10	15,62,591	15,62,591
	Khaitan Lefin Limited **	14,04,000	10	7,51,72,500	7,51,72,500
	Khaitan Hotels Private Limited **	47,500		1,16,13,750	1,16,13,750
	(iii) Quoted Bonds				
	11.5% Maharashtra Krishna Valley Dev. Corpn.			34,499	34,499
	(iv) Unquoted Government securities at amortised cost				
	National Defence / Savings Certificate			7,100	7,100
	Total (i+ii)			9,40,51,715	11,07,60,217
	Aggregate amount of investments :				
	Quoted Investments and Market value thereof			56,95,773	2,23,69,776
	Unquoted Investments			8,83,55,942	8,83,55,942

Notes: (1) National Defence / Savings Certificate are deposited with various Government Departments. Security being very old, no documents are available with the Company.

(2) The impact of Investment at fair value as per IND AS amounting to Rs. 16,70,85,02/- is shown as Fair Value through Other Comprehensive Income."

** Quote not available

* Stated at fair value as provided by the management

(3) The Liquidation Application has been moved to Hon'ble NCLT Hyderabad on 10th May, 2019 against Khaitan Electricals Ltd. However the Status of the Company is showing active at MCA Portal .The final order has not been passed by the adjudicating authority till the furnishing of this financial statement. We are hence unable to form an opinion regarding the measurement of Investment value done by Khaitan (India) Ltd."

Notes to financial statements as at and for the year ended March 31, 2019 (Contd.)

Amount in ₹

Particulars		Notes	As at March 31, 2019	As at March 31, 2018
6.	Loans - Non-Current			
	Unsecured, considered good			
	Loans to Related party			
	Other loans and advances			
	Security Deposit		18,95,973	7,94,973
	Planned assets (leave encashments)		-	-
	In deposit accounts / margin money		47,84,865	42,78,711
	Deposits with maturity period more less than 12 months / Margin Money		26,90,844	27,73,047
	Interest on land compensation		-	-
	Total		93,71,682	78,46,731
7.	Deferred Tax Assets (net)			
	a) Deferred Tax Assets			
	Brought forward losses	7.1	2,15,87,925	2,15,87,925
	Expenses allowable against taxable income in future years		-	-
	Timing difference in depreciable assets		1,10,55,826	1,10,55,826
			3,26,43,751	3,26,43,751
	b) Deferred Tax Liabilities			
	Timing difference on fair valuation of quoted Investment		-	-
	Net Deferred Tax Asset / (Liability)		3,26,43,751	3,26,43,751
	Deferred tax on entire brought forward losses have not been created due to lack of reasonable certainty of reversal in future period.			
8.	Other Non-Current Assets			
	(Unsecured, considered good)			
	Balances with Statutory Authorities			
	Advance income tax and FBT		96,78,008	1,16,40,050
			96,78,008	1,16,40,050
9.	Inventories			
	Valued at Lower of Cost or Net Realisable Value			
	Raw Material and Work-in-progress			
	- Process Stock (Aforestation scheme)	9.1	32,79,408	26,31,548
	- Stock of Standing Sugarcane		25,91,443	32,39,303
	Finished Goods			
	Closing Stock of Sugar		28,98,069	34,95,607
	Closing Stock of Trading Goods		5,05,95,812	7,27,25,164
	Stores & Spares		-	-
	- Stores, Spares, Process Chemicals & Fuels		78,90,007	77,81,057
	- Loose tools		34,645	34,645
	Total		6,72,89,384	8,99,07,324
	9.1 The Company had not done the Fair Valuation of Standing Sugarcane & Plants Under Aforestation Scheme and the figures are arrived at by the management by their own Valuation.			
10.	Biological assets			
	Reconciliation of changes in book value of biological assets:			
	Opening balance		10,51,43,646	8,53,57,000
	Change in fair value		-	10,51,43,646
	Decrease due to harvesting		(7,94,42,792)	(8,53,57,000)
	Closing balance		2,57,00,854	10,51,43,646
	10.1 The company has not taken the effect of fair valuation in opening stock as well as harvest stock.			
11.	Trade receivables			
	Unsecured, Considered Good :			
	Trade Receivables	11.1	22,89,76,504	22,70,22,833
	Less: Provision for impairment		(22,64,256)	(22,64,256)
	Outstanding over six months			
	Total		22,67,12,248	22,47,58,577
	11.1 The Management had not opted the ECL Method for Provisioning the Trade Receivables according to ECL if followed an amount of Rs. 1,59,44,179/- would need to be provided which amounts to 7% of debtors as on Mar-19.			



Notes to financial statements as at and for the year ended March 31, 2019 (Contd.)

		Amount in ₹	
Particulars		As at March 31, 2019	As at March 31, 2018
12.	Cash and Cash Equivalents (As certified by the management)		
	Balances with Banks		2,68,162
	In Current Accounts	9,10,895	
	Cash in Hand	13,29,905	6,33,652
	Total	22,40,800	9,01,814
13.	Loans - Current		
	(Unsecured, considered good)		
	Advances to suppliers and others	2,64,13,397	60,44,396
	Advances against expenses	1,46,11,508	29,68,765
	Advances to employees	18,29,278	19,76,045
	Interest receivable	4,41,493	4,41,493
	Claims receivable	5,08,290	5,08,290
	Total	4,38,03,966	1,19,38,989
14.	Other Current Assets		
	(Unsecured, considered good)		
	Balances with Statutory Authorities		
	Sales tax / GST deposit / Advance	25,78,708	19,28,979
	Cane advances	7,57,435	7,57,435
	Prepaid Expenses	12,57,694	23,00,803
	Others	5,34,077	3,00,403
	Total	51,27,914	52,87,620
15.	Share Capital		
	a) Authorised:		
	24,750,000 Equity Shares of Rs.10/- each	24,75,00,000	24,75,00,000
	Preference Shares :		
	4000, 6% (Tax Free) Cumulative Preference Shares of Rs. 100/- each amounting to Rs. 4,00,000/- have been authorised.	4,00,000	4,00,000
	21000 Preference Share of Rs. 100/- each amounting to Rs. 21,00,000/- have been authorised.	21,00,000	21,00,000
		25,00,00,000	25,00,00,000
	b) Issued, Subscribed and fully paid-up Shares:		
	4,750,000 Equity Shares of Rs. 10/- each fully paid up	4,75,00,000	4,75,00,000
	Total	4,75,00,000	4,75,00,000
		As at March 31, 2019	As at March 31, 2018
		No. of shares	No. of shares
		% holding	% holding
c)	Details of shareholders holding more than 5% shares along with number of shares held:		
	Name of Shareholders		
	Khaitan Lefin Limited	11,31,561	11,31,561
		23.82%	23.82%
	Khaitan Hotels Pvt. Ltd.	5,55,745	5,55,745
		11.70%	11.70%
	The Oriental Mercantile Company Limited	4,00,198	4,00,198
		8.43%	8.43%
	Total	20,87,504	20,87,504
		43.95%	43.95%
d)	Reconciliation of the shares outstanding is set out below:		
	Equity Shares		2018-19
	At the beginning of the period		No. of shares
	Outstanding at the end of the period		2017-18
			No. of shares
		47,50,000	47,50,000
		47,50,000	47,50,000
e)	Terms/rights attached to each class of shares		
	Equity Shares:		
	The Company has only one class of equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.		
	In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.		

Notes to financial statements as at and for the year ended March 31, 2019 (Contd.)

Amount in ₹

16	OTHER EQUITY	2018-19 No. of shares	2017-18 No. of shares
	A. General Reserve	15,06,56,224	15,06,56,224
	B. Retained Earnings	23,91,69,753	23,32,43,401
	D. Other Comprehensive Income	(8,63,57,398)	(6,02,24,044)
	Total	30,34,68,579	32,36,75,581
Refer Statement of Changes in Equity for movement in balances of Reserves. Retained Earnings represent net deficit of the Company, together with Ind AS transition date adjustment of transfer of balance lying in 'Revaluation Reserve' of Rs. 409,426,058. Other Comprehensive Income (OCI) represent the balance in equity relating to remeasurement gains/(losses) on defined benefit obligations. This will not be reclassified to Statement of Profit and Loss. Leave Encashment has been overcharged amounting to Rs. 2,56,445 /- , Hence, the "Other Equity " has been understated by Rs. 2,56,445 /-			

(a) Equity Share Capital			
Particulars	Number of Shares	"Amount (in Rs.)"	
Equity Shares of Rs. 10/- each issued, subscribed and fully paid up			
As at 31st March 2018	47,50,000	4,75,00,000	
As at 31st March 2019	47,50,000	4,75,00,000	

Note: There is no change in the equity share capital

Particulars	"Capital Reserve"	Capital Redemption Reserve	Securities Premium Reserve	Amalgamation Reserve	General Reserve	Retained Earnings	Other Comprehensive Income	Total
Balance at 1st April 2017	-	-	-	-	15,06,56,224	21,66,87,593	32,85,476	37,06,29,293
Transfer/Adjustment during the year	-	-	-	-	-	-	-	-
Profit / (Loss) for the year	-	-	-	-	-	1,65,55,808	-	1,65,55,808
Other Comprehensive Income for the year	-	-	-	-	-	-	(6,35,09,520)	(6,35,09,520)
Total Comprehensive Income for the year	-	-	-	-	-	1,65,55,808	(6,35,09,520)	(4,69,53,712)
Balance at 31st March 2018	-	-	-	-	15,06,56,224	23,32,43,401	(6,02,24,044)	32,36,75,581
Transfer/Adjustment during the year	-	-	-	-	-	-	-	-
Profit / (Loss) for the year	-	-	-	-	-	59,26,352	-	59,26,352
Other Comprehensive Income for the year	-	-	-	-	-	-	(2,61,33,354)	(2,61,33,354)
Total Comprehensive Income for the year	-	-	-	-	-	59,26,352	(2,61,33,354)	(2,02,07,002)
Balance at 31st March 2019	-	-	-	-	15,06,56,224	23,91,69,753	(8,63,57,398)	30,34,68,579

Summary of Significant Accounting Policies

1 & 2

Notes on Financial Statements

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

As per our Report attached of even date

For and on Behalf of the Board of Directors

For **V.K. Tulsyan & Co. LLP**
 Chartered Accountants
 Firm Regn. No. 326740E/E300015

Sunay K. Khaitan
 Director
 DIN:07585070

Sandip Chatterjee
 Director
 DIN: 06875010

Sujata Sarkar
 Director
 DIN:08173535

Ravindra Kumar Sarraf
 (Partner)
 Membership No. 300785

Swapan Kumar Das
 Chief Financial Officer
 PAN:- AGYPD0287C

Pradip Halder
 Company Secretary
 PAN:- AIRPH7882C

Kolkata
 29th day of May, 2019



Notes to financial statements as at and for the year ended March 31, 2019 (Contd.)

Amount in ₹

	Notes	As at March 31, 2019	As at Mar 31, 2018
17. Borrowings			
At Amortised cost			
Term loan from banks			
Secured			
Ruppee loan of IDBI Bank	17.1	-	12,64,000
Others:		-	-
Unsecured			
From Sugar Development Fund		-	-
Advance from Others	17.2	15,85,40,119	30,34,28,466
Total		15,85,40,119	30,46,92,466
17.1 Details of Security:	<p>1) Term Loan from IDBI Bank under the " Scheme for extending financial assistance to Sugar undertaking 2014" is secured by hypothecation of stocks, book debts, standing crops, stores & spares and all other current assets and mortgage of agricultural land measuring about 2067.21 Acrs(IDBI 1603.21 acres and Bank Of Baroda 464 acres) and entire fixed assets of sugar division of the company, present & future and personal guarantee of then Director.</p> <p>Terms of Repayment of secured term loans:</p> <p>1) Term loan from IDBI Bank is repayable in 36 monthly installments starting from September, 2016. The rate of interest is BASE BANK RATE (BBR)+350 Bps (current BBR is 10.25% p.a) . Any delay will attract panel interest @ 2% p.a. and also liquidated damages in case of default.</p>		
17.2 Advance from others are unsecured and it includes advances taken from Director and other 8 parties with or without interest.			
18. Other Non-Current Liabilities		As at March 31, 2019	As at Mar 31, 2018
Deferred lease rent		75,79,071	76,59,073
Total		75,79,071	76,59,073
The Company has leased out its land at Ramnagar 4 Acre for 99 years and have received full lease rent in advance and rent for the same is adjusted during the year Rs. 80,002/- P.Y. (80,002/-).			
19. Provisions		As at March 31, 2019	As at Mar 31, 2018
Provision for Employee Benefit - Gratuity (Refer Note No. 38)		1,98,89,808	84,96,935
Provision for Employee Benefit - Leave encashment		28,70,569	15,05,046
Total		2,27,60,377	1,00,01,981
20. Borrowings	Notes	As at March 31, 2019	As at Mar 31, 2018
At Amortised cost			
Secured			
Ruppee denominated Cash Credit			
- From IDBI Bank and Bank of Baroda	20.1	3,00,73,345	3,00,70,547
Other loan against pledge of FDR		35,51,596	30,87,205
Ruppee denominated Short term loan			
- From IDBI Bank	20.1	15,40,362	33,73,767
- From Non Banking Financial Institute	20.2	1,95,13,584	2,50,00,000
		5,46,78,887	6,15,31,519
20.1	<p>Secured by Hypothecation of stocks, book debts, standing crops, stores & spares and all other current assets and mortgage of agricultural land measuring about 2067.21 Acres and entire fixed assets of sugar division of the company, present & future and personal guarantee of a Director.</p> <p>Details of Security:</p> <p>Term Loan from IDBI Bank under the " Scheme for extending financial assistance to Sugar undertaking 2014" is secured by hypothecation of stocks, book debts, standing crops, stores & spares and all other current assets and mortgage of agricultural land measuring about 2067.21 Acrs and entire fixed assets of sugar division of the company, present & future and personal guarantee of then Director.</p> <p>Terms of Repayment of secured term loans:</p> <p>Term loan from IDBI Bank is repayable in 36 monthly installments starting from September, 2016. The rate of interest is BASE BANK RATE (BBR)+350 Bps (current BBR is 10.25% p.a) . Any delay will attract panel interest @ 2% p.a. and also liquidated damages in case of default.</p>		
20.2	<p>Loan to the tune of Rs. 250,00,000/- has been obtained from the NBFC with two co borrower at interest rate of Rs. 18% pa at monthly advance basis for 2 year period for general corporate purposes.</p>		

Notes to financial statements as at and for the year ended March 31, 2019 (Contd.)

Amount in ₹

21.	Trade Payables	As at March 31, 2019	As at Mar 31, 2018
	Micro, Small and Medium Enterprises*	-	-
	Related Party	-	-
	Other	30,78,76,554	24,51,20,299
	Total	30,78,76,554	24,51,20,299
	<p>***Disclosure of payables to MSME vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company.</p> <p>There are no overdue principal amounts/interest payable for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years."</p> <p>The company has reported that it is presently dealing with 3 MSME enterprises namely: M/S E India Electricals Pvt. Ltd, M/S Lakhotia Udyog and M/S SYS Electromac Pvt. Ltd.</p> <p>Trade payables are non-interest bearing and are normally settled on 30 to 90 day terms.</p>		
22.	Other Financial liabilities	As at March 31, 2019	As at Mar 31, 2018
	Payable to Related Party	-	-
	Interest accrued but not due on borrowings	-	-
	Employee Benefits	-	-
	Advance from customers	2,49,74,049	3,28,59,052
	Other Payables:	-	-
	- Trade / Security deposits received	3,18,12,228	2,83,06,947
	- Dues of employees	2,58,73,971	2,12,01,261
	- Contractually reimbursable expenses	-	-
	- Liability for expenses	1,74,31,203	2,21,87,026
	Total	10,00,91,451	10,45,54,286
23.	Other Current Liabilities	As at March 31, 2019	As at Mar 31, 2018
	Advance from Customer	-	-
	Other Payables *	3,75,91,173	3,71,07,739
	Total	3,75,91,173	3,71,07,739
	* Other payables includes statutory liabilities which includes liabilities toward Service Tax, GST, Provident Fund, Tax Deducted at Source etc.		
24.	Provisions	As at March 31, 2019	As at Mar 31, 2018
	Provision for Employee Benefit -	-	-
	Provision for bonus	16,88,980	3,84,638
	Total	16,88,980	3,84,638
25.	Revenue from Operations	As at March 31, 2019	As at Mar 31, 2018
	Sale of products (including excise duty) 25.1	17,83,55,732	3,09,04,493
	Sale of trading goods	79,03,40,364	72,37,40,282
	Other Operating Revenue	-	-
	Services (Income from Royalty)	2,74,44,504	3,61,50,061
	Services (Marketing & Service for Network Development)	63,73,810	-
	Total	1,00,25,14,410	79,07,94,836
25.1	Particulars of Sale of Products		
	Manufactured goods	-	-
	Sugar	21,66,655	90,05,817
	Sugar cane	-	-
	Molasses	-	-
	Brown Sugar	-	-
	Other crop sale	17,61,89,077	2,18,98,676
		17,83,55,732	3,09,04,493
26.	Other Income	As at March 31, 2019	As at Mar 31, 2018
	Interest Income	-	-
	From fixed deposit with banks and others	9,47,863	31,21,881
	Profit on sale of Fixed Assets (Net)	-	99,999
	Exchange Fluctuation	38,330	-
	Others:	-	-
	- Rental income	28,79,478	28,82,298
	- Lease rent (Agri)	80,002	80,002
	- Others	3,53,004	3,19,84,960
	Total	42,98,677	3,81,69,140



Notes to financial statements as at and for the year ended March 31, 2019 (Contd.)

Amount in ₹

		As at March 31, 2019	As at Mar 31, 2018
27.	Cost of material consumed		
	Raw & Process Materials Consumed	18,700	2,43,74,968
	Power & Fuel	6,367	21,46,886
	Stores, Spares, Chemicals & Packing Materials Consumed	8,63,456	28,22,964
	Cost of Raw Material Consumed	8,88,523	2,93,44,818
28.	Changes in inventories of finished goods, work-in-progress and stock-in-trade	As at March 31, 2019	As at Mar 31, 2018
	Closing Stock:		
	- Standing Trees	2,57,00,854	10,51,43,646
	- Finished goods (Sugar)	28,98,069	34,95,607
	- Trading goods	5,05,95,812	7,27,25,164
	Less: Opening Stock:	-	-
	- Standing Trees	10,51,43,646	8,54,82,240
	- Finished goods (Sugar)	34,95,607	5,06,149
	- Trading goods	7,27,25,164	82,33,035
	(Increase) / Decrease	10,21,69,682	(8,71,42,993)
29.	Employee benefits expense	As at March 31, 2019	As at Mar 31, 2018
	Salaries, Wages and Bonus	8,29,17,358	7,48,93,693
	Contribution to Provident and other funds	14,81,002	87,33,641
	Gratuity	27,79,005	(34,71,444)
	Staff Welfare Expenses	24,31,897	18,90,564
	Total	8,96,09,262	8,20,46,454
30.	Finance costs	As at March 31, 2019	As at Mar 31, 2018
	Interest Expenses	2,58,84,673	2,12,93,854
	Other Borrowing Cost	8,84,558	7,82,664
	Total	2,67,69,231	2,20,76,518
31.	Other expenses	As at March 31, 2019	As at Mar 31, 2018
	Advertisement, Publicity & Sales Promotion	1,17,77,761	41,71,386
	After sales services	2,23,15,398	1,35,79,966
	Auditors' Remuneration	-	-
	- As Auditors	2,75,000	2,75,000
	- For Tax Audit	50,000	50,000
	- For Other Services	75,000	75,000
	Bank charges	-	9,798
	Books & Periodicals	1,880	5,132
	Branch Audit Fees	-	38,300
	Carriage Outward	15,200	5,816
	Commission and brokerage	63,10,992	-
	Communication expenses	20,71,941	8,83,396
	Conference & Meeting Expenses	13,47,540	3,85,788
	Director's sitting fees	90,000	-
	Electricity Expenses	40,43,545	49,30,959
	Filing fees	80,860	68,906
	Freight and Forwarding	60,64,757	42,39,376
	General Charges	11,86,329	10,70,940
	Insurance	2,21,241	2,71,902
	Legal, professional and consultancy charges	52,43,650	52,03,414
	Membership subscription	1,15,737	24,160
	Office maintenance	44,94,398	14,34,477
	Packing charges	53,672	26,08,781
	Printing & Stationery	3,20,945	2,02,021
	Processing charges	13,66,808	1,43,512
	Provision for doubtful debt	-	22,64,256
	Rates & Taxes	56,65,814	6,46,253
	Rent	86,84,626	54,01,303
	Repairs to Others	9,12,296	4,88,906
	Repairs to Plant & Machinery	6,78,199	54,79,173

Notes to financial statements as at and for the year ended March 31, 2019 (Contd.)

Amount in ₹

31. Other expenses (Contd.)		
Retainership Fees	11,72,082	12,27,721
Sales promotion expenses	21,446	22,946
Staff Recruitment & Training	1,47,863	74,559
Testing , Drawing & Development Charges	3,20,820	4,84,394
Travelling & other incidental expenses	81,08,087	55,55,024
Vehicle running and maintenance	5,46,409	1,93,010
Total	9,37,80,296	6,15,15,575
32. Other Comprehensive Income	As at March 31, 2019	As at Mar 31, 2018
(A) Items that will not be reclassified to profit or loss	(2,61,33,354)	(6,35,09,520)
Remeasurements of the defined benefit plans		
	(2,61,33,354)	(6,35,09,520)
33. Reconciliation of estimated tax expense at Indian statutory Income tax rate to income tax expense reported in statement of comprehensive income	As at March 31, 2019	As at Mar 31, 2018
Income before Income taxes (PBT)	59,26,352	1,65,55,808
Indian Statutory Income Tax Rate	27.82%	34.61%
Estimated income tax expense	16,48,711	57,29,634
Tax effect of adjustments to reconcile expected Income		
Tax expense to reported Income Tax expense		
Income exempt	-	-
Tax payable at different rate	-	-
Effect of tax allowance	16,48,711	57,29,634
Deferred tax / MAT credit entitlement	-	-
Other	-	-
	16,48,711	57,29,634
Income tax expense in the Statement of Profit and Loss	-	-
34. Earnings / (loss) per equity share	For the year ended March 31, 2019	For the year ended March 31, 2018
(I) Basic		
a. Profit after tax	59,26,352	1,65,55,808
b. (i) Number of Equity Shares at the beginning of the year	47,50,000	47,50,000
(ii) Number of Equity Shares at the end of the year	47,50,000	47,50,000
(iii) Weighted average number of Equity Shares outstanding during the year	47,50,000	47,50,000
(iv) Face Value of each Equity Share (Rs.)	10	10
c. Basic Earning per Share [a / (b(iii))] (Rs.)	1.25	3.49
(II) Diluted		
a. Dilutive potential Equity Shares	-	-
b. Weighted Average number of Equity Shares for computing Dilutive earning per Share	47,50,000	47,50,000
c. Diluted Earning / (Loss) per Share [same as (I)(c) above] (Rs.)	1.25	3.49
35. Contingent liabilities and Commitments	As at March 31, 2019	As at Mar 31, 2018
A. Contingent liabilities		
a. Claims against the Company not acknowledged as debts	-	-
b. Other money for which the Company is contingently liable:		
(i) Estimated liabilities for sales tax relatign to earlier years	94,87,225	94,87,225
(ii) Service Tax for earlier years	1,08,96,794	-
(iii) Income tax matters for earlier years (under appeals)	-	-
c. Guarantees		
(i) Guarantee / surities given by the Company for its business associates	-	-
(ii) Counter Guarantee against guarantees given by the bank to various authorities	10,28,973	10,28,973
36. Leave and License	As at March 31, 2019	As at Mar 31, 2018
The Company has leave and license agreement for few premises which are in the nature of rental / license fees. The tenure of rental are not less than 1 year and are cancellable. There is no obligation for renewal of these lease agreements and are renewable by mutual consent. Rent payments recognised in the statement of Profit and Loss during the year	86,84,626	54,01,303

37. Segment information

The board of directors of the Company has appointed Mr. Swapan Kumar Das as Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators.



Notes to financial statements as at and for the year ended March 31, 2019 (Contd.)

Amount in ₹

The Company deals with various customers, and there was only One customer to whom sales of 10% or more of the Company's Revenue were made amounting to Rs. 91145120/-

Notes to financial statements as at and for the year ended March 31, 2019

38. Employee benefit obligations / expenses

(1) Post Employment Defined Contribution Plan

The Company contributes to the Provident Fund (PF) having Code No. WBPR0016205000 and Account No. 11107807864 maintained by the Regional Provident Fund Commissioner. Under the PF scheme contributions are made by both the Company and its eligible employees to the Fund, based on the current salaries. An amount of Rs. 5,02,333 (31 March 2018 : Rs 14,02,233) has been charged to the Statement of Profit and Loss towards Company's contribution to the aforesaid PF scheme. Apart from making monthly contribution to the scheme, the Company has no other obligation.

(II) Post Employment Defined Benefit Plan-Gratuity (Unfunded)

The Company provides for Gratuity, a defined benefit retirement plan covering eligible employees. As per the scheme, the Gratuity Trust Funds managed by the Life Insurance Corporation of India (LIC) make payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's eligible salary for specified number of days, as per provisions of Gratuity Act depending upon the tenure of service subject to a maximum limit of Rs.2,000,000. Vesting occurs upon completion of five years of service. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation as set out in Note 42 (III) and (IV), based on which, the Company makes contributions to the Gratuity Fund.

The following Table sets forth the particulars in respect of the aforesaid Gratuity fund of the Company.

(III) Balance Sheet amounts - Post employment Defined benefit plan - Gratuity (Funded)			
	Present value of obligation	Fair value of plan assets	Net amount
1 April 2017	65,65,530	32,45,886	33,19,644
Current service cost	14,74,468		14,74,468
Interest cost / income	4,57,617		4,57,617
Investment income		2,26,238	(2,26,238)
Total amount recognised in profit or loss	19,32,085	2,26,238	17,05,847
Remeasurement (gains) / losses			
- Change in Demographic assumptions	-	-	-
- Change in Financial assumptions	(2,06,521)		(2,06,521)
- Experience Variance (i.e Actual Experience vs assumptions)	34,51,727		34,51,727
- Return on plan asset, excluding amount recognised in net interest expense	-	(2,26,238)	2,26,238
Total amount recognised in Other Comprehensive Income	32,45,206	(2,26,238)	34,71,444
Contribution by employer			
Benefits paid			
31 March 2018	1,17,42,821	32,45,886	84,96,935
1 April 2018	1,17,42,821	32,45,886	84,96,935
Current service cost	21,24,741	-	21,24,741
Interest cost / income	9,04,197	-	9,04,197
Investment income		2,49,933	(2,49,933)
Total amount recognised in profit or loss	30,28,938	2,49,933	27,79,005
Remeasurement (gains) / losses			
- Change in Demographic assumptions	-	-	-
- Change in Financial assumptions	83,47,600		83,47,600
- Experience Variance (i.e Actual Experience vs assumptions)	16,335		16,335
- Return on plan asset, excluding amount recognised in net interest expense	-	(2,49,933)	2,49,933
Total amount recognised in Other Comprehensive Income	83,63,935	(2,49,933)	86,13,868
Contribution by employer			
Benefits paid			
31 March 2019	2,31,35,694	32,45,886	1,98,89,808
(IV) The net amount disclosed above relates to the aforesaid Gratuity Plan (Funded) is as follows:			
	As at March 31,2019	As at March 31,2018	
Reconciliation of the Present Value of the Defined Benefit Obligation and the Fair Value of Plan Assets:			
Present Value of funded obligation at the end of the year	2,31,35,694	1,17,42,821	
Fair Value of Plan Assets at the end of the year	32,45,886	32,45,886	
Net Asset /(Liability) recognised in the Balance Sheet	1,98,89,808	84,96,935	

Notes to financial statements as at and for the year ended March 31, 2019 (Contd.)

Amount in ₹

	As at March 31, 2019	As at March 31, 2018
Principal Actuarial Assumption Used:		
Discount Rates	7.50%	7.50%
Expected Salary increase rates	5.00%	5.00%
Attrition rate	2.00%	2.00%
Mortality	IALM(06-08) Ultimate	IALM(06-08) Ultimate

The Company ensures that the investment positions are managed within an Asset - Liability Matching (ALM) framework that has been developed to achieve investment that are in line with the obligation under the Gratuity scheme. Within this framework the Company's ALM objective is to match asset with gratuity obligation. The Company actively monitor how the duration and the expected yield of instruments are matching the expected cash outflow arising from the gratuity obligations. The Company has not changed the process used to manage its risk from previous period. The Company does not use derivatives to manage its risk. The gratuity scheme is funded with LIC which has good track record of managing fund.

Maturity Profile of Defined Benefit Obligation

Weighted average duration (based on discounted cashflow) is 11 Years

The expected maturity analysis of undiscounted gratuity benefit is as follows:

	1 Year	2 to 5 Year	6 to 10 Year	> 10 Year	Total
As at 31 March 2019					
Defined benefit obligation	99,74,439	1,70,66,715	64,12,009	97,69,437	4,32,22,600
As at 31 March 2018					
Defined benefit obligation	42,77,685	55,88,933	32,75,596	28,74,566	1,60,16,780
As at 31 March 2017					
Defined benefit obligation	26,14,553	35,19,375	12,64,851	5,64,442	79,63,221

(V) Sensitivity Analysis

The following table present a sensitivity analysis to one of the relevant actuarial assumption, holding other assumptions constant, showing how the defined benefit obligation would have been affected by changes in the relevant actuarial assumptions that were reasonably possible at the reporting date.

	As at March 31, 2019		As at March 31, 2018	
	Decrease	Increase	Decrease	Increase
Discount Rate (-/+1%)	2,41,40,478	2,22,29,925	1,21,41,419	1,13,79,660
Salary Growth Rate (-/+1%)	2,22,79,129	2,40,83,161	1,13,50,479	1,21,66,508
Attrition Rate (-/+50%)	2,30,28,987	2,32,28,110	1,17,27,331	1,17,55,011

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

(VI) Risk Exposure:

Valuations are performed on certain basic set of pre-determined assumptions and other regulatory framework which may vary overtime. Thus, the Company is exposed to various risks in providing the above gratuity benefit, the most significant of which are as follows:

(VII) Interest Rate risk:

The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements).

(VIII) Liquidity Risk:

This is the risk that the company is not able to meet the short term gratuity pay-outs. This may arise due to non availability of enough cash/cash equivalents to meet the liabilities.

(IX) Salary Escalation Risk:

The present value of the defined benefit planis calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

(X) Demographic Risk:

The Company has used certain mortality and attrition assumptions in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

(X) Regulatory Risk:

Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act , 1972(as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts (e.g. Increase in the maximum limit on gratuity of Rs. 20,00,000). An upward revision of maximum gratuity limit will result in gratuity plan obligation.



Notes to financial statements as at and for the year ended March 31, 2019 (Contd.)

Amount in ₹

39. Financial Instruments disclosure				
(A) CATEGORIES OF FINANCIAL INSTRUMENTS				
Particulars	Ref Note No.	As at March 31, 2019	As at Mar 31, 2018	
Financial Assets				
Measured at Amortised Cost				
Trade receivables	11	22,67,12,248	22,47,58,577	
Cash and Cash Equivalents	12	22,40,800	9,01,814	
Bank balances other than cash and cash equivalents	12	-	-	
Non-Current and Current Loans	13	4,38,03,966	1,19,38,989	
Total financial assets measured at amortised cost		27,27,57,014	23,75,99,380	
Measured at Fair Value through Profit or Loss				
Current Investments		-	-	
Non Current Investments		-	-	
Total Financial Assets measured at Fair Value through Profit or Loss		-	-	
Measured at Fair Value through Other Comprehensive Income				
Current Investments		-	-	
Non Current Investments	5	9,40,51,715	11,07,60,217	
Total Financial Assets measured at Fair Value through Other Comprehensive Income		9,40,51,715	11,07,60,217	
Financial Liabilities				
Measured at Amortised Cost				
Non Current borrowings	17	15,85,40,119	30,46,92,466	
Current borrowings	20	5,46,78,887	6,15,31,519	
Trade Payables	21	30,78,76,554	24,51,20,299	
Other financial liabilities	22	10,00,91,451	10,45,54,286	
Total financial liabilities measured at amortised cost		62,11,87,011	71,58,98,570	
Measured at Fair Value through Profit or Loss				
Total financial liabilities measured at Fair Value through Profit or Loss		-	-	
(B) Fair Values				
Class wise fair value of the Company's financial instruments:				
Particulars		As at March 31, 2019	As at Mar 31, 2018	
Non Current Investments, other than investment in subsidiary and joint venture (quoted)		56,95,773	2,23,69,776	
Non Current Investments, other than investment in subsidiary and joint venture (unquoted)		8,83,55,942	7,67,35,092	

(C) Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's financial assets and liabilities. The different levels have been defined below:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

Particulars	Date of valuation	Fair value measurement using		
		"Quoted prices in active markets (Level 1)"	"Significant observable inputs (Level 2)"	"Significant observable inputs (Level 3)"
Quantitative disclosures of fair value measurement hierarchy for assets as at 31st March 2019:				
A. Financial assets:				
Assets measured at fair value:				
Non Current Investments, other than investment in subsidiary and joint venture (quoted)	31st March 2019	56,95,773	-	-
Non Current Investments, other than investment in subsidiary and joint venture (unquoted)	31st March 2019	-	-	7,56,54,342
		-	-	-
		Fair value measurement using		

Notes to financial statements as at and for the year ended March 31, 2019 (Contd.)

Amount in ₹

	Date of valuation	"Quoted prices in active markets (Level 1)"	"Significant observable inputs (Level 2)"	"Significant observable inputs (Level 3)"
B. Financial liabilities:				
Quantitative disclosures of fair value measurement hierarchy for assets as at 31st March 2017:				
A. Financial assets:				
Assets measured at fair value:				
Investments (unquoted) in mutual funds	31st March 2018	2,23,69,776	-	-
Non Current Investments, other than investment in subsidiary and joint venture	31st March 2018	-	-	7,67,35,092
B. Financial liabilities:		-	-	-

Fair Value Technique

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between participants at the measurement date. The following methods and assumptions were used to estimate the fair values:

- The fair value of cash and cash equivalents, trade receivables, trade payables, current financial liabilities and borrowings approximate their carrying amount largely due to the short-term nature of these instruments. The board considers that the carrying amounts of financial assets and financial liabilities recognised at cost/amortised costs in the financial statements approximates their fair values.
- Investments in quoted equity shares are measured using quoted market prices at the reporting date multiplied by the quantity held.
- Fair Value for valuation of unquoted equity instruments is arrived based on management estimate.
- During the year ended 31st March 2019 and 31st March 2018, there were no transfer between different levels of fair value measurement.

40 Financial Risk Management objectives and policies

The Company's principal financial liabilities comprise borrowings in domestic currency, capital creditors and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, cash and cash equivalents, investments at cost/fair value and deposits, that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

A Market risk

Market risk means that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The goal of market risk management is optimization of profit and controlling the exposure to market risk within acceptable limits. Market risk comprises two types of risk: 'Foreign currency risk', 'Interest rate risk', and 'Price risk on traded goods'.

Price Risk on Traded Goods

The company is impacted by the price volatility of goods in which the Company trades. To minimize the risk related to price of traded goods, the Company obtain order for sales from buyers prior to purchase of goods with immediate despatch to buyer.

B Credit risks

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and others. In addition, credit risk arises from financial guarantees.

The Company implements a credit risk management policy under which the Company only transacts business with counterparties that have a certain level of credit worthiness based on internal assessment of the parties, financial condition, historical experience, and other factors. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The Company has established a credit policy under which each new customer is analyzed individually for creditworthiness.

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables. The main components of this allowance are a specific loss component that relates to individually significant exposures, and a collective loss component that are expected to occur. The collective loss allowance is determined based on historical data of payment statistics for similar financial assets. Debt securities are analyzed individually, and an expected loss shall be directly deducted from debt securities.

“(i) Credit risk exposure

The carrying amount of financial assets represents the Group's maximum exposure to credit risk. The maximum exposure to credit risk as of 31 March 2019, 31 March 2018 are as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Trade receivables (net)	22,67,12,248	22,47,58,577
Cash and Cash Equivalents	22,40,800	9,01,814
Bank balances other than cash and cash equivalents	-	-
Non-Current and Current Loans	4,38,03,966	1,19,38,989



Notes to financial statements as at and for the year ended March 31, 2019 (Contd.)

(ii) Impairment losses on financial assets

Refer the table below for reconciliation of loss allowance in respect of Trade Receivables:

Amount in ₹

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Loss allowance at the beginning of the year	22,64,256	-
Add: Loss Allowance provided during the year	-	22,64,256
Less: Loss Allowance reversed during the year	-	-
Loss allowance at the end of the year	22,64,256	22,64,256

The aging of trade accounts and notes receivable as of 31 March 2019, 31 March 2018 are as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Within Credit Period	-	-
1 to 90 days past due	16,17,27,769	16,76,52,792
91 to 180 days past due	2,17,41,700	4,44,23,174
More than 180 days past due	4,32,42,780	1,26,82,611

C Liquidity Risk

The Company's objective is to at all times maintain optimum level of liquidity to meet its cash and collateral requirement at all times. The need of the funds of the company are being met by internal accrual and borrowings. The short and medium term requirements are met through the committed lines of credit.

The table provides undiscounted cash flow towards non-derivative financial liability and net settled derivative financial liabilities into relevant maturities based on the remaining period at balance sheet date to contractual maturity date.

Particulars	0 - 180 days	181 - 365 days	Payable in more than 1 year	Total
As at 31st March 2019				
Non Current borrowings	-	-	15,85,40,119	15,85,40,119
Current borrowings	5,46,78,887	-	-	5,46,78,887
Trade Payables	30,78,76,554	-	-	30,78,76,554
Other financial liabilities	10,00,91,451	-	-	10,00,91,451
	46,26,46,892	-	15,85,40,119	62,11,87,011
As at 31st March 2018				
Non Current borrowings	-	-	30,46,92,466	30,46,92,466
Current borrowings	6,15,31,519	-	-	6,15,31,519
Trade Payables	24,51,20,299	-	-	24,51,20,299
Other financial liabilities	10,45,54,286	-	-	10,45,54,286
	41,12,06,104	-	30,46,92,466	71,58,98,570

41 CAPITAL MANAGEMENT

A. Risk management

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

The Board of Directors has the primary responsibility to maintain a strong capital base and reduce the cost of capital through prudent management of deployed funds and leveraging opportunities in domestic and international financial markets so as to maintain investor, creditor and market confidence and to sustain future development of the business.

For the purpose of company's capital management, capital includes issued capital and all other equity reserves. The company manages its capital structure in light of changes in the economic and regulatory environment and the requirements of the financial covenants.

The Company manages its capital on the basis of net debt to equity ratio which is net debt divided by total equity. Net debt are long-term and short-term debts as reduced by cash and cash equivalents. The Company is not subject to any externally imposed capital requirements.

The following table summarises the capital of the Company:

Particulars	As at March 31, 2019	As at March 31, 2018
Total borrowings	21,32,19,006	36,62,23,985
Less: Cash and cash equivalents	(22,40,800)	(9,01,814)
Net Debt	21,09,78,206	36,53,22,171
Equity	35,09,68,579	37,11,75,581
Total Capital (Equity + Net Debt)	56,19,46,785	73,64,97,752
Net Debt to Equity ratio	60%	98%



42 Related Party Disclosure pursuant to Ind AS 24

(a) Related Parties

Amount in ₹

	Name of the Related Parties	Name of Associates
Key Managerial Personnel	Mr.Sunay Krishna Khaitan	M/s Khaitan Hotel Pvt. Ltd.
	Mr. Manoj Jain*	M/s Khaitan Lefin Limited
	Mrs Sulekha Dutta	

(b) Details of Transactions with Related Parties

Nature of Transactions	Name of related parties	31 March 2019	31 March 2018
Remuneration	Mr.Sunay Krishna Khaitan	10,13,880	5,56,644
	Mrs.Sulekha Dutta	34,813	1,48,250
	Ms. Vageesha Khaitan	5,98,320	-
	Mr. Manoj Jain	21,34,861	-
Sitting Fees	Mr. Sandip Chattopadhyay	45,000	-
	Mrs. Sujata Sarkar	45,000	-
Loan taken	Mr.Sunay Krishna Khaitan	35,00,000	1,57,00,000
	M/s Khaitan Hotel Pvt. Ltd.	96,70,000	-
Loan paid	Mr.Sunay Krishna Khaitan	6,00,000	80,09,118
	M/s Khaitan Hotel Pvt. Ltd.	25,00,000	-
Interest Paid	M/s Khaitan Hotel Pvt. Ltd.	3,59,603	-
Rent Payable	M/s.Khaitan Lefin Limited	7,02,658	11,07,930
Rent Paid	M/s.Khaitan Lefin Limited	14,35,200	1,16,100

* Discontinued as Chief Financing Officer w.e.f. 02.02.19

(c) Details of balances with Related Parties

Nature of Transactions	31 March 2019	31 March 2018
Payable	1,13,02,902	14088934

(d) Details of compensation paid to KMP

	" For the year ended March 31,2019 "	" For the year ended March 31,2019 "
	Mr.Sunay Krishna Khaitan	Mr. Manoj Jain
Short-Term Employee Benefits	-	-
Post-Employment Benefits	28,668	29,711
Long-Term Employee Benefits	-	-
Termination Benefits	-	-
Employee Share Based Payments	-	-
Total Compensation	28,668	29,711

43 The company is not paying any premium to LIC for gratuity fund . Further the company has paid gratuity to the employee who have retired during the year

44 No Borrowing cost have been capitalised during the year.

45 There is no impairment of assets during the year.

46 On the basis of MCA site verification, some charges are existing but their being no reflection in the standalone Ind AS Financial Statement.

47 Previous year figures:

The previous year figures are reclassified where considered necessary to conform to this year's classification.

48. The disclosures regarding details of Specified Bank Notes (SBN) held and transacted during 8th November, 2016 to 30th December, 2016 has not been made since the requirement does not pertain to financial year ended 31st March, 2019.

As per our Report attached of even date

For and on Behalf of the Board of Directors

For **V.K. Tulsyan & Co. LLP**
Chartered Accountants
Firm Regn. No. 326740E/E300015

Sunay K. Khaitan
Director
DIN:07585070

Sandip Chatterjee
Director
DIN: 06875010

Sujata Sarkar
Director
DIN:08173535

Ravindra Kumar Sarraf
(Partner)
Membership No. 300785

Swapan Kumar Das
Chief Financial Officer
PAN:- AGYPD0287C

Pradip Halder
Company Secretary
PAN: -AIRPH7882C

Kolkata
29th day of May, 2019

Date: 13th, August 2019

Dear Shareholder.

Sub:- Registration of email address

In terms of Rule 18(3) of the Companies (Management and Administration) Rules, 2014, we request the shareholders of Khaitan (India) Limited who have till date not registered their e-mail id(s) with the Company to register their e-mail id(s) in order to receive the Notices of future Annual General Meeting and Annual Report of the Company in electronic form.

We, therefore, request you to fill up the registration form below and send it to Company's Share Registrar & Transfer Agent at M/s. Maheshwari Datamatics (P) Ltd. 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700001 for registration your email address Shareholders who hold shares in Demat form are requested approach concerned Depository Participant for updating/modifying the e-mail id(s) as the case may be.

For KHAITAN (INDIA) LTD.

Pradip Halder

Company Secretary and Compliance Officer

EMAIL REGISTRATION FORM

To*:

The Company (for Members holding shares in physical mode)/

The Depository Participants (for Members holding shares in Demat mode)

Sub: Registration of email address (Khaitan (India) Ltd.)

I/We would like to receive Notices, Annual Reports and other communication/documents from the company in electronic mode. We request you register my/our email address for receiving communication/documents electronically as per following details:

Name of the Shareholder(s)	
Folio No./DP ID/ Client ID	
Email Address	
Mobile No.	

Date:

Place:

Signature of the Shareholder(s)**

* Please tick as applicable.

**Please ensure that the form is signed by the registered shareholder himself, along with joint shareholder, if any

khaitan (India) Limited

‘Everest’ 46C J.L. Nehru Road, Kolkata - 700071
(CIN No. L10000WB1936PLC008775)

PROXY FORM (FORM MGT – 11)

[Pursuant to the provision of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Serial No.	
Name of the Member(s)	
Registered Address	
Email id	
Folio No. / * Client id	
*DP ID	

I/We, being the member(s) of equity shares of Rs. 10/- each of the above name Company hereby appoint

- 1) Name..... Address..... or failing him
e-mail id..... Signature.....
- 2) Name..... Address..... or failing him
e-mail id..... Signature.....
- 3) Name..... Address..... or failing him
e-mail id..... Signature.....

As mu/our Proxy to attend and vote (on a poll) for me/our behalf at the 82nd Annual General Meeting of the Company, to be held on Friday, 27th September, 2019 at 11.00 A.M at Bharatiya Bhasha Parishad 36A, Shakespeare Sarani, 4th Floor, Kolkata- 700017 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolutions	Option	
		For	Against
Ordinary Business 1.	Adoption of Accounts for the financial year ended 31st March, 2019, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.		
2.	Appointment of Mr. Sunay Krishna Khaitan Director who retire by rotation and offer himself for re-appointment.		
3.	Ratification of appointment of M/s. V.K. Tulsyan & Co. LLP. Chartered Accountants (FRN 326740E/E3000015)		
Special Business 4.	Ratification of remuneration payable to M/s. AB& Co. appointed as Cost Auditors of the Company for Financial Year 2019-20		

Signed this.....day of.....2019 Signature of Shareholder.....

Affix
Rs.1/-
Revenue
Stamp

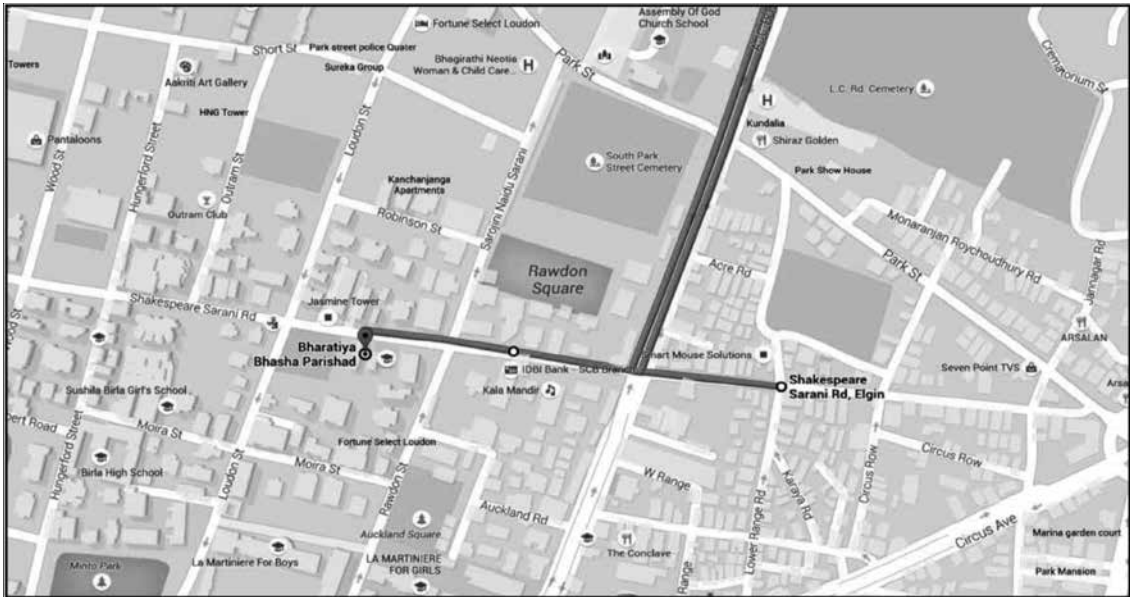
.....
Signature of the First Proxy holder

.....
signature of the 2nd Proxy holder

.....
Signature of the 3rd Proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder
4. ** This is only optional. Please put a "X" in the appropriate column against the resolutions indicated in the Box. If you leave the "For" or "Against" Column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner he/ she thinks appropriate
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes
6. In the case of joint holders, the signature of any one of the holder will be sufficient, but names of all the joint holders should be stated



Bharatiya Bhasha Parishad, 36A, Shakespear Sarani, Kolkara-700016



khaitan (India) Limited

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDERS MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING

Name of the attending Member (in Block Letters)	Members Folio No.	
	DP.ID. No.*	
Name of the Proxy (in Block Letters) (to be filled if the Proxy attends instead of the Member)	Client ID No.*	
	No. Shares held	

I hereby record my presence at the 82nd Annual General Meeting of the Company to be held on Friday 27th September, 2019 at 11.00 am at Bharatiya Bhasha Parishad, 36A, Shakespear Sarani, 4th Floor, Kolkata- 700017

*Applicable for investors holding shares in electronic form

.....
Signature of the Member's/Proxy



BOOK - POST



The name is enough

www.khaitan.com

If undelivered please return to :

Khaitan India Limited. 46C, J.L.Nehru Road, Kolkata - 700 071 (India)