
HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

14TH ANNUAL REPORT

2017-18

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

Regd. Office: Nehru House, (3rd Floor), 4, Bahadur Shah Zafar Marg, New Delhi-110002

Tel.: 011-33001112 Fax: 011-23353708

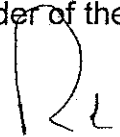
CIN: U67120DL2004PTC126956 E Mail ID: dswain@jkmall.com

NOTICE

NOTICE is hereby given that the 14th (Fourteenth) Annual General Meeting of the Members of Hari Shankar Singhania Holdings Private Limited will be held at the Registered Office of the Company at Nehru House, 3rd Floor, 4, Bahadur Shah Zafar Marg, New Delhi-110002, on Friday, the 28th day of September, 2018 at 11.00 A.M. to transact the following ordinary businesses:

1. To receive, consider and adopt the Audited Financial Statements (including audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon.
2. To confirm the Interim Dividend of ₹ 10,000/- per equity share as Final Dividend for the financial year ended 31st March, 2018.

By the order of the Board


(Bharat Hari Singhania)
Director

Regd. Office:
Nehru House, 3rd Floor,
4, Bahadur Shah Zafar Marg,
New Delhi - 110 002
29th June, 2018

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

Hari Shankar Singhania Holdings Private Limited

Directors' Report

TO THE MEMBERS

Your Directors have pleasure in presenting the 14th Annual Report and Audited Financial Statements of the Company for the financial year ended on 31st March, 2018.

CORE INVESTMENT COMPANY

The Company is a Core Investment Company-Non Deposit Taking-Systemically Important (CIC-ND-SI). Application to the Reserve Bank of India for registration as CIC-ND-SI is pending for approval.

DEPOSITS

The Company does not accept public deposits and in terms of the Reserve Bank of India guidelines,, the Board of Directors have also passed necessary resolution for not accepting public deposits during the financial year 2017-18, without prior approval of RBI.

OPERATIONS

For the financial year ended 31st March, 2018, total Revenue from Operations was ₹ 16.55 Crores and Profit after tax was ₹ 14.49 Crores.

DIVIDEND

The Directors have recommended the Interim Dividend of ₹ 10,000/- per equity share paid by the Company during the financial year ended 31st March, 2018, as Final Dividend for the financial year 2017-18.

SHARE CAPITAL

During the year, the Company's paid up capital has been increased from Rs. 1 lakh to Rs. 160.01 Crores by allotment of 1,60,00,000 1% Cumulative Redeemable Preference Shares of Rs. 100/- each, aggregating to Rs. 160 Crores.

EXTRACT OF THE ANNUAL RETURN

An Extract of the Annual Return as on 31st March, 2018 in the prescribed Form MGT-9 is attached as Annexure-I to this report and forms part of it.

NUMBER OF MEETINGS OF THE BOARD

Six Board Meetings were held on 29th April, 2017, 18th May, 2017, 28th June, 2017, 28th September, 2017, 14th December, 2017 and 5th March, 2018, during the financial year ended on 31st March, 2018. All the Directors have attended the aforesaid Meetings of the Board.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year under review there were no contracts or arrangements entered into with the related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 and the rules made thereunder.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans, guarantees and investments under Section 186 of the Companies Act, 2013: NIL.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements and no material reportable weaknesses was observed in the system.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the financial year ended 31st March 2018, there was no change in the Board of Directors of the Company. Further, the Company was not required to appoint any Key Managerial Personnel during the year.

CORPORATE SOCIAL RESPONSIBILITY

The requirement of Corporate Social Responsibility (CSR) in terms of Section 135 of the Companies Act, 2013 and the rules made thereunder is not applicable to the Company.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements have been prepared by the Company in accordance with the applicable Accounting Standards. The Audited Consolidated Financial Statements together with Auditors' Report form part of the Annual Report.

A report on the performance and financial position of each of the subsidiary and associate, included in the Consolidated Financial Statements is presented in a separate section in this Annual Report. Please refer AOC-1 annexed to the Financial Statements in the Annual Report.

During the financial year under review, no company has become or ceased to be your Company's subsidiary. In terms of provisions of the Companies Act 2013, JK Agri Genetics Limited and CliniRx Research Private Limited continue to be Associates of the Company.

CONSERVATION OF ENERGY ETC.

The details as required under Section 134(3)(m) of the Companies Act, 2013 and the rules made thereunder, are not applicable to the Company.

STATUTORY AUDITORS AND THEIR REPORT

The observations of the M/s. S.B.G. & Co., Chartered Accountants, Statutory Auditors in their Report on Accounts and financial statements, read with relevant notes are self-explanatory.

RISK MANAGEMENT

The Company has an elaborate risk management system to inform Board Members about risk assessment and minimization procedures.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the financial year under review, there were no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

SECRETARIAL STANDARDS

During the financial year under review, the Company has complied with the applicable Secretarial Standards for Board and General Meetings.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(3)(c) of the Companies Act 2013, your Directors state that:-

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. the accounting policies have been selected and applied consistently and judgments and estimates made 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 profit and loss of the company for that period;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts have been prepared on a going concern basis; and
- e. proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems were adequate and operating effectively.

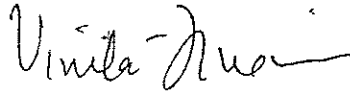
ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for the continuous support and co-operation extended by various stakeholders of the Company.

For and on behalf of the Board of Directors

Place: New Delhi
Date: 29th June, 2018


(Raghupati Singhania) Director


(Vinita Singhania) Director


(Bharat Hari Singhania) Director

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March 2018
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- (i) CIN : U67120DL2004PTC126956
- (ii) Registration Date : 15th June, 2004
- (iii) Name of the Company : Hari Shankar Singhania Holdings Private Limited
- (iv) Category/Sub-Category of the Company : Private Company/Limited by Shares
- (v) Address of the Registered Office and Contact Details- : Nehru House, 3rd Floor,
4, Bahadur Shah Zafar Marg
New Delhi- 110 002

Ph. No. : 011- 33001112
Fax No. : 011- 23353708
Email id : dswain@jkmall.com
- (vi) Whether Listed Company : No
Yes/ No
- (vii) Name, Address and Contact Details of Registrar and Transfer Agent, if any- : Not Applicable

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ Service *	% to total turnover of the Company
1.	Other financial service activities except insurance and pension funding activities	649	100.00

* As per National Industrial Classification (2008)- Ministry of Statistics and Programme Implementation.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	HSS Stock Holding Pvt. Ltd. Patriot House, 3, Bahadur Shah Zafar Marg, New Delhi- 110 002	U74899DL1995PTC069757	Subsidiary	100.00	2(87)
2	Florence Investech Ltd. 7, Council House Street, Kolkata- 700 001	L24211WB1993PLC221608	Subsidiary	74.09	2(87)
3	JK Agri Genetics Ltd. 7, Council House Street, Kolkata- 700 001	L01400WB2000PLC091286	Associate	41.95	2(6)
4	CliniRx Research Pvt. Ltd. 7, Council House Street, Kolkata- 700 001	U85110WB2004PTC098498	Associate	46.51	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Break-up 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 1 st April, 2017)				No. of Shares held at the end of the year (as on 31 st March, 2018)				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
(1)	Indian									
a)	Individual/HUF	N.A.	10,000	10,000	100.00	N.A.	10,000	10,000	100.00	N.A.
b)	Central Govt.					N.A.				
c)	State Govt(s)					N.A.				
d)	Bodies Corp.					N.A.				
e)	Banks/FI					N.A.				
f)	Any other					N.A.				
	Sub-Total (A) (1):-	N.A.	10,000	10,000	100.00	N.A.	10,000	10,000	100.00	N.A.
(2)	Foreign									
a)	NRIs - Individuals					N.A.				
b)	Other- Individuals					N.A.				
c)	Bodies Corp.					N.A.				
d)	Banks/ FI					N.A.				
e)	Any other					N.A.				
	Sub-Total (A) (2):-					N.A.				
	Total Share holding of Promoter (A)= (A)(1)+(A)(2)	N.A.	10,000	10,000	100.00	N.A.	10,000	10,000	100.00	N.A.
B.	Public Share holding									
1.	Institutions									
a)	Mutual Funds					N.A.				
b)	Banks/FIs					N.A.				
c)	Central Govt.					N.A.				
d)	State Govt. (s)					N.A.				
e)	Venture Capital Funds					N.A.				
f)	Insurance Companies					N.A.				
g)	FIs					N.A.				
h)	Foreign Venture Capital Funds					N.A.				
i)	Others					N.A.				
	Sub-Total (B)(1):-					N.A.				
2.	Non-Institutions									
a)	Bodies Corp.									
i)	Indian					N.A.				
ii)	Overseas					N.A.				
b)	Individuals					N.A.				
i)	Individual Shareholders holding nominal share capital upto ₹ 1 lakh					N.A.				
ii)	Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh					N.A.				

c)	Others	N.A.								
Sub-Total (B)(2):-		NIL								
Total Public shareholding (B) = (B)(1)+(B)(2)		NIL								
C.	Shares held by Custodian for GDRs & ADRs	N.A.								
Grand Total (A+B+C)		N.A.	10,000	10,000	100.00	N.A.	10,000	10,000	100.00	N.A.

(ii) **Shareholding of Promoters'**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (as on 1 st April, 2017)			Shareholding at the end of the year (as on 31 st March, 2018)			% change in shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1	Shri Bharat Hari Singhania	2,500	25.00	-	2,500	25.00	-	N.A.
2	Smt. Vinita Singhania	2,500	25.00	-	2,500	25.00	-	N.A.
3	Dr. Raghupati Singhania	2,500	25.00	-	2,500	25.00	-	N.A.
4	Shri Shri Bharat Hari Singhania as Karta of Bharat Hari Singhania HUF	833	8.33	-	833	8.33	-	N.A.
5	Dr. Raghupati Singhania as Karta of Raghupati Singhania HUF	834	8.34	-	834	8.34	-	N.A.
6	Shri Anshuman Singhania as Karta of Shripati Singhania HUF	833	8.33	-	833	8.33	-	N.A.
Total		10,000	100.00	-	10,000	100.00	-	

(iii) **Change in Promoters' Shareholding** (please specify, if there is no change): No change in Promoters' shareholding during the year.

(iv) **Shareholding Pattern of top ten shareholders** (Other than Directors, Promoters and Holders of GDRs and ADRs): Not Applicable.

(v) **Shareholding of Directors and Key Managerial Personnel:** During the year the Company was not required to appoint any Key Managerial Personnel. Shareholding of the Directors are given hereunder.

Sl. No.	For each of the Director	Shareholding at the beginning of the year (as on 1 st April, 2017)		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Shri Bharat Hari Singhania, Director				
	At the beginning of the year	2,500	25.00	2,500	25.00
	Date wise Increase/Decrease in Shareholding during the year	Not Applicable			
	At the end of the year			2,500	25.00
2.	Dr. Raghupati Singhania, Director				
	At the beginning of the year	2,500	25.00	2,500	25.00
	Date wise Increase/Decrease in Shareholding during the year	Not Applicable			
	At the end of the year			2,500	25.00
3.	Smt. Vinita Singhania, Director				
	At the beginning of the year	2,500	25.00	2,500	25.00
	Date wise Increase/Decrease in Shareholding during the year	Not Applicable			
	At the end of the year			2,500	25.00

V INDEBTEDNESS

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

(In ₹)

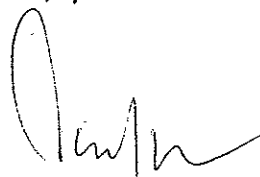
	Secured Loans Excluding Deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year (as on 1st April, 2017)				
(i) Principal Amount	-	-	1,60,00,00,000	1,60,00,00,000
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	1,60,00,00,000	1,60,00,00,000
Change in indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	-	-	1,60,00,00,000	1,60,00,00,000
Net Change	-	-	1,60,00,00,000	1,60,00,00,000
Indebtedness at the end of the financial year (As on 31st March, 2018)				
(i) Principal Amount	-	-	-	-
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

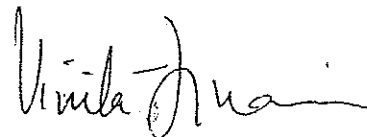
VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

- A. Remuneration to Managing Director, Whole-time Directors and/or Manager- *During the year, the Company was not required to appoint any Managing Director, Whole-time Director or Manager under the provisions of Section 196 of Companies Act, 2013, hence not applicable.*
- B. Remuneration to other Directors - *The Directors of the Company do not draw any remuneration from the Company. Further, No sitting fee has been paid to the Directors for attending the meetings of the Board, hence not applicable*
- C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD: *Pursuant to the provisions of Section 203 of Companies Act, 2013, during the year, the Company was not required to appoint any Key Managerial Personnel other than the Managing Director, Whole-time Director or Manager under, hence not applicable.*

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended 31st March, 2018.


(Raghupati Singhania)
Director


(Vinita Singhania)
Director


(Bharat Hari Singhania)
Director

Place: New Delhi
Date: 29th June, 2018

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

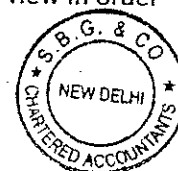
Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order



to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us during the course of audit, we give in the Annexure 'A' a statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) As required by section 143(3)(i) of the Companies Act, 2013, and based on the checking of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, our separate report with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls is as per Annexure 'B'.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigation which would impact its financial position – refer note no. 13 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For S.B.G & CO.

Chartered Accountants

Firm Registration No. – 001818N

Suresh Kumar
(Suresh Kumar)
Partner
Membership No. 72921



Place: New Delhi

Date: 29th June 2018

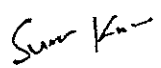
Annexure "A" referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date on the standalone Financial Statements of Hari Shankar Singhanian Holdings Private Limited for the year ended 31st March 2018

1. As per the records and information given to us, Company does not have any fixed assets whether movable or immovable, hence clause 3(i)(a) to 3(i)(c) of Order are not applicable to company.
2. The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the order are not applicable.
3. The company has not granted any loan secured or unsecured to any companies, firms or other parties covered in the register maintained under section 189 of the companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a), (b) & (c) of the Order are not applicable.
4. According to the information, explanations and representations provided by the management and based upon audit procedures performed, that there are no loans, investments, guarantees and security for which company have to comply with the provisions of the Section 185 and 186 of the Companies Act, 2013.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from public within the provision of section 73 to 76 of the Act or any other relevant provisions of the Act and the rules framed there under (to the extent applicable). We have been informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or other Tribunal in this regard.
6. In our opinion and according to information and explanation given to us, the company is not required to maintain cost records pursuant to section 148(1) of the companies Act, 2013.
7.
 - (a) According to the records of the Company and information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including income tax, service tax, goods and service tax, cess and other material statutory dues with the appropriate authorities to the extent applicable and there are no undisputed statutory dues payable for a period of more than six months from the date they become payable as at 31st March, 2018. As per the information provided to us provident fund, employees' state insurance, sales-tax, duty of customs, duty of excise, value added tax are not applicable to the Company as on 31st March 2018.
 - (b) According to the records and information & explanations given to us, there are no material dues in respect of income tax, service tax that have not been deposited with the appropriate authorities on account of any dispute. As per the information provided to us sales-tax, duty of customs, duty of excise, value added tax are not applicable to the Company as on 31st March 2018.
8. The Company does not have any loans or borrowings from any financial institutions, banks, government or debenture holders during the year. Accordingly, provisions of paragraph 3 (viii) of the Order is not applicable.



9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and terms loans during the year. Accordingly, provisions of paragraph 3(ix) of the Order is not applicable.
10. Based on the audit procedure performed and on the basis of information and explanations provided by the management, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of the audit.
11. On the basis of records and information and explanations made available and based on our examination of the records of the company, the company has not paid/ provided managerial remuneration.
12. The Company is not a nidhi company, therefore, the provisions of clause 3 (xii) of the said Order are not applicable to the Company.
13. According to the information and explanations and records made available by the management of the Company and audit procedure performed, for transactions with the related parties during the year, the Company has complied with the provisions of Section 177 and 188 of the Act, where applicable. As explained and as per records, details of related party transactions have been disclosed in the financial statements as per the applicable Accounting Standards.
14. According to the information and explanations given to us, the Company has issued 1,60,00,000 nos. 1% Cumulative Redeemable Preference Shares (CRPS) of Rs. 100 each at par through private placement during the year in compliance with the provisions of section 42 of the Act and the amount raised has been utilized for the purposes for which the funds were raised (refer note no. 18 of the financial statements). The Company has not made any preferential allotment or private placement of fully or partly convertible debentures during the year.
15. On the basis of records made available to us and according to information and explanations given to us, the Company has not entered into non-cash transactions with the directors or persons connected with him. Accordingly, we are not offering comment with respect to compliance of Section 192 of the Act.
16. The Company is required to be registered under section 45-IA of the Reserve Bank of India Act 1934 (read with note no. 21 of the financial statements).

For S.B.G & CO.
Chartered Accountants
Firm Registration No. – 001818N


(Suresh Kumar)
Partner
Membership No. 72921



Place: New Delhi
Date: 29th June 2018

Annexure 'B' to the Independent Auditor's Report of even date on the Standalone Financial Statements of Hari Shankar Singhania Holdings Private Limited

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

We have audited the internal financial controls over financial reporting of Hari Shankar Singhania Holdings Private Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (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.

Auditor's Responsibility

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

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

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



Meaning of Internal Financial Controls Over Financial Reporting

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

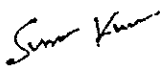
Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For S.B.G & CO.
Chartered Accountants
Firm Registration No. – 001818N


(Suresh Kumar)
Partner
Membership No. 72921



Place: New Delhi
Date: 29th June 2018

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

BALANCE SHEET

As at 31st March 2018

		Amount in ₹	
Particulars	Note	As at 31.03.2018	As at 31.03.2017
I. EQUITY AND LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
(a) Share Capital	2	1,60,01,00,000	1,00,000
(b) Reserves & Surplus	3	39,35,38,818	36,29,51,036
		<u>1,99,36,38,818</u>	<u>36,30,51,036</u>
(2) CURRENT LIABILITIES			
(a) Short term Borrowings	4	-	1,60,00,00,000
(b) Other Current Liabilities	5	19,382	5,67,897
(c) Short term Provisions	6	12,97,370	8,09,000
		<u>13,16,752</u>	<u>1,60,13,76,897</u>
TOTAL		<u>1,99,49,55,570</u>	<u>1,96,44,27,933</u>
II. ASSETS			
(1) NON-CURRENT ASSETS			
Non-Current Investments	7	1,99,36,56,207	1,95,43,38,398
		<u>1,99,36,56,207</u>	<u>1,95,43,38,398</u>
(2) CURRENT ASSETS			
(a) Cash and Cash equivalents	8	99,439	89,24,770
(b) Short term loans and Advances	9	11,99,924	11,64,765
		<u>12,99,363</u>	<u>1,00,89,535</u>
TOTAL		<u>1,99,49,55,570</u>	<u>1,96,44,27,933</u>

Significant Accounting Policies 1

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

As per our report of even date

For S.B.G. & Co.

Chartered Accountants

FRN 001818N

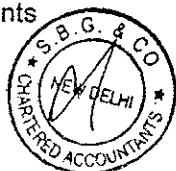
Suresh Kumar
(Suresh Kumar)
Partner

Partner

M. No. 72921

Place: New Delhi

Date : 29th June 2018



Re
Vinila Khosla
Sanjay
Directors

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

STATEMENT OF PROFIT AND LOSS

For The Year Ended 31st March 2018

		Amount in ₹	
Particulars	Note	2017-18	2016-17
I. Revenue from Operations	10	16,54,85,136	87,44,612
Total Revenue		<u>16,54,85,136</u>	<u>87,44,612</u>
II Expenses:			
--Finance Cost	11	1,76,35,617	47,73,973
--Other Expenses	12	16,61,574	1,62,20,105
Total Expenses		<u>1,92,97,191</u>	<u>2,09,94,078</u>
III Profit / (Loss) before exceptional, extraordinary items and tax (I- II)		14,61,87,945	(1,22,49,466)
IV Exceptional Items		-	-
V. Profit / (Loss) before extraordinary items and tax (III - IV)		14,61,87,945	(1,22,49,466)
VI. Extraordinary Items		-	-
VII. Profit / (Loss) before tax (V-VI)		14,61,87,945	(1,22,49,466)
VIII. Tax Expense:			
1) Current tax		12,97,370	8,09,000
2) Earlier years adjustments		(854)	(54,840)
3) Deferred tax charges/credit		-	-
IX. Profit/ (Loss) for the period (VII- VIII)		<u>14,48,91,429</u>	<u>(1,30,03,626)</u>
X. Earning per Equity Share (₹) :			
Basic and Diluted		14,489.14	(1,300.36)

Significant Accounting Policies: 1

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

As per our report of even date

For S.B.G. & Co.

Chartered Accountants

Firm Registration No. 001818N

Suresh Kumar
(Suresh Kumar)

Partner

Membership No.72921

Place : New Delhi

Date : 29th June 2018



Re
Vinila Arora
Sanjiv
Directors

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

NOTE 1

Significant Accounting Policies

- 1.1 Books of Account have been maintained on mercantile basis and recognizes income and expenditure on accrual basis except where recovery / realization is doubtful.
- 1.2 The Preparation of financial statements requires the management of the Company to make estimates and assumption that effect the reported amounts of assets, liability and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reported period . Difference between the actual results and estimates are recognised in the period in which the results are known / materialized.
- 1.3 Current Tax is the amount of tax payable on the estimated taxable income for the current year as per the provisions of Income Tax Act, 1961. Deferred Tax Assets and Liabilities are recognized in respect of current year and prospective years. Deferred Tax Assets is recognized on the basis of reasonable /virtual certainty that sufficient future taxable income will be available against which the same can be realised.
- 1.4 The investment are held for long term and are valued at cost of acquisition. The long-term investment are shown at book value as reduced by provision for diminution in their respective values. Provision for diminution in values of investments is made only if in the opinion of the management, such decline is other than temporary and is provided for each investment individually.
- 1.5 Contingent liabilities , if material , are not provided for and are disclosed by the way of notes, contingent assets are neither recognised nor disclosed in the financial statements. A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources/ economic benefits will be required to settle the obligation , in respect of which a reliable estimates can be made for the amount of obligation.



Particulars	As at 31.03.2018	As at 31.03.2017
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NOTE 2

SHARE CAPITAL

Authorised

10,00,000 (Previous year 10,00,000) equity shares of ₹10 each	1,00,00,000	1,00,00,000
1,60,00,000 (Previous year 1,60,00,000) Cumulative Redeemable Preference Shares of ₹100 each	1,60,00,00,000	1,60,00,00,000
	1,61,00,00,000	1,61,00,00,000

Issued, Subscribed and Paid up

10,000 (Previous year 10,000) equity shares of ₹10 each fully paid	1,00,000	1,00,000
1,60,00,000 Nos. - 1% Cumulative Redeemable Preference Shares of ₹ 100 each (Previous year - Nil)	1,60,00,00,000	-
	1,60,01,00,000	1,00,000

	Equity Shares		1% CRPS	
	As at 31.03.2018	As at 31.03.2017	As at 31.03.2018	As at 31.03.2017
a) Reconciliation of number of Shares Outstanding				
At the beginning of period (Nos.)	10,000	10,000	-	-
Add:- Issued during the period (Nos.)	-	-	1,60,00,000	-
Less:- Bought Back during the period (Nos.)	-	-	-	-
Out standing at end of period (Nos.)	10,000	10,000	1,60,00,000	-

b) Shareholders holding more than 5% of total issued Shares

Shareholders Name

BMF Investments Limited (Nos.)	-	-	90,00,000	-
J.K.Fenner (India) Limited (Nos.)	-	-	70,00,000	-
Bharat Hari Singhania (HUF) (Registered in the name of Bharat Hari Singhania as Karta of HUF) (Nos.)	833	833	-	-
Raghupati Singhania (HUF) (Registered in the name of Raghupati Singhania as Karta of HUF) (Nos.)	834	834	-	-
Shripati Singhania (HUF) (Registered in the name of Anshuman Singhania as Karta of HUF.) (Nos.)	833	833	-	-
Bharat Hari Singhania (Nos.)	2500	2,500	-	-
Vinita Singhania (Nos.)	2500	2,500	-	-
Raghupati Singhania (Nos.)	2500	2,500	-	-

c) Terms/rights attached to equity shares :

The equity shares having a face value of ₹ 10 per share. Each shareholder of equity shares is entitled to one vote per share and also have equal right in distribution of profit/surplus in proportion to the number of equity shares held by the equity shareholders.

Terms / rights attached to Cumulative Redeemable Preference Shares

1% Cumulative Redeemable Preference Shares of face value of Rs.100 each shall carry a preferential right with respect to payment of dividend over the equity shares of the company and which shall be redeemed in 5 equal annual instalments along with premium at the end of 6/7/8/9 & 10th year in accordance with the provisions of section 55 of the Companies Act 2013 .

d) There was no bonus issue, buy back and /or issue of equity shares other than for cash consideration in last five years.

NOTE 3

RESERVE AND SURPLUS

Surplus/(Deficit) in the Profit and Loss Statement

Capital Reserve Account

Opening Balance	33,68,39,712	33,82,37,959
Add: during the year	463	-
Less : Transferred to General Reserve	-	(13,98,247)
	33,68,40,175	33,68,39,712

General Reserve

Opening Balance	2,78,38,219	2,64,39,972
Add: For the year	-	13,98,247
	2,78,38,219	2,78,38,219

Profit & Loss A/c

Opening Balance	(17,26,895)	1,12,76,731
Add: Profit/ (Loss) for the year	14,48,91,429	(1,30,03,626)
Less: Appropriations		
Dividend paid on 1% Cumulative Redeemable Pref. Shares of ₹ 100 each	(1,43,04,110)	-
Interim Dividend paid on Equity Shares @ ₹ 10,000 per shares	(10,00,00,000)	-
	2,88,60,424	(17,26,895)

Surplus/(Deficit) in the Profit and Loss Statement carried to the Balance Sheet

39,35,38,818	36,29,51,036
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NOTE 4

SHORT-TERM BORROWINGS

Inter-corporate deposit from Body Corporates	-	1,60,00,00,000
	-	1,60,00,00,000

Notes:-

Inter-corporate deposit from JK Credit and Finance Limited at rate of interest of 10.25% p.a. refund during the year

NOTE 5

OTHER CURRENT LIABILITIES

Statutory Liabilities	4,042	5,44,897
Other Expenses payables	15,340	23,000
	19,382	5,67,897

NOTE 6

SHORT TERM PROVISIONS

Provision for Income Tax	12,97,370	8,09,000
	12,97,370	8,09,000



HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

NOTE - 7

Non Current Investment

Amount in ₹

Sl. No.	Name of the Bodies Corporate	Face Value	As at 31.03.2018		As at 31.03.2017	
			No. of Shares	Book Value	No. of Shares	Book Value
	Long Term Investments (Other than trade, fully paid up)					
A	Investment in Equity Shares					
1	Investment in Subsidiary					
a)	<u>Unquoted Investment</u>					
	HSS Stock Holding Private Limited	10	99,999	-	99,999	-
b)	<u>Quoted Investment</u>					
	Florence Investech Limited	10	24,66,259	1,57,88,71,546	24,66,259	1,57,88,71,546
	Total (1)			1,57,88,71,546		1,57,88,71,546
2	Other Quoted Investments					
a)	Bengal & Assam company Limited	10	8,37,297	25,13,56,559	8,37,297	25,13,56,559
b)	JK Agri Genetics Limited	10	11,986	44,31,224	11,986	44,31,224
c)	JK Lakshmi Cement Limited	5	1,39,518	1,12,93,982	1,39,518	1,12,93,982
d)	JK Paper Limited	10	1,75,000	49,17,500	1,75,000	49,17,500
e)	JK Tyre & Industries Limited	2	7,49,200	2,10,00,076	7,49,200	2,10,00,076
f)	Udaipur Cement Works Limited	4	13,100	60,653	13,000	60,190
	Total (2)			29,30,59,994		29,30,59,531
3	Unquoted Investment					
a)	CliniRx Research Pvt. Limited	10	3,74,997	58,12,454	3,74,997	58,12,454
b)	J.K. Fenner (India) Limited	10	20,150	2,56,01,229	20,150	2,56,01,229
c)	Juggilal Kamlatpat Udyog Limited	10	1,257	1,51,555	1,257	1,51,555
d)	Nav Bharat Vanijya Limited	2	50,592	75,22,871	50,592	75,22,871
e)	Param Shubham Vanijya Limited	10	5,500	4,63,914	5,500	4,63,914
f)	Pranav Investment (M.P.) Co. Limited	10	4,087	8,58,318	4,087	8,58,318
g)	Pushpawati Singhania Research Institute	100	15	1,500	15	1,500
	Total (3)			4,04,11,841		4,04,11,841
B	Preference Shares					
	8% Cumulative Redeemable Preference Shares- (CRPS)- Hidrive Developers and Industries Pvt. Limited	100	22,500	22,50,000	22,500	22,50,000
C	Investment in Mutual fund					
	UTI Money Market Fund-Institutional Plan - Growth	1000	41,111.904	7,90,62,826	22,002.204	3,97,45,480
	Total			1,99,36,56,207		1,95,43,38,398
	Aggregate book value of quoted investments			1,87,19,31,540		1,87,19,31,077
	Aggregate book value of unquoted investments			12,17,24,667		8,24,07,321
	Aggregate market value of quoted investments			6,34,56,77,370		3,65,63,05,225



HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

Notes to Financial Statements

Amount in ₹

Particulars	As at 31.03.2018	As at 31.03.2017
NOTE 8		
CASH & CASH EQUIVALENTS		
Cash on Hand	631	905
Balance with Bank		
- On Current Accounts	90,992	7,23,865
- On Dividend Account	7,816	-
<u>Fixed Deposit with bank</u>		
Deposit with Central Bank of India New Delhi	-	82,00,000
	<u>99,439</u>	<u>89,24,770</u>
NOTE 9		
SHORT TERM LOANS AND ADVANCES		
(Unsecured , Considered Goods unless otherwise stated)		
Interest accured on Fixed Deposits	-	2,94,937
Other Receivables	4,042	862
Advance Tax (Includiing TDS & Self Assessment Tax)	11,95,882	8,68,966
	<u>11,99,924</u>	<u>11,64,765</u>
	<u>2017-18</u>	<u>2016-17</u>
NOTE 10		
Revenue from Operations		
Dividend Income	16,05,64,610	30,06,562
Interest Income on Fixed Deposits	1,60,336	24,68,849
Profit on sale of Investment	47,60,190	32,69,201
	<u>16,54,85,136</u>	<u>87,44,612</u>
NOTE 11		
Finance Cost		
Interest paid on ICD	1,76,35,617	47,73,973
	<u>1,76,35,617</u>	<u>47,73,973</u>
NOTE 12		
Expenses		
Other Expenses		
Auditors Remuneration		
--Audit Fee	15,340	11,500
--Fee for other services	24,780	-
Security Transaction Tax	-	15,77,812
Professional charges	10,500	14,950
Rates and Taxes	16,00,000	24,13,500
Filing fee	5,400	1,21,71,600
Misc. Expense	5,554	30,743
	<u>16,61,574</u>	<u>1,62,20,105</u>



HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

Notes to Financial Statements

- 13 Capital commitments and contingent liabilities (as certified by the management of the Company)
₹ Nil - (Previous Year - ₹ Nil)
- 14 Amounts outstanding under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) to the extent of information available with the Company - ₹ Nil (Previous Year - ₹ Nil).

15 Related Party Disclosure

(i) List of Related Party:-

a) Subsidiary:- HSS Stock Holding Private Limited
:- Florence Investech Limited

b) Shri Bharat Hari Singhania, Smt. Vinita Singhania and Dr. Raghupati Singhania- Directors

(ii) Transactions with Related Parties: NIL

	Amount in ₹	
	2017-18	2016-17
16 There is no inflow and outflow of Foreign Currency during the year.		
17 Earnings per Share (EPS):		
Net Profit / (loss) after tax for the year (₹)	14,48,91,429	(1,30,03,626)
Weighted average number of equity shares outstanding during the period (Nominal value of ₹10 each)	10,000	10,000
Basic / Diluted Earnings per share (₹)	14,489.14	(1,300.36)

- 18 During the year the company has issued :
- a) On 29th April 2017, 70,00,000 nos. 1 % Cumulative Redeemable Preference Shares (CRPS) of ₹ 100/- each fully paid up issued and allotted to J K Fenner (India) Limited on private placements basis for a total consideration of ₹ 70,00,00,000/-.
- b) On 18th May 2017, 90,00,000 nos. 1 % Cumulative Redeemable Preference Shares (CRPS) of ₹ 100/- each fully paid up issued and allotted to BMF Investments Limited on private placements basis for a total consideration of ₹ 90,00,00,000/-.
- The consideration received as specified above have been utilised for the purpose for which the issue was made.
- 19 During the previous years, the investment received from the Estate of Shri Hari Shankar Singhania as per his WILL have been recorded at market value of quoted investments and at book value of unquoted investments and to that extent Capital Reserve was created. As and when the shares sold, the capital reserve will be reduced by the book value of share and General Reserve will increase, the difference between sale value and book value will be shown as profit in statement of Profit & Loss.
- 20 Provision for Income Tax has been made considering certain allowances /adjustments available and as assessed by the management.
- 21 During the previous year the company became a Non Deposit taking Systemically Important Core Investment Company , as defined in the Core Investment Companies (Reserve Bank) Directions, 2011. Accordingly, during the current year , the Company has applied for Certificate of Registration under Section 45-IA of the Reserve Bank of India - Act, 1934, for which approval is still pending.
- 22 Previous year figures have been reclassified/ re-casted suitably wherever considered necessary.

As per our report of even date

For S.B.G. & Co.

Chartered Accountants

Firm Registration No. 001818N

(Suresh Kumar)

Partner

Membership No.72921

Place : New Delhi

Date : 29th June 2018



Re
Vinita Singhania
Directors

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED
Statement of Cash Flow for the year ended 31 March 2018

Amount in ₹

S.No	Particulars	2017-18	2016-17
A.	Cash Flow from operating Activities		
	Net Profit (loss) before Tax and Prior period income / (expense)	14,61,87,945	(1,22,49,466)
	ADJUSTMENT FOR:-		
	Add : Depreciation & Amortisation	-	-
	: Finance cost	1,76,35,617	47,73,973
	Less: Profit on Sale of Investments (Net)	(47,60,190)	(32,69,201)
	: Interest received	(1,60,336)	(24,68,849)
	: Dividend Income	(16,05,64,610)	(30,06,562)
		(16,61,574)	(1,62,20,105)
	Changes in Working Capital		
	(Increase) / Decrease in Trade & Other Receivables	2,91,757	1,62,003
	(Increase) / Decrease in Trade & Other Payables	(5,48,515)	5,65,597
	Net Increase / Decrease in Working Capital	(2,56,758)	7,27,600
	Less: Exceptional Item	-	-
	Cash Generated from Operation		
	Income taxes paid	(11,35,062)	(27,41,053)
	Net Cash flow from Operating activities	(30,53,394)	(1,82,33,558)
B.	Cash flow from Investing activities		
	Issue of Pref. Share Capital	1,60,00,00,000	-
	Purchase of Investment	(16,92,40,000)	(1,63,72,03,206)
	Sale of Investment	13,46,82,845	2,43,71,968
	Dividend Received	16,05,64,610	30,06,562
	Interest received	1,60,336	24,68,849
	Net Cash flow from Investing activities	1,72,61,67,791	(1,60,73,55,827)
C.	Cash flow from Financing activities		
	Increase / (Decrease) in Short Term Borrowings(net)	(1,60,00,00,000)	1,60,00,00,000
	Dividend paid on Cumulative Redeemable Preference Shares	(1,43,04,110)	-
	Interim Dividend paid on Equity Shares	(10,00,00,000)	-
	Increase / (Decrease) in Long Term Borrowings(net)	-	-
	Financial Charges	(1,76,35,617)	(47,73,973)
	Net Cash flow form Financing activities	(1,73,19,39,727)	1,59,52,26,027
	NET INCREASE IN CASH & CASH EQUIVALENTS	(88,25,331)	(3,03,63,358)
	CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	89,24,770	3,92,88,128
	CASH & CASH EQUIVALENTS AT THE END OF THE PERIOD	99,439	89,24,770
	Notes to the cash flow statement		
	Cash & Cash Equivalents consist of the following :		
	Cash on hand	631	905
	Investment in Fixed Deposit	-	82,00,000
	Balances with Scheduled Banks (Including Other Bank Balances)	98,808	7,23,865
		99,439	89,24,770

As per our report attached

For S.B.G. & Co.

Chartered Accountants

Firm registration number: 001818N

(Suresh Kumar)

Partner

Membership no: 72921

Place: New Delhi

Date : 29th June 2018



Vinila Arora
Directors

Independent Auditors' Report

To the Members of HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED** (herein after referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and its associates, comprising of the Consolidated Balance Sheet as at 31st March 2018, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 (herein after referred as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Group and of its Associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its Associates and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including



the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their report referred to the other matter below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

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

Other Matters

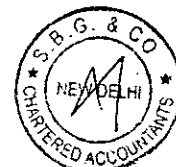
We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of Rs. 1,73,11,45,089/- and net assets of Rs. 1,72,75,53,549/- as at 31st March, 2018, total revenues of Rs. 14,52,53,000/- and net cash outflows of Rs. 3,28,890/- for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include Group's share of net profit of Rs. 92,44,566/- for the year ended 31st March 2018, as considered in the consolidated financial statements, in respect of two associates whose financial statements/financial information have not been audited by us. These financial statements have been audited by other auditors, whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associates, is based solely on the report of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:

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

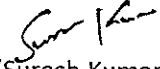


- (c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and the associate companies incorporated in India, none of the Directors of the Group companies and its Associates incorporated in India is disqualified as on 31st March 2018 from being appointed as a Director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and its Associate Companies incorporated in India the operating effectiveness of such controls, refer to our separate report in "Annexure - A"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group companies and its Associates - Refer Note 18 to the consolidated financial statements.
 - ii. Provision has been made in the consolidated financial statement as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the group companies and its associate Companies incorporated in India.

For S.B.G & CO.

Chartered Accountants

Firm Registration No. - 001818N


(Suresh Kumar)
Partner

Membership No. 72921



Place: New Delhi

Date: 29th June 2018

Annexure 'A' to the Independent Auditor's Report of even date on the Consolidated Financial Statements of HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March 2018, we have audited the internal financial controls over financial reporting of Hari Shankar Singhania Holdings Private Limited ("the Holding Company") and its subsidiary companies and its associate companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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 and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below 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 companies are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company, its subsidiary companies and its associate companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

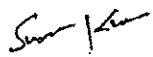
Other Matters

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as its to two subsidiary companies and two associate companies, which are incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For S.B.G & CO.

Chartered Accountants

Firm Registration No. – 001818N


(Suresh Kumar)

Partner

Membership No. 72921



Place: New Delhi

Date: 29th June 2018

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED
CONSOLIDATED BALANCE SHEET
As at 31st March 2018

		Amount in ₹	
Particulars	Note	As at 31.3.2018	As at 31.3.2017
I. EQUITY AND LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
(a) Share Capital	2	1,60,01,00,000	1,00,000
(b) Reserves & Surplus	3	30,80,75,127	36,65,41,484
		<u>1,90,81,75,127</u>	<u>36,66,41,484</u>
(2) Minority Interest		45,96,68,709	47,26,23,984
(3) NON-CURRENT LIABILITIES			
Long term Provisions	4	7,19,000	6,14,000
(4) CURRENT LIABILITIES			
(a) Short-term borrowings	5	1,00,000	1,60,01,00,000
(b) Other Current Liabilities	6	15,22,922	9,56,347
(c) Short term Provisions	7	2,86,84,370	7,63,77,000
		<u>3,03,07,292</u>	<u>1,67,74,33,347</u>
TOTAL		<u>2,39,88,70,128</u>	<u>2,51,73,12,815</u>
II. ASSETS			
(1) Goodwill on Consolidation		23,08,78,613	23,08,78,613
(2) NON-CURRENT ASSETS			
(a) Fixed Assets			
Tangible Assets	8	3,000	19,000
(b) Non-Current Investments	9	2,03,52,38,063	2,11,88,29,688
(c) Deferred Tax Assets	10	1,98,000	2,47,000
		<u>2,03,54,39,063</u>	<u>2,11,90,95,688</u>
(3) CURRENT ASSETS			
Cash and Cash equivalents	11	34,32,898	1,25,87,119
Short Term Loans and Advances	12	12,91,19,554	15,47,51,395
		<u>13,25,52,452</u>	<u>16,73,38,514</u>
TOTAL		<u>2,39,88,70,128</u>	<u>2,51,73,12,815</u>

Significant Accounting Policies 1

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.B.G. & Co.

Chartered Accountants

FRN 001818N

(Suresh Kumar)

Partner

Membership No.72921

Place: New Delhi

Date : 29th June 2018



Directors

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

For The Year Ended 31st March 2018

			Amount in ₹	
Particulars	Note	2017-18	2016-17	
I. Revenue from Operations	13	16,25,15,596	15,68,63,612	
II. Other Income	14	2,47,000	69,000	
III. Total Revenue		<u>16,27,62,596</u>	<u>15,69,32,612</u>	
IV. Expenses:				
Employee Benefit Expenses	15	17,85,000	17,21,000	
--Finance Cost	16	1,76,35,617	47,73,973	
Depreciation & amortization expenses	8	3,000	4,000	
--Other Expenses	17	39,82,554	1,83,97,832	
Total Expenses		<u>2,34,06,171</u>	<u>2,48,96,805</u>	
V. Profit / (Loss) before exceptional and extraordinary items and tax (III - IV)		<u>13,93,56,425</u>	<u>13,20,35,807</u>	
VI. Exceptional Items		-	-	
VII. Profit / (Loss) before extraordinary items and tax (V - VI)		<u>13,93,56,425</u>	<u>13,20,35,807</u>	
VIII. Extraordinary Items		-	-	
IX. Profit / (Loss) before tax (VII - VIII)		<u>13,93,56,425</u>	<u>13,20,35,807</u>	
X. Tax Expense:				
1) Current tax		67,31,370	1,03,79,000	
2) Earlier years adjustments		6,53,146	88,160	
3) Deferred tax charges/credit		49,000	2,31,000	
XI. Profit/ (Loss) for the period (IX - X)		<u>13,19,22,909</u>	<u>12,13,37,647</u>	
XII. Share in profit of Associates		92,44,566	5,77,19,895	
Balance after share in profit		<u>14,11,67,475</u>	<u>17,90,57,542</u>	
XIII. Mionority Interest		3,88,06,185	4,97,14,035	
XIV. Net Profit for the Year		<u>10,23,61,290</u>	<u>12,93,43,507</u>	
Earnings per Equity Share (₹) :	20			
Basic and Diluted		10,236.13	12,934.35	

Significant Accounting Policies

1

The accompanying notes are an integral part of the financial statements

As per our report of even date

For S.B.G. & Co.

Chartered Accountants

Firm Registration No. 001818N

Suresh Kumar
(Suresh Kumar)

Partner

Membership No.72921

Place : New Delhi

Date : 29th June 2018



Re
Vinile-Anand
Director
Directors

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note - 1 Principles of Consolidation:

- (a) The Consolidated Financial Statements comprise the financial statements of Hari Shankar Singhania Holdings Private Limited ("the Company") and Financial Statements of the following Companies (incorporated in India), as on 31.03.2018.

<u>S No</u>	<u>Name of the Company</u>	<u>Relationship</u>	<u>Shareholding</u>
1.	HSS Stock Holding Private Limited	Subsidiary	99.999%
2.	Florence Investech Limited	Subsidiary	74.09%
3.	JK Agri Genetics Limited	Associates	41.95%
4.	CliniRx Research Private Limited	Associates	46.51%

- (b) The Financial Statement of the Company and its subsidiaries have been consolidated on line by line basis by adding together the book value of the items of assets, liabilities, income and expenses after eliminating intra-group balances and intra-group transactions. Intra - group balances and transaction have been eliminated on the basis of information available with the Company.
- (c) In case of associates, where company hold directly or indirectly through subsidiaries 20% or more equity, Investments are accounted for by using equity method in accordance with Accounting Standard (AS) - 23 "Accounting for Investments in Associates in Consolidated Financial Statements".
- (d) Post acquisition, the Company accounts for its share in the change in the net assets of the associates (after eliminating unrealized profit and losses resulting from transactions between the Company and its associates to the extent of its share directly and indirectly) through its profit and loss statement in respect of the change attributable to the associate's profit and loss statement and through its reserves for the balance.
- (e) The excess of cost to the Company of its investment in its subsidiary over its share of equity in the subsidiary on the acquisition date is recognized in the financial statement as Goodwill on consolidation and carried in the Balance Sheet as an asset. Negative Goodwill is recognized as capital reserve on consolidation.
- (f) Significant Accounting Policies and Notes on accounts of the financial statements of the Company, its subsidiaries are set out in their respective financial statements.
- (g) The Consolidated Financial Statements have been prepared using uniform accounting policies in accordance with the generally accepted accounting policies.
- (h) Figures pertaining to the subsidiary company have been reclassified wherever considered necessary to bring them in line with the Company's Financial Statements.



HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

Notes forming part of Consolidated Financial Statements

Amount in ₹

Particulars	As at 31.03.2018	As at 31.03.2017
NOTE 2		
SHARE CAPITAL		
Authorised		
10,00,000 (Previous year 1,00,000) equity shares of ₹10 each	1,00,00,000	1,00,00,000
1,60,00,000 (Previous year- 1,60,00,000) 1% Cumulative Redeemable Preference Shares of ₹ 100 each	1,60,00,00,000	1,60,00,00,000
	<u>1,61,00,00,000</u>	<u>1,61,00,00,000</u>
Issued, Subscribed and Paid up		
10,000 (Previous year 10,000) equity shares of ₹10 each fully paid	1,00,000	1,00,000
1,60,00,000 Nos. - 1% Cumulative Redeemable Preference Shares of ₹ 100 each (Previous year - Nil)	1,60,00,00,000	-
	<u>1,60,01,00,000</u>	<u>1,00,000</u>
	Equity Shares	1% CRPS
a) Reconciliation of number of Shares Outstanding	As at 31.03.2018	As at 31.03.2017
At the beginning of period (Nos.)	10,000	10,000
Add:- Issued during the period (Nos.)	-	-
Less:-Bought Back during the period (Nos.)	-	-
Out standing at end of period (Nos.)	10,000	10,000
b) Shareholders holding more than 5% of total issued Shares		
Shareholders Name		
BMF Invetments Limited (Nos.)	-	-
J.K.Fenner (India) Limited (Nos.)	-	-
Bharat Hari Singhania (HUF)(Registered in the name of Bharat Hari Sighania as Karta of HUF) (Nos.)	833	833
Raghupati Singhania (HUF)(Registered in the name of Raghupati Singhania as Karta of HUF) (Nos.)	834	834
Shripati Singhania (HUF)(Registered in the name of Anshuman Singhania as Karta of HUF.) (Nos.)	833	833
Bharat Hari Singhania (Nos.)	2,500	2,500
Vinita Singhania (Nos.)	2,500	2,500
Raghupati Singhania (Nos.)	2,500	2,500

c) Terms/rights attached to equity shares:

The Company has only one class of equity shares having a face value of ₹ 10 per share. Each shareholder of equity shares is entitled to one vote per share and also have equal right and distribution of profit / surplus in proportion to the no. of equity shares held by the equity shareholder.

1% Cumulative Redeemable Preference Shares of face value of Rs.100 each shall carry a preferential right with respect to payment of dividend over the equity shares of the company and which shall be redeemed in 5 equal annual instalments along with premium at the end of 6/7/8/9 & 10th year in accordance with the provisions of section 55 of the Companies Act 2013 .

d) There was no bonus issue, buy back and/or issue of equity shares other than for cash consideration in last 5 years.



Particulars	As at 31.03.2018	As at 31.03.2017
NOTE 3		
RESERVE AND SURPLUS		
Security Premium		
Opening Balance	-	-
Add: On Consolidation of Subsidiary	-	45,31,43,000
Less: Pre Acquisition Security Premium	-	(45,31,43,000)
a) Capital Reserve Account		
Opening Balance	33,68,39,712	33,82,37,959
Add: During the year	463	-
Less : Transferred to General Reserve	-	(13,98,247)
b) General Reserve		
Opening Balance	2,78,38,219	2,64,39,972
Add: For the year	-	13,98,247
Add: On Consolidation of Subsidiary	-	68,54,59,000
Less: Transferred to Minority	-	(17,76,02,427)
Less: Pre-acquisition reserves	-	(50,78,56,573)
c) FCTR		
Opening Balance	(93,737)	-
Add: On Consolidation of Subsidiary	-	58,62,000
Add: Share of Associates	(58,62,000)	(39,059)
Less: Transferred to Minority	-	(15,18,843)
Less: Pre-acquisition reserves	-	(43,97,835)
Surplus/(Deficit) in the Profit and Loss Statement (\$)	(5,06,47,530)	19,57,290
Total (a+b+c)	30,80,75,127	36,65,41,484
\$ Details of Surplus/(Deficit) in the Profit and Loss Statement		
Opening Balance	19,57,290	1,12,66,483
Add: Profit / (Loss) for the year	10,23,61,290	12,93,43,507
Add: On Consolidation of Subsidiary	-	45,44,69,000
Less: Pre-acquisition Profit/Loss	-	(47,53,68,782)
Less: Transferred to Minority	-	(11,77,52,918)
Less: Appropriation		
: Dividend paid (On 1% Cumulative Redeemable Pref. Shares of Rs. 100 each)	(1,43,04,110)	-
: Interim Dividend paid on Equity Shares for FY 2017-18	(10,00,00,000)	-
: Corporate Dividend Tax	(4,96,62,000)	-
Surplus/(Deficit) in the Profit and Loss Statement carried to the Balance Sheet	(5,06,47,530)	19,57,290
NOTE 4		
LONG TERM PROVISIONS		
Provision for Employee Benefits	7,19,000	6,14,000
	7,19,000	6,14,000
NOTE 5		
SHORT-TERM BORROWINGS		
Inter Corporate Deposit from a Limited Company	-	1,60,00,00,000
Unsecured Loans from related parties*	1,00,000	1,00,000
	1,00,000	1,60,01,00,000
* From a Director - payable on demand		
NOTE 6		
OTHER CURRENT LIABILITIES		
Statutory Liabilities	36,042	5,73,897
Unclaimed Dividends	12,77,000	1,67,000
(On due, will be transferred to Investor Education & Protection Fund)		
Unclaimed Fractional Entitlement Shares	1,04,000	1,04,000
Other Payables	1,05,860	1,11,450
	15,22,922	9,56,347
NOTE 7		
SHORT TERM PROVISIONS		
Others		
Provision for Income Tax	2,86,84,370	7,63,77,000
	2,86,84,370	7,63,77,000



HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED
Notes forming part of Consolidated Financial Statements

NOTE 8

TANGIBLE ASSETS

Amount in ₹

Description	Gross Block			Depreciation/ Amortisation				Net Block	
	1st April 2017	Additions / Adjustments	Sales / Adjustments	31st March 2018	Up to Last Year	During the Period	On Sales/ Adjustments	To date	As at 31st March
									2018
Furniture & Fixture	27,000	-	27,000	-	11,000	3,000	14,000	-	16,000
Office Equipments	53,000	-	-	53,000	50,000	-	-	50,000	3,000
Grand Total	80,000	-	27,000	53,000	61,000	3,000	14,000	50,000	19,000
Previous Year	80,000	-	-	80,000	57,000	4,000	-	61,000	19,000



HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

NOTE - 9

Notes forming part of Consolidated Financial Statements

	Amount in ₹	
Investments	As at 31.03.2018	As at 31.3.2017
A. Investment in Equity Shares		
A-1 Quoted		
Associates (Note 1)	25,08,56,080	20,70,22,000
Others	1,32,18,74,770	1,32,64,54,387
Total	1,57,27,30,850	1,53,34,76,387
A-2 Unquoted		
Associates (Note 2)	-	3,00,50,000
Others	5,18,49,387	5,76,70,821
Total	5,18,49,387	8,77,20,821
B Investment in Pref. Shares		
Associates	1,50,00,000	1,50,00,000
Others	22,50,000	22,50,000
Total	1,72,50,000	1,72,50,000
C Investment in Mutual Fund	39,34,07,826	48,03,82,480
Total Investment (A to C)	2,03,52,38,063	2,11,88,29,688

Note:

- (1) Carrying amount of quoted investment in Associate include ₹ 3,92,54,000 towards share in profits
- (2) Investment in the associate has been reported at Nil value as the Company's share of losses exceed the carrying amount of investment

NOTE 10

DEFERRED TAX ASSETS / (LIABILITIES)

A. Deffered tax Assets

Demerger Expenses	-	57,000
Provision for Leave Encashment	33,000	29,000
Provision for Gratuity	1,65,000	1,61,000
	1,98,000	2,47,000

B. Deffered tax Liabilities

Difference between book depreciation & Tax depreciation

DefferedTax Assets (Net) (A-B)



1,98,000	2,47,000
-----------------	-----------------

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED
Notes forming part of Consolidated Financial Statements

Particulars	Amount in ₹	
	As at 31.03.2018	As at 31.03.2017
NOTE 11		
CASH & CASH EQUIVALENTS		
Cash on Hand	3,718	5,992
Balance with Bank		
- On Current Account	13,40,364	41,10,127
Fixed Deposit with bank		
Deposit with Central Bank of India New Delhi	7,00,000	82,00,000
Others		
On Dividend Accounts	12,84,816	1,67,000
On Fractional Accounts	1,04,000	1,04,000
	<u>34,32,898</u>	<u>1,25,87,119</u>
NOTE 12		
SHORT TERM LOANS AND ADVANCES		
(Unsecured, Considered Goods unless otherwise stated)		
Inter Corporate Deposits	10,00,00,000	7,00,00,000
Interest accrued on investments	-	68,04,937
Interest accrued but not due	17,94,000	36,52,000
Other receivable	6,042	862
Advance Tax (Including TDS & Self Assessment Tax)	2,73,19,512	7,42,93,596
	<u>12,91,19,554</u>	<u>15,47,51,395</u>
NOTE 13	<u>2017-18</u>	<u>2016-17</u>
Revenue from Operations		
Interest Income	1,03,58,336	1,94,65,849
Profit on sale of investment	1,74,68,190	3,68,87,201
Dividend Income	13,46,89,070	10,05,10,562
	<u>16,25,15,596</u>	<u>15,68,63,612</u>
NOTE 14		
Other Income		
Interest on Income Tax Refund	14,000	-
Miscellaneous receipts	2,33,000	69,000
	<u>2,47,000</u>	<u>69,000</u>
NOTE 15		
Employee Benefit Expenses		
Salaries & Wages	17,85,000	17,21,000
	<u>17,85,000</u>	<u>17,21,000</u>
NOTE 16		
Finance Cost		
Interest paid	1,76,35,617	47,73,973
	<u>1,76,35,617</u>	<u>47,73,973</u>
NOTE 17		
Expenses		
Other Expenses		
Auditors Remuneration		
--Statutory Audit Fee	97,880	89,950
--Tax Audit Fee	18,000	17,000
--Certification fee	81,000	52,000
--Others	25,780	4,000
Directors' Fee	2,26,000	1,74,000
Legal and Consultancy expenses	1,18,040	1,09,400
Security Transaction Tax	-	15,77,812
Postage and Printing & Stationery	4,96,000	6,85,000
Loss on sale of Assets	7,000	-
Rates & Taxes	16,00,000	24,13,500
Filing fees	12,800	1,21,72,400
Misc. Expense	13,00,054	11,02,770
	<u>39,82,554</u>	<u>1,83,97,832</u>



HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

Notes to Consolidated Financial Statements

18

- a) Capital Commitments Rs. Nil (Previous Year Rs. Nil)
- b) Contingent liabilities not provided (as certified by the management):
- (i) Disputed Income Tax Matters (estimated) under Appeal ₹ 66.11 lacs (Previous year ₹.104.74 lacs)
 - (ii) In respect of certain disallowances and additions made by the Income Tax Authorities, appeals are pending before the Authorities and adjustment, if any, will be made after the same are finally determined.

19 Income Tax calculation has been made considering certain expenses / adjustments available as assessed by the Management

20 Related Party Disclosure

(i) List of Related Party:-

- a) Associate of Florence Investech Limited (Subsidiary Company) - JK Tyre & Industries Limited
- b) Directors - Shri Bharat Hari Singhania, Smt. Vinita Singhania and Dr. Raghupati Singhania
- c) Key Management Personnel (KMP) of Florence Investech Limited (Subsidiary Company)

- Shri Kailash Chand Jain, Manager & CFO

(ii) Transactions with Related Parties:

<u>Nature of Transactions</u>	<u>Amount in ₹</u>	
	<u>2017-18</u>	<u>2016-17</u>
Loan payable by HSS Stock Holding Pvt. Ltd.	1,00,000	1,00,000
Payment of Expenses - JK Tyre & Industries Limited	-	1,40,000
Remuneration to KMP	16,12,000	15,67,000

21 During the year the company has issued :

- a) On 29th April 2017 70,00,000 nos. 1 % Cumulative Redeemable Preference Shares (CRPS) of ₹ 100/- each fully paid up issued and allotted to J. K. Fenner (India) Limited on private placements basis for a total consideration of ₹ 70,00,00,000/-.
- b) On 18th May 2017 90,00,000 nos. 1 % Cumulative Redeemable Preference Shares (CRPS) of ₹ 100/- each fully paid up issued and allotted to BMF Investmentss Limited on private placements basis for a total consideration of ₹ 90,00,00,000/-.

22 Earnings per Share (EPS):

Net Profit / (loss) after tax for the year (₹)	10,23,61,290	12,93,43,507
Weighted average number of equity shares outstanding during the period (Nominal value of ₹10 each)	10,000	10,000
Basic / Diluted Earnings per share (₹)	10,236.13	12,934.35

23 During the previous years, the investment received from the Estate of Shri Hari Shankar Singhania as per his WILL have been recorded at market value of quoted investments and at book value of unquoted investments and to that extent Capital Reserve was created. As and when the shares sold, the capital reserve will be reduced by the book value of share and General Reserve will increase, the difference between sale value and book value will be shown as profit in statement of Profit & Loss.

24 During the previous year the company became a Non Deposit taking Systemically Important Core Investment Company , as defined in the Core Investment Companies (Reserve Bank) Directions, 2011. Accordingly, during the current year , the Company has applied for Certificate of Registration under Section 45-IA of the Reserve Bank of India Act, 1934, for which approval is still pending.



25 Consolidate Net Assets and Share in Consolidated Profit & Loss:

S. No.	Name of the entity	Net Assets (i.e. total assets minus total Liabilities)		Share in Profit or loss	
		As % of Consolidated Net assets	Amount (₹)	As % of Consolidated Profit or Loss	Amount (₹)
A	Parent				
1	Hari Shankar Singhania Holdings Pvt. Ltd.	104.48	1,99,36,38,818	141.55	14,48,91,429
B	Subsidiary				
1	HSS Stock Holding Pvt. Ltd.	(0.00)	(52,451)	(0.01)	(7,980)
2	Florence Investech Ltd.	90.54	1,72,76,06,000	131.90	13,50,15,000
3	Minority Interest	(24.09)	(45,96,68,710)	(37.91)	(3,88,06,185)
	Total B	66.44	1,26,78,84,839	93.98	9,62,00,835
	Total (A + B)	170.92	3,26,15,23,657	235.53	24,10,92,264
C	Associates (Investment as per Equity Method)				
1	JK Agri Genetics Limited	12.13	23,14,24,856	38.35	3,92,54,000
2	CliniRx Research Pvt Ltd	(1.68)	(3,20,62,454)	(29.32)	(3,00,09,435)
	Total C	10.45	19,93,62,402	9.03	92,44,565
D	Elimination	(81.37)	(1,55,27,10,932)	(144.56)	(14,79,75,540)
	Total (A + B + C + D)	100.00	1,90,81,75,127	100.00	10,23,61,289

26 Previous year figures have been reclassified/ re-casted suitably wherever considered necessary.

As per our report of even date

For S.B.G. & Co.

Chartered Accountants

Firm Registration No. 001818N

(Suresh Kumar)



Partner

Membership No.72921

Place : New Delhi

Date : 29th June 2018

Directors

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED
Statement of Consolidated Cash Flow for the year ended 31 March 2018

Amount in ₹

S.No	Particulars	2017-18	2016-17
A.	Cash Flow from operating Activities		
	Net Profit (loss) before Tax and Prior period income / (expense)	13,93,56,425	13,20,35,807
	ADJUSTMENT FOR:-		
	Add: Depreciation & Amortisation	3,000	4,000
	: Finance Cost	1,76,35,617	47,73,973
	Less: Profit on Sale of Investments	(13,70,72,190)	(3,68,87,201)
	: Interest received	(1,28,68,336)	(1,94,65,849)
	: Dividend received	(16,05,57,610)	(10,05,10,562)
		(15,35,03,094)	(2,00,49,832)
	<u>Changes in Working Capital</u>		
	(Increase) / Decrease in Trade & Other Receivables	1,04,51,757	(79,55,997)
	Increase / (Decrease) in Trade & Other Payables	6,71,575	7,10,612
	Net Increase / Decrease in Working Capital	1,11,23,332	(72,45,385)
	Less : Exceptional Item	-	-
	Net Taxes Paid	(80,90,062)	(1,08,77,053)
	Less : Exceptional Item	-	-
	Net Cash flow from Operating activities	(15,04,69,824)	(3,81,72,270)
B.	Cash flow from Investing activities		
	Issue of Preference Shares	1,60,00,00,000	-
	Purchase of Investment	(67,74,40,000)	(2,29,16,03,206)
	Sale of Investment	78,18,82,845	60,33,93,968
	Sale of Assets	7,000	-
	Dividend received	28,26,64,610	10,04,98,575
	Interest received	85,64,336	1,94,65,849
	ICD given	(3,00,00,000)	(1,00,00,000)
	Net Cash flow from Investing activities	1,96,56,78,791	(1,57,82,44,814)
C.	Cash flow from Financing activities		
	Increase / (Decrease) in Short Term Borrowings (net)	(1,60,00,00,000)	1,60,00,00,000
	Dividend paid on Cumulative Redeemable Preference Shares	(1,43,04,110)	-
	Interim Dividend paid on Equity Shares	(10,00,00,000)	-
	Dividend & Corporate Dividend Tax Paid	(9,24,23,460)	(59,98,013)
	Financial Charges	(1,76,35,617)	(47,73,973)
	Increase / (Decrease) in Long Term Borrowings (net)	-	-
	Net Cash flow form Financing activities	(1,82,43,63,187)	1,58,92,28,014
	NET INCREASE IN CASH & CASH EQUIVALENTS	(91,54,221)	(2,71,89,070)
	CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	1,25,87,119	3,97,76,189
	CASH & CASH EQUIVALENTS AT THE END OF THE PERIOD	34,32,898	1,25,87,119
	<u>Notes to the cash flow statement</u>		
	Cash & Cash Equivalents consist of the following :		
	Cash on hand	3,718	5,992
	Investment in Fixed Deposit	7,00,000	82,00,000
	Balances with Scheduled Bank	13,40,364	41,10,127
	On Dividend Account	12,84,816	1,67,000
	On Fractional Account	1,04,000	1,04,000
		34,32,898	1,25,87,119

As per our report attached

For S.B.G. & Co.
Chartered Accountants
Firm registration number: 001818N

(Suresh Kumar)
Partner
Membership no: 72921



Place: New Delhi
Date : 29th June 2018

[Signature]
[Signature]
Directors

Form AOC-I

HARI SHANKAR SINGHANIA HOLDINGS PRIVATE LIMITED

Financial Information of Subsidiaries and Associate Companies

(Pursuant to first proviso to sub section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

Sl. No.	Name of Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting Currency	Closing Exchange Rate	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Investments/ Stock-in-Trade	Turnover	Profit / (Loss) before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of Share holding
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
1	HSS Stock Holding Private Ltd.	N.A.	INR	N.A.	10,00,000	(10,52,451)	51,089	51,089	Nil	Nil	(7,980)	Nil	(7,980)	Nil	99.99%
2	Florence Investech Ltd.	N.A.	INR	N.A.	3,32,89,440	1,69,43,17,000	1,73,10,94,000	1,73,10,94,000	1,62,58,09,000	14,52,53,000	14,11,52,000	81,37,000	14,97,73,000	Nil	74.09%

Notes

1. Name of subsidiaries which are yet to commence operation - N.A.
2. Names of Subsidiaries which have been liquidated or sold during the year - N.A.

Part "B": Associates

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associates

Sl. No.	Name of Subsidiary	JK Agri Genetics Limited	CliniRx Research Pvt. Ltd.
1	Latest Audited Balance Sheet Date	31.03.2018	31.03.2018
2	Share of Associates held by the Company on the year end		
i)	No. of shares	15,11,986	44,99,998 #
ii)	Amount of Investment in Associates	21,16,02,080	5,08,71,434
iii)	Extent of Holding (%)	41.95%	46.51%
3	Description of how there is significant influence	Holding > 20%	Holding > 20%
4	Reason why the Associate is not consolidated		
5	Networth attributable to shareholding as per latest audited Balance Sheet	36,23,45,000	-
6	Profit/ Loss for the year	3,92,54,000	(3,56,62,000)
i)	Considered in consolidation		
ii)	Not Considered in Consolidation	5,43,20,000	(22,17,28,000)

1. Associates which are yet to commence operation - N.A.

Includes 10,00,000 nos. fully paid up 8% & Optionally Convertible Redeemable Preference Shares and 5,00,000 nos. fully paid up 8% Optionally Convertible Cumulative Redeemable Preference Shares of ₹ 150,00,000/-.

Place : New Delhi
Date : 29th June 2018



Directors

De
Vinod Kumar
(Signature)