



# 42<sup>ND</sup>

# ANNUAL REPORT

**NARENDRA INVESTMENTS  
(DELHI) LIMITED**

# OUR SUBSIDIARIES

## FUDKOR INDIA PVT. LTD. Manufacturer & Licensee of



- *Pickles* • *Masalas*
- *Ready to Cook* • *Chutneys*

**Vegico**  
**tree**

— Good Food. Good Living —

**VEGICO FOODS PVT. LTD.**



- *Instant Mix* • *Masalas*



Make all **International dishes** in Jain  
with **Jainisha Sauces**.



## **Board of Directors:**

Laxmikant Kabra-	Chairman
Bhavesh Dhirajlal Tanna-	Non-Independent -Executive Director
Archana Dakhale-	Independent Director
Mandar Kamalakar Patil-	Independent Director

## **Company Secretary:**

Chintan Doshi (Company Secretary & Compliance officer)

## **Bankers:**

Axis Bank, Hariniwas Circle, Thane (West)

## **Statutory Auditors:**

Shah & Kathariya, Chartered Accountants (Mumbai)

## **Registered office:**

1, Matru Chhaya, M. Karve Road, Opp. Dr. Bedekar Hospital,  
Naupada, Thane (West)-400602

## **Registrar & Share Transfer Agents:**

M/s. Bigshare Services Pvt. Ltd.  
1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri (East), Mumbai, Maharashtra-400059

## **Subsidiary Companies**

1. Fudkor India Private Limited
2. Vegico Foods Private Limited

# Contents

1. Notice of Annual General Meeting	3
2. Directors' Report	6
3. Secretarial Audit Report	15
4. Corporate Governance Report	18
5. Management Discussion and Analysis	23
<b>STANDALONE FINANCIAL STATEMENTS</b>	
6. Independent Auditors Report	24
7. Balance Sheet	30
8. Statement of Profit and Loss	31
9. Statement of Cash Flows	32
10. Statement of Changes in Equity	33
11. Notes	33
<b>CONSOLIDATED FINANCIAL STATEMENTS</b>	
12. Independent Auditors Report	44
13. Consolidated Balance Sheet	48
14. Statement of Consolidated Profit and Loss	49
15. Statement of consolidated Cash Flows	50
16. Consolidated Statement of Changes in Equity	51
17. Notes	51

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 42<sup>nd</sup> Annual General Meeting of Narendra Investment (Delhi) Limited will be held on Monday, the 30<sup>th</sup> day of September, 2019 at 4.00 P.M. at 1, Matru Chhaya, M Karve Road, Opp. Dr. Bedekar Hospital, Naupada, Thane West – 400602 to transact the Following businesses:

Ordinary Business:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 including the Audited Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss and cash flow for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of **Bhavesh Dhirajlal Tanna** (holding DIN 03353445) who retires by rotation and being eligible offers himself for reappointment.

**By Order of the Board of Directors  
For Narendra Investments (Delhi) Limited**

**Place: Thane  
Date: 12<sup>th</sup> August, 2019**

**Chintan Doshi  
Company Secretary**

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The Instrument appointing proxy should, however be deposited at the registered office of the company not less than forty-eight hours before the commencement of 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 carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. Members/proxies are requested to bring duly filled attendance slips and Ballot form along with their copy of annual report sent herewith to attend the meeting.
4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the Entrance Pass and Ballot Form for attending the meeting.
5. In case of joint holders attending meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Company's Registrar & Transfer Agent for its Share Registry Work (Physical and Electronic) are Bigshare Services Private Limited having their office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400059
7. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, 25<sup>th</sup> September, 2019 to Monday, 30<sup>th</sup> September, 2019 (both days inclusive).
8. Members/Proxies are requested to bring their attendance slips and copy of Annual Report to the Meeting.
9. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Secretary of the Company at least 10 days before the date of the Meeting so that information required may be made available at the Meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.



11. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form SH-13 duly filled in to Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited at their above mentioned address. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
12. For receiving all shareholder communications faster, including annual reports, the shareholders are requested to kindly register/ update their e-mail address with their respective Depository Participant, where shares are held in electronic mode. If, however, shares are held in physical form, shareholders are advised to register their e-mail address with Company's Registrar and Share Transfer Agent Bigshare Services Private Limited.
13. Members are requested to:
  - a) Intimate to the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited at their above-mentioned address, changes, if any, in their registered addresses at an early date, in case of shares held in physical form.
  - b) Intimate directly to the respective Depository Participant, changes, if any, in their registered addresses, nomination, power of attorney etc., at an early date, in case of shares are held in dematerialized form. The Company will not take cognizance of any such requests directly from shareholders.
  - c) Quote their folio numbers / Client ID / DP ID in all correspondence.
  - d) Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names.
  - e) Initiate the process to dematerialize their shares if the same are held in physical mode.
14. Voting through electronic means
  - I) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote at the 42<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL). The shareholders may cast their vote using an electronic voting system from a place other than the venue of the meeting ("Remote e-voting").

The instructions for remote e-voting are as under:

In case a Member receives an email from CDSL [for members whose email IDs are registered with the Company/ Depository Participant(s)]:

- i) Open email and open attached PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - ii) Open the internet browser by typing the URL: [www.evotingindia.com](http://www.evotingindia.com)
  - iii) Click on Shareholder - Login
  - iv) If you are already registered with CDSL for e-voting then you can use your existing user ID and password.
  - v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
  - vi) Password change menu will appear on your screen. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vii) Once the e-voting home page opens, click on e-Voting> Active Voting Cycles.
  - viii) Select "EVEN" (E-Voting Event Number) of Narendra Investments Delhi Limited. Now you are ready for e-voting as Cast Vote page opens.
  - ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [cs.shravangupta@gmail.com](mailto:cs.shravangupta@gmail.com).
- II) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads Section of [www.evotingindia.com](http://www.evotingindia.com) or call on toll free number 1800-222-990.
  - III) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- IV) The remote e-voting period commences on 27<sup>th</sup> September 2019 (9:00 am) and ends on 29<sup>th</sup> September 2019 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date, the 23<sup>rd</sup> September 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently or cast the vote again. The shareholders who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - V) The facility for voting through ballot will also be made available at the AGM and shareholders attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM.
  - VI) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, the 23<sup>rd</sup> September 2019.
  - VII) Any person, who acquires shares of the Company and become shareholder of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23<sup>rd</sup> September, 2019, may obtain the Login ID and password by sending a request at [www.evotingindia.com](http://www.evotingindia.com) or Registrar and Share Transfer Agent of the Company. If the shareholder is already registered with CDSL for remote e-voting then he can use his existing User ID and password for casting the vote through remote e-voting.
  - VIII) Mr. Shravan Gupta, Practicing Company Secretary (Membership No. 27484) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
  - IX) The Scrutinizer shall immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
  - X) As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of e-voting are to be communicated to the BSE Limited, where the equity shares of the Company are listed, within 48 hours of the conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.narendrainvestment.com> and on the website of CDSL.
  - XI) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30<sup>th</sup> September 2019.
15. The route map of the venue of the Meeting is attached to the Notice.

**DIRECTOR'S REPORT**

To,  
The Members,

**Narendra Investments (Delhi) Limited,**

Your Directors have pleasure in presenting the 42<sup>nd</sup> Annual Report together with the audited statement of accounts for the year ended 31st March, 2019.

**1. Financial Results**

**(Amount In Rupees)**

Particulars	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Profit before Interest, Depreciation and Tax	19,27,286	32,91,109	(65,27,724)	41,22,462
Finance Cost	3,17,087	4,56,959	17,38,648	8,49,026
Depreciation and Amortisation	6,16,284	6,16,284	17,11,748	8,15,189
Profit / (Loss) Before Tax	9,93,915	22,17,866	(99,78,119)	24,58,247
Provision for taxation	2,70,449	3,90,538	(21,34,889)	4,52,232
Profit / (Loss) After Tax	7,23,466	18,27,328	(78,43,231)	20,06,015
Other Comprehensive Income	(19,33,600)	13,89,527	(19,33,600)	13,89,527
Total Comprehensive Profit for year	(12,10,133)	32,16,855	(97,76,830)	33,95,542
Total Comprehensive Profit for year attributable to Non-Controlling Interest	-	-	(33,97,853)	42,822
Earnings per Share (Basic & Diluted)	0.19	0.59	(1.16)	0.63

**2. OPERATIONS:**

The Standalone Operating Income of the Company is derived from a mix of sale of shares, dividend, interest income advisory income and other income. The Profit after Tax of the Company from standalone business for the year ended 31<sup>st</sup> March 2019 is ₹7,23,466/- as against ₹18,27,328/- for the previous year. The Consolidated Loss for year ended 31<sup>st</sup> March, 2019 is ₹78,43,230/- as against profit of ₹20,06,015 for year ended 31<sup>st</sup> March, 2018. The Company has made substantial investments during the year for expanding its operation in Indian as well as Overseas market which is the main reason for fall in profit. The management is hopeful of achieving better returns on these investments in near future.

**3. DIVIDEND:**

In order to conserve the resources and need of the funds for expansion and working capital requirement for its key subsidiary company i.e. Fudkor India Pvt. Ltd., management has decided not to distribute any dividend and plough back the profits in the business.

**4. SHARE CAPITAL:**

The paid-up equity share capital as on 31<sup>st</sup> March 2019 was ₹3,82,00,000/- divided into 38,20,000 equity share of ₹10/- each. During the year under review the company has not made any fresh issue of shares.

**5. TRANSFER OF UNPAID/UNCLAIMED DIVIDEND:**

The Company does not have any amount of Unpaid/Unclaimed Dividend which is required to be transferred to the Investors Education & Protection fund as required under Section of the Companies Act. There is no other statutory amount like outstanding unpaid Refund Amount on Share Applications, unpaid interests or principal of Deposits and Debentures, etc. lying with the company which are required to be transferred to Investors Education and Protection Fund.

**6. TARNSEFER TO RESERVES**

The company does not propose to be transferred out of the current profits to General Reserve.

**7. CHANGE IN BUSINESS NATURE**

There has been no change in the Nature of Business of the company during the year

**8. FIXED DEPOSITS:**

The company has not accepted the fixed deposits during the year under report.

**9. COMPLIANCE WITH THE LISTING AGREEMENT:**

Company's shares are listed on BSE Ltd. w.e.f. 13<sup>th</sup> December' 2016 and Company has complied with the mandatory provisions of Corporate Governance as stipulated in the Listing Agreement with the Stock Exchange.



## 10. CONSOLIDATED FINANCIAL STATEMENTS:

The Consolidated Financial Statements of the Company prepared in accordance with IND AS 103 issued by the Institute of Chartered Accountants of India, form part of the Annual Report. The annual accounts of the subsidiary company and related detailed information are available on the website of the Company and are kept at the Registered Office of the Company and its subsidiary company and will be available to investors seeking information at any time. The consolidated financial results reflect the operations of Fudkor India Private Limited and Vegico Foods Private Limited (Subsidiaries).

### Subsidiary Company

Fudkor India Private Limited (51%) and Vegico Foods Private Limited (100%) are subsidiaries of the company. Both of the subsidiaries are engaged in business of manufacturing and trading of Food Products like Spices, Pickles, Ready to make foods, etc. Detailed information regarding these subsidiaries can be found on their respective websites.

### Joint Venture Company/Associates

The Company has no Joint Venture Company/Associates as on date of this Balance Sheet.

## 11. SIGNIFICANT OR MATERIAL ORDER PASSED BY REGULATORS/COURTS

During the year under review, there were no significant or material orders passed by the regulators or court or tribunals impacting the going concern status and Company Operations in future.

## 12. MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments, affecting financial position of the Company which has occurred between the end of the financial year of the Company i.e. March 31, 2019 and the date of the director report.

## 13. CORPORATE SOCIAL RESPONSIBILITY

With the enactment of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 read with various clarifications issued by the Ministry of Corporate Affairs, every Company having the net worth of ₹500 crores or more or turnover of ₹1000 crores or more net profit of ₹5 crores during any financial year have to spend at least 2% of the average net profit of the Company made during the three immediately preceding financial years. Accordingly, the provision of CSR activities under Companies Act, 2013 do not apply to company.

## 14. CORPORATE GOVERNANCE:

As required by the existing Regulation 34(3) of the Listing Regulation, a detailed report on Corporate Governance is included in the Annual Report. The Auditors have certified the Company's compliance of the requirements of Corporate Governance in terms of Regulation 34(3) of the Listing Regulation and the same is annexed to the Report on Corporate Governance.

## 15. RELATED PARTY TRANSACTION

All related party transactions that were entered into during the financial year were on an arm's length basis and in the ordinary course of business. All the related party transactions are pre-approved by the Audit Committee. In view of this, disclosure in form AOC-2 has not been provided as the same is not applicable to the Company. There were no materially significant Related Party Transactions made by the Company with Promoters, Directors and Key Managerial Personnel which may have a potential conflict with the interest of the Company at large.

## 16. DISCLOSURE OF INFORMATION AS REQUIRED UNDER SECTION 134 (3)(M) OF THE COMPANIES ACT, 2013(ACT) READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014

### i) CONVERSION OF ENERGY

The Additional information required under the Act relating to conservation of energy is not applicable to company.

### ii) TECHNOLOGY ABSORPTION

The Additional information required under the Act relating to technology absorption is not applicable to company.

### iii) FOREIGN EXCHANGE TECHNOLOGY ABSORPTION

The company has no foreign exchange earnings or outgoes during the year under review.

## 17. AUDITORS:

### **Statutory Auditors**

M/s SHAH & KATHARIYA, Chartered Accountants, hold office till the conclusion of the ensuing Annual General Meeting (AGM) subject to ratification of their appointment by the Members at every AGM held after the ensuing AGM.

The Audit Report issued by the Auditors of the Company forms part of the Annual Report and does not contain any qualification, reservation or adverse remarks.

## **Internal Auditors**

Pursuant to the provision of Section 138 of the Companies Act, 2013 and the Companies (Accountants) Rules, 2014, the company has adequate internal audit system.

## **Secretarial Audit**

Pursuant to the provision of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed **M/s Shrvan A. Gupta & Associates**, Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as “**Annexure B**”.

## **18. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company maintains adequate internal control systems, which provide, amongst other things, adequate support to all its operations and effectively handle the demands of the Company’s financial management systems.

The Company has in place effective systems safeguarding the assets and interest of the Company and ensuring compliance with law and regulations. The Company’s internal control systems are supplemented by an extensive program of internal audit conducted by an external auditor to ensure adequate system of internal control.

## **19. DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to the provisions of Section 134 (5) of Companies Act, 2013, as amended, with respect to the Directors’ Responsibility Statement, it is hereby confirmed that:

- i. In the preparation of the accounts for the financial year ended 31st March 2019, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the profit and loss of the Company for the year ended 31st March, 2019;
- iii. The Directors have taken proper and enough care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors have prepared the annual accounts for the financial year ended 31st March, 2019 on a going concern basis.
- v. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **20. DIRECTORS:**

There is no change in the directorship of the company.

## **21. INDEPENDENT DIRECTORS DECLARATION:**

The Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

## **22. BOARD EVALUATION**

The Board of Directors has carried out an annual evaluation of its own performance, board committee and individual directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The performance of committee was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.

The Board subsequently evaluated its own performance, the working of its Committees (Audit, Nomination and Remuneration and Stakeholders Relationship Committee) and independent Directors (without participation of the relevant Director). The criteria for performance evaluation have been detailed in the Corporate Governance Report attached to this report.

## **23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY**

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The details of the investments made by company are given in the notes to the financial statements.

## **24. PARTICULARS OF THE EMPLOYEES:**

The information as per Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Report. However, as per the provisions of Section 136 of the Companies Act, 2013, the report and accounts are being sent to the Members and others entitled thereto, excluding the information on employees’ particulars which is available for inspection by the Members at the

Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

**25. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:**

Your Company strongly believes in providing a safe and harassment free workplace for each and every individual working for the Company through various interventions and practices. It is the continuous endeavor of the Management of the Company to create and provide an environment to all its employees that is free from discrimination and harassment including sexual harassment. The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. The Company arranged various interactive awareness workshops in this regard for the employees in the Corporate Office during the financial year. During the financial year ended March 31, 2019, no complaint pertaining to sexual harassment was received by the Company

**26. SHARE TRANSFER SYSTEM:**

Presently the Share Transfer documents received by the Company's Registrar and Transfer Agents in physical form are processed, approved and dispatched within a period of 5 to 15 days from the date of receipt, provided the documents received are complete and the shares under transfer are not under dispute.

**ISIN NO:**

The Company's Demat International Security Identification Number (ISIN) for its equity shares in NSDL and CDSL is INE666Q01016.

**ACKNOWLEDGEMENT:**

The Directors wish to thank and deeply acknowledge the cooperation and assistance received from the Bankers, Suppliers and shareholders. The Director also wishes to place on record their appreciation of the devoted services of employees of the company.

**ANNEXURE A TO THE DIRECTORS' REPORT**  
**Form AOC 1**

**Statement containing salient features of the financial statement of subsidiaries**

	<b>Particulars</b>	<b>Fudkor India Private Limited</b>	<b>Vegico Foods Private Limited</b>
1.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A	N.A
2.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A	N.A
3.	Date of acquiring subsidiary	01/01/2018	01/01/2018
4.	Share capital	5,00,000	1,00,000
5.	Reserves & surplus	(29,27,774)	(24,62,727)
6.	Total assets	4,67,73,829	1,12,42,104
7.	Total Liabilities	4,92,01,603	1,36,04,832
8.	Investments	-	-
9.	Turnover	3,50,02,695	79,31,726
10.	Profit before taxation	(87,90,900)	(21,81,135)
11.	Provision for taxation	18,56,506	5,48,831
12.	Profit after taxation	(69,34,394)	(16,32,303)
13.	% of shareholding	51	99.99

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

**Laxmikant Kabra**

**Director**

**DIN: 00061346**

**Date: 29<sup>th</sup>May, 2019**

**Place: Thane**

**ANNEXURE “A” TO THE DIRECTORS' REPORT**

FORM MGT 9 - EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH 2019

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

**1. REGISTRATION AND OTHER DETAILS**

CIN	L65993MH1977PLC258134
Registration Date	07 <sup>th</sup> January 1977
Name of Company	NARENDRA INVESTMENTS (DELHI) LIMITED
Category/Sub-category of the Company	Company having Share Capital
Address of the Registered office & contact details	1, Matru Chhaya, Ground floor, Opp. Dr. Bedekar Hospital, M. Karve road, Naupada Thane – 400602, Maharashtra India Tel: 022-25390009 Email id: narendrainvestmentdelhi@gmail.com Website: www. narendrainvestment.com
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any	M/s. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra, 400059

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

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
01	Investment and advisory services	6430	100

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

Sr. No.	Name of the Company	CIN/GLN	% of Holding
01	Fudkor India Private Limited	U51220MH2004PTC145915	51
02	Vegico Foods Private Limited	U15549MH2011PTC224807	100

4. SHARE HOLDING PATTERN (Equity Share Capital breakup as percentage of total equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change During the Year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1,59,140	-	1,59,140	4.17	1,59,140	-	1,59,140	4.17	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	1,00,000	-	1,00,000	2.62	1,00,000	-	1,00,000	2.62	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)</b>	<b>2,59,140</b>	<b>-</b>	<b>2,59,140</b>	<b>6.78</b>	<b>2,59,140</b>	<b>-</b>	<b>2,59,140</b>	<b>6.78</b>	<b>-</b>
(2) Foreign									
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
2. Non-Institutions									
a) Bodies Corporate	5,42,298	-	5,42,298	14.20	4,44,479	-	4,44,479	11.64	<b>(2.56)</b>
b) Individuals									
i) Individual shareholders holding nominal share capital up to ₹2 lakh	3,27,452	87,400	4,14,852	10.86	3,41,259	73,200	4,14,459	10.85	<b>(0.01)</b>
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	26,03,710	-	26,03,710	68.16	27,01,922	-	27,01,922	70.73	<b>2.57</b>
c) Others (specify)	-	-	-	-	-	-	-	-	-
Directors									
Non-Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Individuals – HUF	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2): -</b>	<b>34,73,460</b>	<b>87,400</b>	<b>35,60,860</b>	<b>93.22</b>	<b>34,87,660</b>	<b>73,200</b>	<b>35,60,860</b>	<b>93.22</b>	<b>-</b>
<b>Total Public Shareholding (B)=(B) (1) + (B)(2)</b>	<b>34,73,460</b>	<b>87,400</b>	<b>35,60,860</b>	<b>93.22</b>	<b>34,87,660</b>	<b>73,200</b>	<b>35,60,860</b>	<b>93.22</b>	<b>-</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>37,32,600</b>	<b>87,400</b>	<b>38,20,000</b>	<b>100</b>	<b>37,46,800</b>	<b>73,200</b>	<b>38,20,000</b>	<b>100</b>	<b>-</b>



**ii) Shareholding of Promoters (including Promoters Group)**

Sr	Shareholder's Name	Shareholding at the beginning of the year (01/04/2018)			Shareholding at the end of the year (31/03/2019)			% 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	Laxmikant Ramprasad Kabra	20,000	0.52	-	20,000	0.52	-	-
2	Bhaves Dhirajlal Tanna	99,140	2.60	-	99,140	2.60	-	-
3	Gaurav Ranjitsingh Chavda	20,000	0.52	-	20,000	0.52	-	-
4	Murlidhar Mohanlal Lakhiani	20,000	0.52	-	20,000	0.52	-	-
5	Lenus Finvest Private Limited	1,00,000	2.62	-	1,00,000	2.62	-	-

**iii) Change in Promoters' Shareholding (including Promoters Group)**

Sr	Name of the Promoter	Shareholding at the beginning of the year 1 <sup>st</sup> April 2018		Reason	Increase/ Decrease in Shareholding		Cumulative Shareholding during the year	
		No. of Shares	% of total shares		No. of Shares	% of total shares	No. of Shares	% of total shares
-	-	-	-	-	-	-	-	-

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

Sr	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01/04/2018)		Cumulative Shareholding during the year (31/03/2019)	
		No. of Shares	% of total share of the Company	No. of Shares	% of total share of the Company
1	Sunil Kanaiyalal P agrani	4,38,000	11.47	4,38,000	11.47
2	Finsage Capital Services Pvt Ltd	4,30,000	11.26	4,30,000	11.26
3	Devrath Bakebihari Choursiya	4,00,000	10.47	4,00,000	10.47
4	Sushant Balakrishna Ranpise	1,50,000	3.93	1,50,000	3.93
5	Vinod Kantilal Rathod	1,50,000	3.93	1,50,000	3.93
6	Yogesh Harish Pandya	1,50,000	3.93	1,50,000	3.93
7	Bhavikaben B Patel	1,25,000	3.27	1,25,000	3.27
8	Akshay Dharendra Singh	1,20,000	3.14	1,20,000	3.14
9	Ganesh Sampat Maskar	1,00,000	2.62	1,00,000	2.62
10	Suresh Jivraj Kataria	1,00,000	2.62	1,00,000	2.62
11	Saima Jaid Kojar	1,00,000	2.62	1,00,000	2.62
12	Roshna Suresh Kataria	1,00,000	2.62	1,00,000	2.62

**v) INDEBTEDNESS**

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

Particular	Secured Loans	Unsecured Loans	Total
<b>Indebtedness at the beginning of the financial Year</b>			
i. Principal Amount	36,58,268	-	36,58,268
ii. Interest due but not paid	-	-	-
iii. Interest accrued but not due	-	-	-
<b>Total (i+ii+iii)</b>	<b>36,58,268</b>	<b>-</b>	<b>36,58,268</b>
<b>Change in Indebtedness during the financial year</b>			
Addition	-	-	-
Reduction	5,14,933	-	5,14,933
<b>Net Change</b>	<b>5,14,933</b>	<b>-</b>	<b>5,14,933</b>
<b>Indebtedness at the End of the financial Year</b>			
iv. Principal Amount	31,43,335	-	31,43,335
v. Interest due but not paid	-	-	-
vi. Interest accrued but not due	-	-	-
<b>Total (iv+v+vi)</b>	<b>31,43,335</b>	<b>-</b>	<b>31,43,335</b>

**vi) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

- A. Remuneration to Managing Director, Whole-Time Director and/or Manager:  
The company has not paid any remuneration to Managing Director, Whole-Time Director and/or Manager.
- B. Remuneration to Other Director:  
The company has not paid any remuneration to Other Director.
- C. Remuneration to Key Managerial Personal other than MD/Manager/WTD:  
The company has not paid any remuneration to Key Managerial Personal other than MD/Manager/WTD.

**vii) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no penalties, punishments, compounding of offences for the year ending March 31, 2019.

## Form No. MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2019

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

To  
The Members  
**M/s. NARENDRA INVESTMENTS (DELHI) LIMITED**  
**CIN: L65993MH1977PLC258134**  
1, MATRU CHHAYA, GROUND FLOOR, OPP DR.  
BEDEKAR HOSPITAL, MAHARSHI KARVE ROAD,  
NAUPADA THANE 400602

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

Based on my/our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31st March 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act 2013 and the Rules made thereunder;
- (ii) The Depositories Act, 1996 and the Regulations and Byelaws framed there under;
- (iii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made there under;
- (iv) Foreign Exchange Management Act, 1999 and the applicable rules and regulations made there under; - ***Not Applicable as there was no Foreign Direct Investment, Overseas Direct Investment or External Commercial Borrowing During the Period under review***
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’);
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; ***Not Applicable during the period under Review***
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading Regulations) 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; ***Not Applicable during the period under Review***
  - (d) The Securities and Exchange Board of India (Share based Employee Benefit) Regulation, 2014; ***Not Applicable during the period under Review***
  - (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- ***Not Applicable during the period under Review***
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - ***Not Applicable during the period under Review***
- (vi) The other laws as are applicable specifically to the Company are compiled during the period under review.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India-
- (ii) The Listing Agreement entered into by the Company with BSE Ltd

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

**I further report that, during the year under review:**

The status of the Company during the financial year has been that of a UNLISTED COMPANY.

The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that does not took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

**I further report that** during the Audit period the company has had the following specific events/actions having a major bearing on the company's affairs in pursuance of above referred laws, rules, regulations, guidelines, standards etc., and the same being in the nature of Price Sensitive Information has been intimated to the Stock Exchange:

**Shravan A. Gupta & Associates  
Company Secretary**

**Shravan A. Gupta  
Membership No.: 27484  
Certificate of practice No.: 9990**

**Place: Mumbai  
Date: 29<sup>th</sup>May, 2019**

**‘Annexure A’**

**To,  
The Members,  
M/s. Narendra Investments (Delhi) Limited,  
1, Matru Chhaya, Ground Floor,  
Opp Dr. Bedekar Hospital,  
Maharshi Karve Road, Naupada  
Thane-400602.**

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

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

**Shravan A. Gupta & Associates  
Company Secretary**

**Place: Mumbai  
Date: 29<sup>th</sup>May, 2019**

**Shravan A. Gupta  
Membership No.: 27484  
Certificate of practice No.: 9990**

**Report on Corporate Governance**

The Company is in compliance with the requirements stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) with regard to corporate governance.

**I. Company’s Philosophy on Code of Governance**

The Company’s philosophy on corporate governance envisages the attainment of the highest level of transparency, accountability and equity, in all facets of its operations, and in all its interactions with its stakeholders, including shareholders, employees, the government and lenders.

**II. Board of Directors**

**a) Size and Composition of the Board:**

As on 31st March 2019, the Board of Directors of the Company comprised Four (4) members, of whom Two (2) Non-executives and Non-Independent Director and other two (2) are Independent Director. In accordance with the provisions of the Companies Act, 2013, Mr. Bhavesh Tanna, retires by rotation and is eligible for re-appointment. Pursuant to Clause 49 of the Listing Agreement, profile of Director seeking re-appointment, has been given along with the Notice of the Annual General Meeting. None of the Directors is related to one another.

**b) Board Meetings:**

4 Board/Committee Meetings were held at Mumbai during the year under review comprising 4 Board Meetings and 4 meetings of various Committees. The Board Meetings were held on, **11<sup>th</sup> May 2018, 08<sup>th</sup> August 2018, 02<sup>nd</sup> November 2018, 11<sup>th</sup> January 2019**. The category of each Director, together with his attendance at Board Meetings, the number of his Directorships and memberships of the SEBI-designated Board Committees of other companies as well as his holding in the Company, as on 31<sup>st</sup>March, 2019 are given below:

All the Directors had attended the last Annual General Meeting held on 29<sup>th</sup> September 2018.

Name of Director	Category of Director	Board Meetings attended during 2018-19	No. of Directorships of other Indian Companies as on 31 <sup>st</sup> March 2019 (Including this company)	Membership of Mandatory Committee of other companies as on 31 <sup>st</sup> March 2019		No. of ordinary shares held as on 31 <sup>st</sup> March 2019
				Chairman	Member	
Laxmikant Kabra	Chairman	4	9	2	3	20,000
Bhavesh Tanna	Executive & Non-Independent	4	1	NIL	1	99,140
Mandar Patil	Non-Executive & Independent	4	1	1	NIL	-
Archana Dakhale	Non-Executive & Independent	4	4	2	3	-

**Management & Function of the Board:**

The day-to-day management of the Company is conducted by the Chairman & Managing Director in consultation with the Board of Directors. The required information as enumerated in Annexure I to Clause 49 of the Listing Agreement is made available to the Board of Directors for discussions and consideration at Board Meetings.

**III. COMMITTEES OF THE BOARD**

Currently the Boards have three committees viz:

**a) Audit Committee**

**Composition:**

The Audit Committee has been constituted in conformity with the requirements of Section – 177 of the Companies Act, 2013 together with Regulation 18of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

At present the Audit Committee comprises of 1 Non-Independent director and 2 Independent Directors. All the members are financially literate and have adequate accounting knowledge. The Audit Committee met four times during the financial year Details of the composition, number of meetings held during the year and attendance thereat are as under:



Sr. No.	Name of the Director	Designation	Meetings Attended	Category
1	Mandar Patil	Chairman	4	Non-Executive Independent Director
2	Archana Dakhale	Member	4	Non-Executive Independent Director
3	Bhavesh Tanna	Member	4	Executive Non-Independent Director

Minutes of meetings of the Audit Committee are circulated to members of the Committee and the Board is kept apprised.

Members of the Audit Committee have requisite financial and management expertise.

The Statutory Auditors are invited to attend and participate at meetings of the Committee.

**The scope of the Audit Committee includes:**

- a. Overview of the company’s financial reporting process and the disclosure of its financial Information to ensure that the financial statement is correct, sufficient and credible.
- b. Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- c. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on;
  - Matters required to be included in the Director’s Responsibilities Statement to be include in the board report in terms of clause (c) of sub-Section 3 of Section 134 of the Companies Act, 2013
    - Any changes in accounting policies and practices.
    - Major accounting entries based on exercise of judgment by management.
    - Qualifications in draft audit report.
    - Significant adjustments arising out of audit.
    - The going concern assumption.
    - Compliance with accounting standards.
    - Compliance with stock exchange and legal requirements concerning financial statements.
    - Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with interests of Company at large.
- d. Reviewing with management, external and internal auditors, the adequacy of internal control systems.
- e. Reviewing the periodical financial statements with management before submission to the board for their approval.
- f. Reviewing the adequacy of internal audit function, the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- g. Discussion with internal auditors any significant findings and follow up there on.
- h. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- i. Discussions with external auditors before the audit commence nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
- j. Reviewing the Company’s financial and risk management policies.
- k. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

**b) Stakeholders’ Relationship Committee**

The Stakeholder’s Relationship / shareholders Committee (SRC) is formed in accordance with Section 178 of the Act and Regulation 20 of the Listing Regulations. This committee looks into redressal of shareholder complaints regarding transfer of shares, non-receipt of Balance Sheet and non-receipt of declared dividends, as well as those required under Act and the Listing Regulations.

Composition of the SRC and details of meetings attended by the Directors during the year under review:

Sr. No.	Name of the Director	Designation	Meetings Attended	Category
1.	Mandar Patil	Chairman	4	Non-Executive Independent Director
2.	Archana Dakhale	Member	4	Non-Executive Independent Director

**c) Nomination & Remuneration Committee:**

During FY 2017–18, four Meetings of the Nomination and Remuneration Committee were held on **11<sup>th</sup> May 2018, 08<sup>th</sup> August 2018, 02<sup>nd</sup> November 2018 and 11<sup>th</sup> January 2019** respectively. The composition of the Nomination and Remuneration Committee and the attendance of the Members at its Meetings held during FY 2018-19, are given below:

Sr. No.	Name of the Director	Designation	Meetings Attended	Category
1.	Mandar Patil	Chairman	4	Non-Executive Independent Director
2.	ArchanaDakhale	Member	4	Non-Executive Independent Director

**IV. CODE OF CONDUCT FOR SENIOR MANAGEMENT**

The Company has adopted a Code of Conduct for Directors and Senior Management. It is the responsibility of all employees and Directors to familiarize themselves with the Code and comply with the same.

The Code includes provisions where the employees of the Company can voice their concerns on violation and potential violation of this Code in a responsible and effective manner.

All Board members and senior management personnel have confirmed compliance with the code. A declaration signed by the Managing Director is attached and forms part of the Annual Report of the company.

**V. GENERAL BODY MEETINGS**

**Location and time of Annual General Meetings and Extra Ordinary General Meeting held in last three years**

For the Year	Location	Date & Time	Special Resolution passed Yes or No
2017-18	1, Matru Chhaya, Maharshi Karve Road, Opp. Dr. Bedekar Hospital, Naupada, Thane (West) Maharashtra – 400 602	29 <sup>th</sup> September 2018, 04:00 PM	Yes
2016-17	1, Matru Chhaya, Maharshi Karve Road, Opp. Dr. Bedekar Hospital, Naupada, Thane (West) Maharashtra – 400 602	29 <sup>th</sup> September 2017, 11:30 AM	No
2016-17	1, Matru Chhaya, Maharshi Karve Road, Opp. Dr. Bedekar Hospital, Naupada, Thane (West) Maharashtra – 400 602	10 <sup>th</sup> February 2018, 12:00 PM	Yes
2015-16	1, Matru Chhaya, Maharshi Karve Road, Opp. Dr. Bedekar Hospital, Naupada, Thane (West) Maharashtra – 400 602	29 <sup>th</sup> September 2017, 11:30 AM	No

**VI. Means of communication**

The unaudited quarterly results and audited results for the year are published in one English newspaper and at least one vernacular newspaper shortly after its submission to the Stock Exchanges.

The Company’s website [www.narendrainvetment.com](http://www.narendrainvetment.com) contains relevant information including matters pertaining to investor relations, shareholder benefits, as well as quarterly/annual financial results.

**VII. SHAREHOLDERS INFORMATION**

**1. Annual General Meeting**

Date : 30<sup>th</sup> September 2019

Time : 04:00 PM

Venue : 1, Matru Chhaya, M. Karve Road, Opp. Dr. Bedekar Hospital, Naupada, Thane (West)-400602

**2. Financial Calendar (tentative)**

The financial year covers the period from 1<sup>st</sup> April to 31<sup>st</sup> March.

Calendar for the Board Meetings to be held to review / approve the financial results of the company for FY 2019-20 is given below:

Financial reporting for the quarter ending June 30, 2019	2nd week of August, 2019
Financial reporting for the half year ending September 30, 2019	1 <sup>st</sup> Week of November, 2019
Financial reporting for the quarter ending December 31, 2019	1 <sup>st</sup> Week of February, 2020
Financial reporting for the year ending March 31, 2020	Last week of May, 2020
Annual General Meeting for the year ending March 31, 2020	Last week of September, 2020

**3. Book Closure Date**

25<sup>th</sup> September 2019 to 30<sup>th</sup> September 2019 (both days inclusive)

**4. Listing on Stock Exchange**

BSE Limited (BSE)

Phiroze Jeejeebhoy Towers Dalal Street Mumbai 400001

Listing fees for F.Y. 2019-20 of BSE has been paid

**5. Stock Code**

BSE limited (BSE): 540204

**6. Stock Price Data**

The company's shares are listed at BSE Ltd. Accordingly, monthly High-Low Quotation of shares traded at BSE Ltd. as are as under:

Period	BSE Ltd.	
	High (₹)	Low (₹)
April 2018	48.65	40.00
May 2018	50.90	40.85
June 2018	62.90	50.75
July 2018	69.30	66.66
August 2018	72.75	72.75
September 2018	Not Traded	
October 2018	Not Traded	
November 2018	70.00	70.00
December 2018	Not Traded	
January 2019	70.00	70.00
February 2019	66.50	66.50
March 2019	63.20	57.05

**7. Categories of shareholders as on March 31<sup>st</sup>, 2019**

	Category	No. of Shares	% of shares
A	Promoter's Holding		
1	Indian Promoters	2,59,140	6.78
2	Foreign Promoters	-	-
	Sub total	2,59,140	6.78
B	Non-Promoters		
3	Institutional Investors	--	--
	A. Mutual Funds and UTI	--	--
	B. Banks, Financial Inst., Insurance Com.	--	--
	Sub total	--	--
4	Non – Institutional Investors		
	A. Bodies Corporate	4,44,479	11.64
	B. Individuals / HUF	31,16,381	81.58
	C. NRIs / Clearing Member/OCBs	--	--
	Sub total	35,60,860	93.22
	<b>GRAND TOTAL</b>	<b>38,20,000</b>	<b>100</b>

**8. Distribution of Shareholding as on March 31<sup>st</sup>, 2019**

No. of Equity shares held	No of share holders	% of shareholders	No of shares held	% of holding
1-5000	124	51.03	13,492	0.35
5001-10000	13	5.35	10,040	0.26
10001-20000	19	7.82	30,902	0.81
20001-30000	12	4.94	29,710	0.78
30001-40000	7	2.88	24,226	0.63
40001-50000	7	2.88	34,075	0.89
50001-100000	13	5.35	1,17,311	3.08
100001 & above	48	19.75	35,60,244	93.20
<b>Total</b>	<b>243</b>	<b>100</b>	<b>38,20,000</b>	<b>100</b>

**9. Dematerialization of Shares**

The trading in Equity Shares of the company is permitted only in dematerialized form. The company has joined on National Securities Depository Ltd. (CDSL) and Central Depository Services (India) Ltd. (CDSL). As on 31<sup>st</sup> March, 2019 **98.08%** of the Company's shares are in dematerialized mode.

ISIN: INE666Q01016

**10. Outstanding GDR's/ADR's/Warrants/Convertible Instruments**

Not applicable

## 11. Address for correspondence

Register and Share Transfer Agent

M/s. Bigshare Services Pvt. Ltd.

Unit: Narendra Investments (Delhi) Limited

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra-400059

## Compliance Officer & Company Secretary

Mr. Chintan Joshi, Company Secretary

Email: narendrainvestmentdelhi@gmail.com

## 12. Websites Address: [www.narendrainvestment.com](http://www.narendrainvestment.com)

## VIII. Disclosures

- (1) There are no materially significant related party transactions of the Company with key managerial personnel which have potential conflict with the interest of the Company at large.
- (2) Details of non – compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the period from 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2019: NIL.

### DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

- (3) As provided under clause 49 of the listing Agreement with the Stock Exchange, the Board has laid down a code of conduct for all Board Members and Senior Management of the company. The Board Members and Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2019.

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

**Laxmikant Kabra**

**Director**

**DIN: 00061346**

**Date: 29<sup>th</sup>May, 2019**

**Place: Thane**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Overall Review

As company is pursuing various options for diversification and venturing into new business verticals, therefore company has decided to keep the funds temporarily invested in the equity and fixed deposits only. Company is making all the efforts to increase the business volume as well as improve the profitability.

### Financial Review

During the year under review, income from operations stood at ₹38,63,051/- and Profit after tax stood at ₹7,23,466/-.

### Risk and Concern

Bullish trend in Equity Market, Commodities and Real estate will affect volume and profitability of Government Securities business. Changes in the rate of Interest will affect Company's Profitability.

### Internal Control System and their adequacy

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliance of guidelines and policies, adhere to the management instructions and policies to ensure improvements in the system. The Internal Audit reports are regularly reviewed by the management.

### Environmental Issues

As the company is not in the field of manufacture, the matter relating to produce any harmful gases and the liquid effluents are not applicable.

### Financial Performance with Respect to Operation Performance

The Company has all the plans for tight budgetary control on key operational performance indication with judicious deployment of funds without resorting to any kind of borrowing wherever possible.

### Cautionary Statement

Statement in this report on Management Discussion and Analysis may be forward looking statement within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could, however, differ materially, from those expressed or implied. Important factors that could make a difference to the company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulations and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward – looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

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

**Date: 29<sup>th</sup>May, 2019**

**Place: Thane**

**Laxmikant Kabra**

**Director**

**DIN: 00061346**

**Independent Auditor’s Report**

To,  
**The Members**  
**NARENDRA INVESTMENTS DELHI LIMITED**

**1. Report on the standalone Financial Statements**

We have audited the standalone financial statements of **NARENDRA INVESTMENTS DELHI LIMITED** (“the Company”), which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss (Other Comprehensive Income) the Cash Flow statement and the statement of change in equity for the year then ended, and a summary of the significant accounting policies and other explanatory information in which is included the standalone financial statement for the year ended on that date of unaudited financial statement of overseas branch.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true & fair view in conformity with the Indian accounting standard prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2019.

**2. Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Standalone Financial Statement section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient & appropriate to provide a base for our opinion.

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

**3. Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be key audit matters to be communicated in our report.

<b>Key Audit Matter: -</b>	<b>How the matter was addressed in our Audit: -</b>
<b>1) Fair Value of Investments</b>	
The Company’s investments (other than investment in Subsidiary and Associates) are measured at fair value at each reporting date and these fair value measurements significantly impact the Company’s results. Within the Company’s investment portfolio, the valuation of certain assets such as unquoted equity and bonds requires significant judgement as a result of quoted prices being unavailable and limited liquidity in these markets.	We have assessed the Company’s process to compute the fair value of various investments. For quoted instruments we have independently obtained market quotations and recalculated the fair valuations. For the unquoted instruments, we have obtained an understanding of the various valuation methods used by management and analyzed the reasonableness of the principal assumptions made for estimating the fair values and various other data used while arriving at the fair value measurement.

**4. Management’s Responsibility for the Standalone Financial Statement**

The Company’s and Traded Stock Management and Board of Directors are 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 including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (INDAS) specified under Section 133 of the Act.

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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

## 5. Auditor's Responsibilities for the Audit of the Financial Statements

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

## 6. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in exercise of powers conferred by sub-section (11) of Section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in para 3 and 4 of the said order to the extent applicable,

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

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The report on the unaudited account of overseas branch U/s 143(8) of the Act has been properly dealt by us in preparing this report. Our opinion on the financial statements is not modified in respect of unaudited report.
- d. The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the statement of change in equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;
- e. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued there under.
- f. On the basis of the written representations received from the directors as at 31<sup>st</sup>March 2019 and taken on record by the Board of Directors, none of the directors is disqualified as at 31<sup>st</sup>March 2019 from being appointed as a director in terms of Section 164(2) of the Act;
- g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**"

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us.

- a. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
- b. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

**For Shah & Kathariya  
Chartered Accountants  
Firm Reg. No. 115171W**

**[CA P M Kathariya]  
Partner  
Membership No. 031315**

**Date: 29<sup>th</sup> May, 2019  
Place: Mumbai**

## ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT

The annexure referred to in independent auditor’s report to the members of the Company on the standalone financial statements for the year ended 31<sup>st</sup>March 2019. We report that:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
b) As explained to us, the Company has a program for physical verification of fixed assets at periodic intervals. In our opinion, the period of verification is reasonable having regard to the size of the Company and the nature of its assets. The discrepancies reported on such verification were not material and have been properly dealt with in the books of account.  
c) The company does not own any immovable properties.
2. The Company does not hold inventory at the end of the year. Therefore, the said clause is not applicable to the Company.
3. The Company has granted loans to one company covered in the register maintained under section 189 of the Companies Act, 2013.  
a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the Company covered in the register maintained under section 189 of the Act are not, prima facie, prejudicial to the interest of the company.  
b) In the case of the loan granted to the company covered in the register maintained under section 189 of the Act, the borrower has been regular in the payment of the principal and interest as stipulated.  
c) There are no overdue amounts in respect of the loan granted to the Company covered in the register maintained under section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the company.
5. The Company has not accepted any deposits from the public.
6. The Central Government of India has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 for any of the product of the company.
7. a) According to the information and explanations given to us and the records of the Company examined us by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in the respect of provident fund, employees’ state insurance and service tax and is regular in depositing undisputed statutory dues in respect of investor education and protection fund, sales tax, income tax, wealth tax, customs duty, excise duty and other material statutory dues, as applicable with the appropriate authorities.  
b) According to the information and explanation given to us and records examined by us, there are no disputed dues of GST, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess outstanding as on 31st March 2019:
8. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders or government.
9. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management and on an overall examination of the balance sheet, we report that monies raised by way term loans were applied for the purposes for which those were raised.
10. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud on or by the officers and employees of the Company has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanation given by the management, no managerial remuneration has been paid or provided.
12. In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xi) of the order are not applicable to the Company and hence not commented upon.
13. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in

compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

14. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has complied with provisions of section 42 of the Companies Act, 2013 in respect of the preferential allotment during the year. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the amounts raised, have been used for the purposes for which the funds were raised.
15. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.
16. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

**For Shah & Kathariya  
Chartered Accountants  
Firm Reg. No. 115171W**

**[CA P M Kathariya]  
Partner  
Membership No. 031315**

**Date: 29<sup>th</sup> May, 2019  
Place: Mumbai**

## Annexure – B to the Independent Auditors Report

### **ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF NARENDRA INVESTMENTS DELHI LIMITED – 31<sup>st</sup> March 2019**

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

##### **Opinion**

We have audited the internal financial controls with reference to financial statement of Narendra Investments Delhi Limited ("the Company") as of March 31, 2019, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

##### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial statement based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to financial statement. 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 were established and maintained and whether 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 which we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statement.

##### **Meaning of Internal Financial Controls Over Financial Statement**

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

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

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

**For Shah & Kathariya  
Chartered Accountants  
Firm Reg. No. 115171**

**[CA P M Kathariya]  
Partner  
Membership No. 031315**

**Date: 29<sup>th</sup> May, 2019  
Place: Mumbai**

Standalone Balance Sheet as at March 31, 2019

(Amount in Rs.)

Particulars	Note No.	As at 31-03-2019	As at 31-03-2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	3	37,07,421	43,23,705
<u>Financial Assets</u>			
Loans	4	1,18,03,314	82,44,383
Investments	5	2,12,67,170	3,57,59,345
Other Financial Assets	6	1,37,08,356	7,82,900
Deferred Tax Asset	13	69,959	-
		5,05,56,220	4,91,10,333
<b>Current assets</b>			
<u>Financial Assets</u>			
Cash and cash equivalents	7	2,50,946	73,34,008
Trade Receivables	8	8,47,500	-
Other Current Assets	9	59,88,514	33,74,997
		70,86,960	1,07,09,005
		5,76,43,180	5,98,19,338
<b>TOTAL ASSET</b>			
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share capital	10	3,82,00,000	3,82,00,000
Other Equity	11	1,60,71,795	1,72,81,928
		5,42,71,795	5,54,81,928
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<u>Financial Liabilities</u>			
Non-Current Borrowings	12	25,78,672	31,43,335
Deferred Tax Liabilities	13	-	5,83,266
		25,78,672	37,26,601
<b>Current liabilities</b>			
<u>Financial Liabilities</u>			
Current Borrowings	14	-	-
Trade payables	15	-	5,900
Other financial liabilities	16	5,64,663	5,16,208
Provisions	17	80,000	30,000
Other Current Liabilities	18	1,35,000	-
Current Tax Liabilities	19	13,050	58,701
		7,92,713	6,10,809
		5,76,43,180	5,98,19,338

For Shah & Kathariya  
Chartered Accountants  
Firm Regn no: 115171W

For and on behalf of the Board of Directors

C.A. P.M. Kathariya  
Partner  
Membership No. 031315  
Place: Mumbai  
Date: 29<sup>th</sup> May, 2018

Laxmikant Kabra  
(Director)  
DIN: 00061346

Bhavesh Tanna  
(Director)  
DIN: 03353445

Chintan Joshi  
(Company Secretary)

**Standalone Statement of Profit and Loss for the period ended March 31, 2019**

(Amount in Rs.)

<b>Particulars</b>	<b>Note No.</b>	<b>Year ended 31-03-2019</b>	<b>Year ended 31-03-2018</b>
<b><u>INCOME</u></b>			
Revenue from operations	20	36,48,065	49,28,947
Other income	21	2,14,985	1,96,776
<b>Total income</b>		<b>38,63,051</b>	<b>51,25,723</b>
<b><u>EXPENSES</u></b>			
Employee benefits expense	22	2,45,500	6,95,750
Finance costs	23	3,17,087	4,56,959
Depreciation and amortization expense	3	6,16,284	6,16,284
Other expenses	24	16,90,264	11,38,864
<b>Total expenses</b>		<b>28,69,136</b>	<b>29,07,856</b>
<b>Profit / (Loss) before Exceptional items &amp; tax</b>		<b>9,93,915</b>	<b>22,17,866</b>
Exceptional Items			-
<b>Profit / (Loss) before tax</b>		<b>22,17,866</b>	<b>22,17,866</b>
<b>Tax expenses</b>			
- Current tax		2,53,098	4,45,929
- Earlier Year's Tax		-	1,262
- MAT		1639	(1,639)
- Deferred tax		15,712	(55,014)
<b>Total tax expense</b>		<b>2,70,449</b>	<b>3,90,538</b>
<b>Profit / (loss) for the year</b>		<b>7,23,466</b>	<b>18,27,328</b>
<b>Other Comprehensive Income</b>			
<u>Items that will not be reclassified subsequently to profit or loss</u>			
Gain/(Loss) on recognised on fair valuation of Financial Assets		(26,04,175)	18,41,357
Tax on above		6,70,576	(4,51,830)
		(19,33,600)	13,89,527
<b>Total comprehensive income for the year</b>		<b>(12,10,133)</b>	<b>32,16,855</b>
<b>Earning per equity share to the Shareholders of the Company</b>	25		
Basic & Diluted EPS (in Rs.)(Refer Note No.25)		0.19	0.59
The above statement of profit & loss should be read in conjunction with the accompanying notes.			

**For Shah &Kathariya**  
Chartered Accountants  
Firm Regn no: 115171W

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

**C.A. P.M. Kathariya**  
Partner  
Membership No. 031315  
Place: Mumbai  
Date: 29<sup>th</sup>May, 2018

**Laxmikant Kabra**  
(Director)  
DIN:00061346

**Bhavesh Tanna**  
(Director)  
DIN:03353445

**Chintan Joshi**  
(Company Secretary)

Statement of Standalone Cash flows for the year ended March 31, 2019

(Amount in Rs.)

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
<b><u>A. CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Net (loss) / profit before tax	9,93,915	22,17,866
<b>Adjustments for</b>		
Add: Depreciation and Amortization Expense	6,16,284	6,16,284
Less: profit on Sales of Investments	(67,000)	-
Add: Finance Costs	3,17,087	4,56,959
<b>Operating profit before working capital changes</b>	<b>18,60,286</b>	<b>32,91,109</b>
<b>Working capital adjustments: -</b>		
Increase / (Decrease) in Trade and Other Payables	(5,900)	5,900
Increase / (Decrease) in Provisions	50,000	(39,500)
Increase / (Decrease) in Other current Liabilities	1,35,000	(18,330)
Increase / (Decrease) in Other Financial Liabilities	(1,275)	(4,27,497)
(Increase) / Decrease in Trade Receivables	(8,47,500)	-
(Increase) / Decrease in Other Current Assets	(26,13,517)	-
<b>Cash generated from / (used in) operations</b>	<b>(14,22,906)</b>	<b>28,11,682</b>
Direct taxes paid (Net of Refunds)	3,12,743	3,87,228
<b>Net cash (used in) / from generated from operating activities</b>	<b>(17,35,649)</b>	<b>24,24,454</b>
<b><u>B. CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
Purchase of property, plant & equipment and intangible assets (including capital work-in-progress and capital advances)	-	-
Purchase of Investments	(55,00,000)	(94,29,353)
Sale of Investments	1,74,55,000	-
Loans and Advances	(35,58,931)	(82,44,383)
Term Deposits with Bank	(1,29,11,462)	43,34,584
<b>Net cash (used in) / generated from investing activities</b>	<b>(45,15,393)</b>	<b>(1,33,39,152)</b>
<b><u>C. CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Proceeds from Issue of Share Capital (Considered as deemed inflow)	-	80,00,000
Share Premium	-	1,20,00,000
Interest paid	(3,17,087)	(4,56,959)
Dividend paid	-	(9,08,700)
Proceeds from long-term borrowings (net)	(5,14,933)	(4,70,854)
Proceeds from short-term borrowings (net)	-	-
<b>Net cash (used in) / from financing activities</b>	<b>(8,32,020)</b>	<b>1,81,63,489</b>
<b>Net decrease in cash and cash equivalents (A+B+C)</b>	<b>(70,83,062)</b>	<b>72,48,791</b>
Cash and cash equivalents at the beginning of the year	73,34,007	85,217
<b>Cash and cash equivalents at the end of the year</b>	<b>2,50,945</b>	<b>73,34,008</b>

For Shah & Kathariya  
Chartered Accountants  
Firm Regn no: 115171W

For and on behalf of the Board of Directors

C.A. P.M. Kathariya  
Partner  
Membership No. 031315  
Place: Mumbai  
Date: 29<sup>th</sup> May, 2018

Laxmikant Kabra  
(Director)  
DIN:00061346

Bhavesh Tanna  
(Director)  
DIN:03353445

Chintan Joshi  
(Company Secretary)



**Standalone Statement of Changes in Equity for the year ended 31st March 2019**

(Amount in Rs.)

Equity Share Capital:	Balance as at 31st March, 2018	Changes during the year	Balance as at 31st March, 2019
Paid up Capital	3,82,00,000	-	3,82,00,000

(Amount in Rs.)

OTHER EQUITY :	Reserves and Surplus		
	Share Premium Account	Retained Earnings	Total
<b>Balance as at 31<sup>st</sup>March,2018</b>	1,20,00,000	52,90,923	1,72,90,923
Profit/(Loss) for the year	-	7,23,466	7,23,466
Prior Period Items	-	-	-
Items of Other Comprehensive Income for the year, net of tax:	-	(19,33,600)	(19,33,600)
Dividend Distribution Tax		4,498	
Share Capital Issued during the year	1,20,00,000	-	-
<b>Balance as at 31<sup>st</sup>March,2019</b>	<b>1,20,00,000</b>	<b>40,85,288</b>	<b>1,60,85,288</b>
<b>Note:</b> The above statement of changes in equity should be read in conjunction with the accompanying notes.			

**Notes to Financial Statement**

**1. Corporate Information**

Narendra Investments Delhi Limited (the Company) is a company registered under Companies Act, 1956 and incorporated on January 7, 1977. The main object of the company is Investment and Investment advisory services and has a registered office located at 1, Matru Chhaya, M Karve Road, Opp. Dr. Bedekar Hospital, Naupada, Thane West 400602

**2A. Basis of preparation**

The Statement of Assets and Liabilities of the Company as at March 31, 2019 and the Statement of Profit and Loss, the Statement of Cash flows and the Statement of Changes in Equity for the Year ended March 31, 2019 has been prepared under Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015. The financial Statement as at and for the period ended March 31, 2019 along with financial information and for the year ended March 31, 2018.

The Company has elected to present all periods as per Ind AS, instead of Indian GAAP i.e. The financial information for the period ended March 31, 2019 has been prepared on Ind AS basis in accordance with requirements of SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 ("SEBI Circular") and Guidance note on reports in company prospectuses issued by ICAI.

**Accounting Estimates**

The preparation of the financial statements, in conformity with the Ind AS, requires the management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognized in the period in which they are determined.

**Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

**2B. Significant accounting policies**

**a. Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- i) Expected to be realized or intended to be sold or consumed in normal operating cycle
- ii) Held primarily for the purpose of trading

- iii) Expected to be realized within twelve months after the reporting period, or
- iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- i) It is expected to be settled in normal operating cycle
- ii) It is held primarily for the purpose of trading
- iii) It is due to be settled within twelve months after the reporting period, or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

## **v) Property, Plant and Equipment**

Property, Plant and equipment including capital work in progress are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The costs comprise of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their respective useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

## **Depreciation/ Amortization**

- a) Depreciation on tangible assets is provided on straight line basis considering the useful lives prescribed in Schedule II to the Act on a pro-rata basis.
- b) The asset's useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period.
- c) An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

## **vi) Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### **(i) Financial assets**

The Company classified its financial assets in the following measurement categories: -

- Those to be measured subsequently at fair value (either through other comprehensive income or through profit & loss)
- Those measured at amortized cost

### **Initial recognition and measurement**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

### **Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in following categories:

- (i) Financial Assets at Amortized Cost
- (ii) Financial Assets Measured at Fair Value

### **Financial Assets Measured at Fair Value**

Financial assets are measured at fair value through OCI if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on

the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in the Statement of Profit and Loss.

Financial asset not measured at amortized cost or at fair value through OCI is carried at FVPL.

### **Equity investments of other entities**

All equity investments in scope of IND AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which IND AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income all subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category is measured at fair value with all changes recognized in the Profit and loss.

### **Derecognition**

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

### **Financial liabilities**

#### **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings and payables as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The measurement of financial liabilities depends on their classification, as described below:

#### **Trade Payables**

A payable is classified as a 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. These amounts are unsecured and are usually settled as per the payment terms stated in the contract. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

#### **Financial liabilities at fair value through profit or loss**

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

#### **Loans and borrowings**

Borrowings are initially recognized at fair value, net of transaction cost incurred. Gains and losses are recognized in profit or loss when the liabilities are derecognized.

#### **De-recognition**

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

#### **Offsetting of financial instruments**

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

## **vii) Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Sales tax/ Value added tax (VAT)/ GST (Goods and Service Tax) is not received by the Company on its own account. Rather, it is collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue. The following specific recognition criteria must also be met before revenue is recognized:

### **Interest Income**

Interest income is included in finance income in the statement of profit and loss. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

### **Dividend Income**

Dividend income is recognized when the Company's right to receive dividend is established by the reporting date.

## **viii) Taxes: Taxes comprises current income tax and deferred tax**

### **Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act, 1961 and the income computation and disclosure standards (ICDS) enacted in India by using tax rates and tax laws that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

### **Deferred tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets (including MAT credit) are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets (including MAT credit available) is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognized outside profit or loss is recognized outside the statement of profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said

asset is created by way of credit to the statement of profit and loss and shown as “MAT Credit Entitlement.” The Company reviews the “MAT credit entitlement” asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

## **GST paid on acquisition of assets or on incurring expenses**

Expenses and assets are recognized net of the amount of sales/ value added taxes/ GST (Goods and Service Tax) paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included the net amount of tax recoverable from, or payable to, the taxation authority is included as part of other current assets or liabilities in the balance sheet.

## **ix) Borrowing costs**

Borrowing cost includes interest expense as per effective interest rate [EIR]. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset until such time that the asset are substantially ready for their intended use. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

## **x) Provision**

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value (except where time value of money is material) and are determined based on the best estimate required to settle the obligation at the reporting date when discounting is used, the increase in provision due to passage of time is recognized as finance cost. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

## **xi) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service up to the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

## **xii) Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

## **xiii) Earnings per share**

Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33 ‘Earnings per Share’, notified accounting standard by the Companies (Indian Accounting Standards) Rules of 2015 (as amended). Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. (Refer Note No. 31)

## **xiv) Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

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

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. The Company's management determines the policies and procedures for both recurring and non-recurring fair value measurement measured at fair value.

**Note 3: Property, Plant & Equipment**

<b>Property, Plant &amp; Equipment</b>		
<b>Gross Value</b>	<b>Vehicles</b>	<b>Total</b>
<b>As at 31st Mar, 2018</b>	51,51,000	51,51,000
Additions	-	-
Disposal / Transfer	-	-
<b>As at 31st Mar, 2019</b>	51,51,000	51,51,000
<b>Accumulated Depreciation / Amortization</b>		
<b>As at 31st Mar, 2018</b>	8,27,295.00	8,27,295.00
Charge for the year	6,16,284.00	6,16,284.00
Disposal / Transfer	-	-
<b>As at 31st Mar, 2019</b>	14,43,579.00	14,43,579.00
<b>Net Book Value</b>		
<b>As at 31st Mar, 2018</b>	43,23,705.00	43,23,705.00
<b>As at 31st Mar, 2019</b>	37,07,421.00	37,07,421.00

**Note 4 : Loans (Non-Current)**

Unsecured, Considered Good

<b>Particulars</b>	<b>As at 31-03-2019</b>	<b>As at 31-03-2018</b>
Loan to Fudkor India Private Limited	1,18,03,314	82,44,383
	<b>1,18,03,314</b>	<b>82,44,383</b>

<b>Note: 5 Non-Current Investments</b>	<b>As at 31st March 2019 (Rs.)</b>			<b>As at 31st March, 2018 (Rs.)</b>		
	<b>Face Value</b>	<b>No. of Shares</b>	<b>Amount</b>	<b>Face Value</b>	<b>No. of Shares</b>	<b>Amount</b>
<b>A) Subsidiaries</b>						
Fudkor India Private Limited	10	25,500	38,25,000	10	25,500	38,25,000
Vegico Foods Private Limited	10	10,000	2,00,000	10	10,000	2,00,000
<b>B) Others</b>						
<b>Investment in Quoted Shares</b>						
Aspinwal & Co. Ltd.	10	11,500	22,95,930	10	11,500	22,95,930
<b>Investment in Un-quoted Shares</b>						
Essar Steels Ltd.	10	5,00,000	55,00,000	-	-	-
Resins & Plastics Ltd.	10	42,000	97,75,120	10	42,000	97,75,120
Shivsahyadri Co-op. Credit Soc. Ltd.	100	5	550	100	5	550
The Catholic Syrian Bank Ltd.	-	-	-	10	73,000	1,73,88,000
<b>Total</b>			<b>2,15,96,600</b>			<b>3,34,84,600</b>

Aggregate book value of the Quoted Investments	22,95,930	22,95,930
Aggregate book value of the Unquoted Investments	1,52,75,670	2,71,63,670
Aggregate market value of the Quoted Investments	19,66,500	45,70,675

**Note 6 : Other Financial Assets**

Particulars	As at	
	31-03-2019	31-03-2018
Term Deposits with Banks/ Others	1,36,94,362	7,82,900
Income Tax Refund Receivable	13,994	-
	<b>1,37,08,356</b>	<b>7,82,900</b>

**Note 7: Cash and cash equivalents**

Particulars	As at	
	31-03-2019	31-03-2018
Balance with Banks		
- in current accounts	2,27,535	71,30,023
Cash on hand	23,411	2,03,985
	<b>2,50,946</b>	<b>73,34,008</b>

**Note 8: Trade Receivables**

Particulars	As at	
	31-03-2019	31-03-2018
Trade Receivables		
- overdue for more than six months	-	-
- others	8,47,500	-
	<b>8,47,500</b>	<b>-</b>

**Note 9: Other Current Assets**

Particulars	As at	
	31-03-2019	31-03-2018
-Un Secured, considered good		
-Prepaid Expenses	51,014	4,27,497
-Receivable against Shares	29,90,000	-
-Advance for Purchase of Immovable Property	29,47,500	29,47,500
	<b>59,88,514</b>	<b>33,74,997</b>

**Note 10: Equity Share capital**

Particulars	As at		As at	
	31-03-2019		31-03-2018	
	No. of Shares	Amount	No. of Shares	Amount
<b>(A) Share Capital</b>				
<b>Authorised Capital</b>				
Equity Shares of Rs.10/- each.	50,00,000	5,00,00,000	50,00,000	5,00,00,000
	50,00,000	5,00,00,000	50,00,000	5,00,00,000
<b>Issues, Subscribed and Paid up:</b>				
Equity Shares of Rs.10/- each.	38,20,000	3,82,00,000	38,20,000	3,82,00,000
Total	38,20,000	3,82,00,000	38,20,000	3,82,00,000

**(C) Reconciliation of the Shares outstanding at the beginning and at the end of the year:**

Particulars	As at		As at	
	31-03-2019		31-03-2018	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the Year	38,20,000	3,82,00,000	30,20,000	3,02,00,000
Share issued during the Year	-	-	8,00,000	80,00,000
Issues, Subscribed and Paid up capital at the end of year	<b>38,20,000</b>	<b>3,82,00,000</b>	<b>38,20,000</b>	<b>3,82,00,000</b>

Terms/rights attached to equity shares. The company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(D) Details of share Holders holding more than 5% shares in the company**

Name of Shareholder	As at 31 March 2019		As at 31 March 2018	
	No. of Share	% Shareholding	No. of Share	% Shareholding
Devrath Bakebihari Choursya	400000	10.47%	-	-
Finsage Capital Service Private. Limited	430000	11.26%	430000	14.24%
Sunil Kanaiyalal Pagrani	438000	11.47%	450000	14.90%
Madhuben Kanaiyalal Pagrani	75000	1.96%	200000	5.24%

**Note No. 11: Other Equity**

Particulars	As at 31-03-2019	As at 31-03-2018
<b>RESERVE AND SURPLUS</b>		
<b>Share Premium Account</b>		
Opening Balance	1,20,00,000	-
Add: Addition	-	1,20,00,000
Closing Balance	1,20,00,000	1,20,00,000
<b>Profit &amp; Loss Account</b>		
Opening Balance	52,81,928	20,69,570
Other Comprehensive income/ (Loss) on opening balance of Financial Instrument	-	-
Add: Profit for the year	7,23,466	18,27,527
Items of Other Comprehensive Income for the year, net of tax:	(19,33,600)	13,89,527
Less: Proposed Dividend	-	-
Less: Dividend Distribution Tax		(4,497)
Closing Balance	40,71,795	52,81,928
<b>Total</b>	<b>1,60,71,795</b>	<b>1,72,81,928</b>

**Note 12: Non-Current Borrowings**

Particulars	As at 31-03-2019	As at 31-03-2018
<b>Secured Loans</b>		
<b>Term Loans</b>		
From Banks	25,78,672	31,43,335
	<b>25,78,672</b>	<b>31,43,335</b>

**Repayment Schedule**

Financial Year	Amount (Rs.)
2018-19	5,14,933
2019-20	5,64,663
2020-21	6,19,196
2021-22	6,78,996
2022-23	7,44,571
2023-24	5,35,908

**Note 13: Deferred Tax Liabilities**

**Movement in deferred tax balances**

Particulars	As at 31/03/2019	As at 31/03/2018
<b>Deferred Tax (Asset)/Liability</b>		
Timing Difference on tangible assets	68,885	70,486
Deferred Tax Liability on Investments	(84,829)	5,85,747
Deferred Tax Liability on Others	(54,015)	(71,328)
MAT	-	(1,639)
<b>Deferred Tax (Asset)/Liability</b>	<b>(69,959)</b>	<b>5,83,266</b>



**Note 14: Trade payables**

Particulars	As at 31-03-2019	As at 01-04-2018
Due to Others	-	5,900
		<b>5,900</b>

There is no outstanding amount overdue as on March 31, 2019 to Micro, small and medium enterprises on account principal or interest.

**Note 15: Other Financial liabilities**

Particulars	As at 31-03-2019	As at 31-03-2018
Advance Received from Customers	-	-
Current Maturities for Long Term Borrowing	5,64,663	5,14,933
Other Financial Liabilities	-	1,275
	<b>5,64,663</b>	<b>5,016,208</b>

**Note 16: Provisions**

Particulars	As at 31-03-2019	As at 31-03-2018
Provision for Audit Fees	30,000	30,000
Proposed for Expenses	50,000	-
	<b>80,000</b>	<b>30,000</b>

**Note 17: Other Current Liabilities**

Particulars	As at 31-03-2019	As at 31-03-2018
Sundry Dues	1,35,000	-
	<b>1,35,000</b>	<b>-</b>

**Note 18: Current Tax Liabilities**

Particulars	As at 31-03-2019	As at 31-03-2018
Current Tax Liabilities	13,050	58,701
	<b>13,050</b>	<b>58,701</b>

**Note 19: Revenue from operations**

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Profit on sale of Shares	68,239	17,32,384
Interest Income	16,59,826	4,00,616
Investment Advisory Services	19,20,000	27,95,947
	<b>36,48,065</b>	<b>49,28,947</b>

**Note 20: Other income**

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Dividend	2,08,950	1,96,776
Misc. Income	6,035	-
	<b>2,14,985</b>	<b>1,96,776</b>

**Note 21: Employee benefits expense**

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Salaries and wages	2,45,500	6,95,750
	<b>2,45,500</b>	<b>6,95,750</b>

# NARENDRA INVESTMENTS (DELHI) LIMITED

## Note 22: Finance costs

Particulars	Year ended 31-03-2019	Year ended 31-03-2018
Interest on:		
- Term Loans & Cash Credit	3,17,087	4,56,959
	<b>3,17,087</b>	<b>4,56,959</b>

## Note 23: Other expenses

Particulars	Year ended 31/03/2019	Year Ended 31/03/2018
Bank Charges	2,499	2,011
Advertisement Expenses	26,208	31,192
BSE Annual Listing Fees	2,50,000	2,50,000
Preferential Allotment Expenses	-	3,46,250
Travelling and Conveyance	33,664	-
Commission paid	-	1,05,263
ROC & other Filing Fees	12,400	-
Legal & Professional Fees	9,75,000	17,568
Insurance Charges	77,845	26,225
Registrar Charges	15,000	21,625
NSDL and CDSL Charges	15,186	52,000
Meeting and other Expenses	1,68,610	1,45,780
Courier and Postage	381	-
Printing & Stationary	21,471	-
Miscellaneous Expenses	62,000	-
Demat, STT Charges	-	1,10,950
Audit Fees	30,000	30,000
	<b>16,90,264</b>	<b>11,38,864</b>

## Note 24: Earning Per Share

(Amount in Rs , except for share data if otherwise stated)

Particulars	As At 31/03/2019	As At 31/03/2018
Profit attributable to equity shareholders for basics & Diluted EPS	7,23,466	18,27,328
Less: Profit attributable to Preference Shareholders	-	-
Profit attributable to Equity Shareholders	7,23,466	18,27,328
Weighted average number of Equity Shares: (Refer Note Below)		
-Basic	38,20,000	38,20,000
-Diluted	38,20,000	38,20,000
Earnings per Share (in Rs.)		
-Basic	0.19	0.48
-Diluted	0.19	0.48

## Note 25: Related Party

Party	Relationship
Fudkor India Private Limited	Subsidiary
Vegico Foods Private Limited	Subsidiary
<b>Key Management Person</b>	
Bhavesh Tanna	Director

(Rupees in INR, except for share data if otherwise stated)

Sr. No	Nature of transaction	Relationship	As at 31/03/2019	As at 31/03/2018
1	<b>Transactions with related parties</b>			
	<b>Loan Given</b>			
	Fudkor India Private Limited	Subsidiary	26,00,00	82,00,000
2	<b>Interest</b>			
	Fudkor India Private Limited	Subsidiary	10,65,479	44,383
2	<b>Outstanding balances of related parties</b>			
	Fudkor India Private Limited	Subsidiary	1,18,03,314	82,44,383

**Note 26:**

**Financial Risk Management**

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk; and
- Market risk

The Company has a risk management framework which not only covers the market risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks.

The risk management framework is approved by the Board of Directors. The risk management framework aims to:

1. Create a stable business planning environment by reducing the impact of interest rate fluctuations on the Company’s business plan.
2. Achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

**Credit Risk**

Credit risk is the risk of financial loss to the company if a counter party fails to meet its contractual obligations

**Trade Receivables**

Credit risk with respect to trade receivables is nil, since the company does not have any trade receivables.

**Cash and Cash Equivalents**

The company holds cash and cash equivalents of Rs.2,50,946

The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

**Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company’s reputation.

The table below analyses the Company’s financial liabilities into relevant maturity groupings based on their contractual maturities as on reporting date.

Particulars	As at 31st March 2019	As at 31st March 2018
Carrying value	31,43,335	36,65,443
Maturity less than 1 year	5,64,663	5,22,108
Maturity more than 1 year	25,78,672	31,43,335

**Interest rate risk:**

Interest rate risk arises from effects of fluctuation in prevailing levels of market interest rates on the fair value of Bonds / Debentures.

**Exposure to interest rate risk:**

Since the Company does not have any financial assets or financial liabilities bearing floating interest rates, any change in interest rates at the reporting date would not have any significant impact on the financial statements of the Company.

**Note 27: Capital Management**

For purpose of the company’s capital management, capital includes equity share capital. The primary objective of the company is to maximise shareholder’s value.

The company manages its capital structure and makes adjustment considering the changes in economic conditions and requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return on capital or issue of new shares.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31<sup>st</sup>March, 2019.

**INDEPENDENT AUDITOR’S REPORT**

**To the Members of Narendra Investments (Delhi) Limited  
Report on the Consolidated Financial Statements**

1. We have audited the accompanying consolidated financial statements of Narendra Investments (Delhi) Limited (‘the Holding Company’) and its subsidiaries (the Holding Company and its subsidiaries together referred to as ‘the Group’), which comprise the Consolidated Balance Sheet as at 31<sup>st</sup>March, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management’s Responsibility for the Consolidated Financial Statements**

2. The Holding Company’s Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (‘the Act’) that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit or loss (consolidated financial performance including other comprehensive income), consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (‘Ind AS’) specified under Section 133 of the Act. The respective Board of Directors/management of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

**Auditor’s Responsibility**

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
4. While conducting the audit, we have considered 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.
5. 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 these consolidated financial statements are free from material misstatement.
6. 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 controls 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.
7. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on these consolidated financial statements.

<b>Key Audit Matter: -</b>	<b>How the matter was addressed in our Audit: -</b>
<b>1) Fair Value of Investments</b>	
The Company’s investments (other than investment in Subsidiary and Associates) are measured at fair value at each reporting date and these fair value measurements significantly impact the Company’s results. Within the Company’s investment portfolio, the valuation of certain assets such as unquoted equity and bonds requires significant judgement as a result of quoted prices being unavailable and limited liquidity in these markets.	We have assessed the Company’s process to compute the fair value of various investments. For quoted instruments we have independently obtained market quotations and recalculated the fair valuations. For the unquoted instruments, we have obtained an understanding of the various valuation methods used by management and analysed the reasonableness of the principal assumptions made for estimating the fair values and various other data used while arriving at the fair value measurement.
<b>2) Inventories</b>	
Inventories forms a significant part i.e. 25% of the Company’s total assets. Inventory comprises of Raw Materials, Finished Goods, Stock in process and Stores and Spares.	We have reviewed the stock records and held discussion with the management. We verified arithmetical accuracy of valuation records/reports.

## Opinion

8. 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 (consolidated financial position) of the Group, as at 31<sup>st</sup>March, 2019, and their consolidated profit (consolidated financial performance including other comprehensive income), and consolidated changes in equity for the year ended on that date.

## Other Matter

9. We did not audit the financial statements / financial information of two subsidiaries, whose financial statements / financial information reflect total assets of ₹ 604.18 Lakh as at 31<sup>st</sup>March, 2019, total revenues of ₹ 429.34 Lakhs, as considered in the consolidated financial statements. These financial statements / financial information are audited by other auditors and have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries are based solely on such audited financial statement and other audited financial information audited by other auditor.

## Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in exercise of powers conferred by sub-section (11) of Section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in para 3 and 4 of the said order to the extend applicable,

- (A) As required by Section 143(3) of the Act, we report that:
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - 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;
  - The report on the unaudited account of overseas branch U/s 143(8) of the Act has been properly dealt by us in preparing this report. Our opinion on the financial statements is not modified in respect of unaudited report.
  - The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the statement of change in equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;
  - In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued there under.
  - On the basis of the written representations received from the directors as at 31<sup>st</sup>March 2019 and taken on record by the Board of Directors, none of the directors is disqualified as at 31<sup>st</sup>March 2019 from being appointed as a director in terms of Section 164(2) of the Act;
  - With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"
- (B) 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.
- The group companies did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

**For Shah & Kathariya  
Chartered Accountants  
Firm Reg. No. 115171W**

**[CA P M Kathariya]  
Partner  
Membership No. 031315**

**Date: 29<sup>th</sup>May, 2019  
Place: Mumbai**

## ANNEXURE-1 TO THE INDEPENDENT AUDITOR'S REPORT

### Report on the Internal Financial Controls 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 31<sup>st</sup> March, 2019, we have audited the internal financial controls over financial reporting of Narendra Investments (Delhi) Limited ("the Holding Company") and its subsidiary 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 and its subsidiary 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") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

#### Meaning of Internal Financial Controls Over Financial Reporting

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

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

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

**Opinion**

In our opinion, the Holding Company and its subsidiary 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<sup>st</sup>March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For Shah & Kathariya  
Chartered Accountants  
Firm Reg. No. 115171W**

**[CA P M Kathariya]  
Partner  
Membership No. 031315**

**Date: 29<sup>th</sup>May, 2019  
Place: Mumbai**

Consolidated Balance Sheet as at March 31, 2019

(Amount in Rs.)

Particulars	Note No.	As at 31/03/2019	As at 31/03/2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	3	1,43,04,241	1,39,99,786
Other Intangible Assets	3	2,35,000	2,35,000
Goodwill on consolidation	3	25,92,914	25,92,914
<u>Financial Assets</u>			
Investments	4	1,72,42,170	3,17,34,345
Other Financial Assets	5	1,42,32,356	12,06,900
Deferred Tax Assets	14	27,40,369	-
		5,13,47,051	4,97,68,945
<b>Current assets</b>			
Inventories	6	2,31,33,579	3,10,10,801
<u>Financial Assets</u>			
Trade Receivables	7	86,11,332	1,46,31,296
Cash and cash equivalents	8	11,32,106	80,09,860
Loans and Advances	9	57,52,825	56,86,572
Other Current Assets	10	30,74,383	4,27,497
		4,17,04,225	5,97,66,026
<b>TOTAL ASSET</b>		<b>9,30,51,275</b>	<b>10,95,34,971</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share capital	11	3,82,00,000	3,82,00,000
Other Equity	12	1,10,38,816	1,74,17,793
<b>Equity attributable to owners of Narendra Investments (Delhi) Limited</b>		<b>4,92,38,816</b>	<b>5,56,17,793</b>
Minority interests		(11,89,609)	22,08,244
<b>Total Equity</b>		<b>4,80,49,206</b>	<b>5,78,26,037</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<u>Financial Liabilities</u>			
Non-Current Borrowings	13	42,06,907	47,84,623
Deferred Tax Liabilities	14	-	3,18,193
		42,06,907	51,02,816
<b>Current liabilities</b>			
<u>Financial Liabilities</u>			
Current Borrowings	15	94,48,761	1,26,59,819
Trade payables	16	1,40,02,667	2,29,23,758
Other financial liabilities	17	1,67,95,184	1,04,62,694
Provisions	18	4,29,504	4,63,591
Current Tax Liabilities	19	1,19,046	96,254
		4,07,95,162	4,66,06,116
		9,30,51,276	10,95,34,969

For Shah & Kathariya  
Chartered Accountants  
Firm Regn no: 115171W

For and on behalf of the Board of Directors

C.A. P.M. Kathariya  
Partner  
Membership No. 031315  
Place: Mumbai  
Date: 29<sup>th</sup> May, 2019

Laxmikant Kabra  
(Director)  
DIN:00061346

Bhavesh Tanna  
(Director)  
DIN:03353445

Chintan Doshi  
(Company Secretary)



**Consolidated Statement of Profit and Loss for the period ended March 31, 2019**

(Amount in Rs.)

Particulars	Note No.	Year ended 31-03-19	Year ended 31-03-18
<b>INCOME</b>			
Revenue from operations	20	4,24,56,096	2,33,71,865
Other income	21	5,85,072	6,46,570
<b>Total income</b>		<b>4,30,41,168</b>	<b>2,40,18,435</b>
<b>EXPENSES</b>			
Cost of materials consumed	22	2,42,00,280	75,46,993
Purchases of stock-in-trade		-	46,79,086
Changes in inventories of work-in-progress and finished goods	23	65,20,854	15,44,163
Employee benefits expense	24	77,86,536	17,74,349
Finance costs	25	17,38,648	8,49,026
Depreciation and Amortisation expense	3	17,11,748	8,15,189
Other expenses	26	1,10,61,221	43,51,381
<b>Total expenses</b>		<b>5,30,19,287</b>	<b>2,15,60,187</b>
<b>Profit / (Loss) before Exceptional items &amp; tax</b>		<b>(99,78,119)</b>	<b>24,58,248</b>
Exceptional Items		-	-
<b>Profit / (Loss) before tax</b>		<b>(99,78,119)</b>	<b>24,58,248</b>
<b>Tax expenses</b>			
- Current tax		2,53,098	4,67,010
- Earlier Year's Tax		-	1,262
- MAT		1,639	(77,610)
- Deferred tax		(23,89,626)	61,570
<b>Total tax expense</b>		<b>(21,34,889)</b>	<b>4,52,232</b>
<b>Profit / (loss) for the year</b>		<b>(78,43,230)</b>	<b>20,06,015</b>
<b>Other Comprehensive Income</b>			
<u>Items that will not be reclassified subsequently to profit or loss</u>			
Gain/(Loss) on recognized on fair valuation of Financial Assets	-	(26,04,175)	18,41,357
Tax on above		6,70,576	(4,51,830)
		(19,33,600)	13,89,527
<b>Total comprehensive income for the year</b>		<b>(97,76,830)</b>	<b>33,95,542</b>
<b>Profit is attributable to :</b>			
- Owners of Narendra Investments (Delhi) Limited		(44,45,378)	19,63,193
- Minority interests		(33,97,853)	42,822
		(78,43,231)	20,06,015
<b>Other comprehensive income is attributable to :</b>			
- Owners of Narendra Investments (Delhi) Limited		(19,33,600)	13,89,527
- Minority interests		(19,33,600)	13,89,527
Total comprehensive income is attributable to :			
- Owners of Narendra Investments (Delhi) Limited		(63,78,977)	33,52,720
- Minority interests		(33,97,853)	42,822
		(97,76,830)	33,95,542
Basic & Diluted EPS (in Rs.)	27	(1.16)	0.63

The above statement of profit & loss should be read in conjunction with the accompanying notes.

**For Shah & Kathariya**  
Chartered Accountants  
Firm Regn no: 115171W

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

**C.A. P.M. Kathariya**  
Partner  
Membership No. 031315  
Place: Mumbai  
Date: 29<sup>th</sup> May, 2019

**Laxmikant Kabra**  
(Director)  
DIN:00061346

**Bhavesh Tanna**  
(Director)  
DIN:03353445

**Chintan Doshi**  
(Company Secretary)

**Statement of Consolidated Cash flows for the year ended March 31, 2019**

(Amount in Rs.)

Particulars	Year ended 31/03/2019
<b><u>A. CASH FLOW FROM OPERATING ACTIVITIES</u></b>	
Net (loss) / profit before tax	(99,78,119)
<b>Adjustments for</b>	
Depreciation and Amortization Expense	17,11,748
Profit on Investments	(67,000)
Finance Costs	17,38,648
<b>Operating profit before working capital changes</b>	<b>(65,94,724)</b>
<b>Working capital adjustments: -</b>	
(Increase) / Decrease in Inventories	78,77,222
(Increase) / Decrease in Trade Receivables	60,19,964
(Increase) / Decrease in Other Financial Assets	(66,253)
(Increase) / Decrease in Other Current Assets	(26,46,886)
(Increase) / Decrease in Other Financial Assets	(1,13,994)
Increase / (Decrease) in Trade and Other Payables	(89,21,091)
Increase / (Decrease) in Provisions	(34,087)
Increase / (Decrease) in Other Financial Liabilities	63,32,491
<b>Cash generated from / (used in) operations</b>	<b>18,52,642</b>
Direct taxes paid (Net of Refunds)	2,30,311
<b>Net cash (used in) / from generated from operating activities</b>	<b>16,22,331</b>
<b><u>B. CASH FLOW FROM INVESTING ACTIVITIES</u></b>	
Purchase of property, plant & equipment and intangible assets (including capital work-in-progress and capital advances)	(20,16,203)
Sale of Investments	1,19,55,000
Loans and Advances	-
Term Deposits with Bank	(1,29,11,462)
<b>Net cash (used in) / generated from investing activities</b>	<b>(29,72,665)</b>
<b><u>C. CASH FLOW FROM FINANCING ACTIVITIES</u></b>	
Proceeds from Issue of Share Capital (Considered as deemed inflow)	-
Share Premium	-
Proceeds from Capital Reserve	-
Interest paid	(17,38,648)
Dividend paid	-
Proceeds from long-term borrowings (net)	(5,77,716)
Proceeds from short-term borrowings (net)	(32,11,058)
<b>Net cash (used in) / from financing activities</b>	<b>(55,27,420)</b>
<b>Net decrease in cash and cash equivalents (A+B+C)</b>	<b>(68,77,754)</b>
Cash and cash equivalents at the beginning of the year	80,09,860
<b>Cash and cash equivalents at the end of the year</b>	<b>11,32,106</b>

**For Shah & Kathariya**  
Chartered Accountants  
Firm Regn no: 115171W

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

**C.A. P.M. Kathariya**  
Partner  
Membership No. 031315  
Place: Mumbai  
Date: 29<sup>th</sup> May, 2019

**Laxmikant Kabra**  
(Director)  
DIN:00061346

**Bhavesh Tanna**  
(Director)  
DIN:03353445

**Chintan Doshi**  
(Company Secretary)

**Consolidated Statement of Changes in Equity for the year ended 31st March 2019**

(Amount in Rs.)

<b>EQUITY SHARE CAPITAL:</b>	<b>Balance as at 31st March, 2018</b>	<b>Changes in equity share capital during the year</b>	<b>Balance as at 31st March,2019</b>
Paid up Capital	3,82,00,000	-	3,82,00,000

(Amount in Rs.)

<b>OTHER EQUITY:</b>	<b>Reserves and Surplus</b>			
	<b>Share Premium Account</b>	<b>Revaluation Reserve</b>	<b>Retained Earnings</b>	<b>Total</b>
<b>Balance as at 31st March,2018</b>	<b>1,20,00,000</b>	-	<b>54,17,793</b>	<b>1,74,17,793</b>
Profit/(Loss) for the year	-	-	(44,45,378)	(44,45,378)
Prior Period Items	-	-	-	-
Items of Other Comprehensive Income for the year (net of tax) :	-	-	(19,33,600)	(19,33,600)
Dividend Distribution Tax	-	-	-	-
Share Capital Issued during the year	-	-	-	-
<b>Balance as at 31st March,2019</b>	<b>1,20,00,000</b>	-	<b>(9,61,184)</b>	<b>1,10,38,816</b>

**Note: The above statement of changes in equity should be read in conjunction with the accompanying notes.**

**Notes to Consolidated Financial Statement**

**3. Corporate Information**

Narendra Investments Delhi Limited (the Company) is a company registered under Companies Act, 1956 and incorporated on January 7, 1977. The main object of the company is Investment and Investment advisory services and has a registered office located at 1, Matru Chhaya, M Karve Road, Opp. Dr Bedekar Hospital, Naupada, Thane West 400602.

The Company, its subsidiaries (jointly referred to as the 'Group' herein under) considered in these Consolidated Financial Statements are:

<b>Name of Company</b>	<b>Principal Activities</b>	<b>Proportion (%) of Equity Interest</b>
Fudkor India Private Limited	FMCG Goods	51%
Vegico Foods Private Limited	FMCG Goods	100%

**2A. Basis of preparation**

The Consolidated Financial Statements for the Year ended March 31, 2018 has been prepared under Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015. The financial Statement as at and for the period ended March 31, 2019 along with financial information as at and for the year ended March 31, 2018.

**Basis of Consolidation**

The Company consolidates all entities which are controlled by it.

The Company establishes control when; it has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect the entity's returns by using its power over relevant activities of the entity.

Entities controlled by the Company are consolidated from the date control commences until the date control ceases.

All inter-company transactions, balances and income and expenses are eliminated in full on consolidation. Changes in the Company's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity and attributed to shareholders of the Company.

## **Business Combination**

The Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognized in the statement of profit and loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognized at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of net assets acquired is recognized as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognized as capital reserve.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interests' proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity of subsidiaries.

Business combinations arising from transfers of interests in entities that are under common control are accounted at historical cost. The difference between any consideration given and the aggregate historical carrying amounts of assets and liabilities of the acquired entity are recorded in shareholders' equity.

## **Accounting Estimates**

The preparation of the Consolidated Financial Statements, in conformity with the Ind AS, requires the management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of Consolidated Financial Statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognized in the period in which they are determined.

## **Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the Consolidated Financial Statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the Consolidated Financial Statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the Consolidated Financial Statements.

## **2B. Significant accounting policies**

### **a. Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- i. Expected to be realized or intended to be sold or consumed in normal operating cycle
- ii. Held primarily for the purpose of trading
- iii. Expected to be realized within twelve months after the reporting period, or
- iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- i. It is expected to be settled in normal operating cycle
- ii. It is held primarily for the purpose of trading
- iii. It is due to be settled within twelve months after the reporting period, or
- iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

## **a. Property, Plant and Equipment**

Property, Plant and equipment including capital work in progress are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The costs comprise of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their respective useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part have a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

## **Depreciation/ Amortization**

- 1) Depreciation on tangible assets is provided on straight line basis considering the useful lives prescribed in Schedule II to the Act on a pro-rata basis.
- 2) The asset's useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period.
- 3) An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

## **b. Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### **(i) Financial assets**

The Company classified its financial assets in the following measurement categories: -

- Those to be measured subsequently at fair value (either through other comprehensive income or through profit & loss)
- Those measured at amortized cost

### **Initial recognition and measurement**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

### **Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in following categories:

- (i) Financial Assets at Amortised Cost
- (ii) Financial Assets Measured at Fair Value

### **Financial Assets Measured at Fair Value**

Financial assets are measured at fair value through OCI if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in the Statement of Profit and Loss.

Financial asset not measured at amortised cost or at fair value through OCI is carried at FVPL.

### **Equity investments of other entities**

All equity investments in scope of IND AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which IND AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income all subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on

sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category is measured at fair value with all changes recognized in the Profit and loss.

## **Derecognition**

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

## **Financial liabilities**

### **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings and payables as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The measurement of financial liabilities depends on their classification, as described below:

### **Trade Payables**

'A payable is classified as a 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. These amounts are unsecured and are usually settled as per the payment terms stated in the contract. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

### **Financial liabilities at fair value through profit or loss**

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

### **Loans and borrowings**

Borrowings are initially recognized at fair value, net of transaction cost incurred. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

### **Derecognition**

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

### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis to realise the assets and settle the liabilities simultaneously.

## **c. Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Sales tax/ Value added tax (VAT)/ GST (Goods and Service Tax) is not received by the Company on its own account. Rather, it is collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue. The following specific recognition criteria must also be met before revenue is recognized:

### **Interest Income**

Interest income is included in finance income in the statement of profit and loss. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

## **Dividend Income**

Dividend income is recognized when the Company's right to receive dividend is established by the reporting date.

## **d. Taxes: Taxes comprises current income tax and deferred tax**

### **Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act, 1961 and the income computation and disclosure standards (ICDS) enacted in India by using tax rates and tax laws that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

### **Deferred tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets (including MAT credit) are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets (including MAT credit available) is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax relating to items recognized outside profit or loss is recognized outside the statement of profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

### **GST paid on acquisition of assets or on incurring expenses**

Expenses and assets are recognized net of the amount of sales/ value added taxes/ GST (Goods and Service Tax) paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included the net amount of tax recoverable from, or payable to, the taxation authority is included as part of other current assets or liabilities in the balance sheet.

## **e. Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset until such time that the asset are substantially ready for their intended use. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

## **f. Provision**

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value (except where time value of money is material) and are determined based on the best estimate required to settle the obligation at the reporting date when discounting is used, the increase in provision due to passage of time is recognized as finance cost. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

## **Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service up to the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

## **g. Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

## **h. Earnings per share**

Basic and diluted earnings per Equity Share are computed in accordance with Indian Accounting Standard 33 'Earnings per Share', notified accounting standard by the Companies (Indian Accounting Standards) Rules of 2015 (as amended). Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. (Refer Note No. 31)

## **i. Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

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

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



The Company's management determines the policies and procedures for both recurring and non-recurring fair value measurement measured at fair value.

External valuers are involved for valuation of significant assets, such as properties and financial assets and significant liabilities. Involvement of external valuers is decided upon annually by the management. The management decided, after discussions with the Company's external valuers which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies.

The management in conjunction with the Company's external valuers also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

**Note 3: PROPERTY, PLANT & EQUIPMENT**

	Property, Plant & Equipment							Intangible Assets		
	Office Premises	Vehicles	Furniture & Fixtures	Computers	Plant & Machinery	Factory Building	Total	Capital Work in Progress	Goodwill	Logo Development charges
<b>As at 31st Mar, 2018</b>	49,96,203	64,23,137	5,85,894	3,91,959	55,58,078	18,86,219	<b>1,98,41,490</b>	-	25,92,914	2,35,000
Additions	-	5,92,570	46,000	74,057	16,50,004	-	<b>23,62,631</b>	-	-	-
Disposal / Transfer	-	3,10,711	-	-	2,03,000	-	<b>5,13,711</b>	-	-	-
<b>As at 31st Mar, 2019</b>	49,96,203	67,04,996	6,31,894	4,66,016	70,05,082	18,86,219	<b>2,16,90,410</b>	-	25,92,914	2,35,000
<b>Accumulated Depreciation / Amortisation</b>										
<b>As at 31st Mar, 2018</b>	11,87,943	10,17,251	5,16,825	3,89,454	24,91,715	2,38,515	<b>58,41,704</b>	-	-	-
Charge for the year	78,940	7,52,857	60,281	16,771	7,43,106	59,793	<b>17,11,748</b>	-	-	-
Disposal / Transfer	-	1,67,283	-	-	-	-	<b>1,67,283</b>	-	-	-
<b>As at 31st Mar, 2019</b>	12,66,883	16,02,825	5,77,106	4,06,225	32,34,821	2,98,308	<b>73,86,169</b>	-	-	-
<b>Net Book Value</b>										
<b>As at 31st Mar, 2018</b>	38,08,260	54,05,886	69,069	2,505	30,66,363	16,47,703	<b>1,39,99,786</b>	-	25,92,914	2,35,000
<b>As at 31st Mar, 2019</b>	37,29,320	51,02,171	54,788	59,792	37,70,260	15,87,910	<b>1,43,04,241</b>	-	25,92,914	2,35,000

**(a) Property, plant and equipment pledged as security**

Refer to Note 15 and 18 for information on property, plant and equipment and other intangible assets pledged as security by the company

**(b) Capital work-in-progress**

Capital work-in-progress mainly comprises of plant & machinery and factory building.

**(c) Intangible Assets – Patents**

Intangible assets are assessed with indefinite useful lives hence no depreciation has been charged for the same.

# NARENDRA INVESTMENTS (DELHI) LIMITED

NOTE: 5 NON-CURRENT INVESTMENTS	As at 31st March 2019			As at 31st March 2018		
	Face Value	No. of Shares	Amount	Face Value	No. of Shares	Amount
<b>Investment in Quoted Shares</b>						
Aspinwal & Co. Ltd.	10	11,500	19,66,500	10	11,500	22,95,930
<b>Investment in Un-quoted Shares</b>						
Resins & Plastics Ltd.	10	42,000	97,75,120	10	42,000	97,75,120
Shivsahyadri Co-op. Credit Soc. Ltd.	100	5	550	100	5	550
The Catholic Syrian Bank Ltd.	-	-	-	10	73,000	1,73,88,000
Essar Steels	110	5,00,000	55,00,000	-	-	-
<b>Total</b>			<b>1,72,42,170</b>			<b>2,94,59,600</b>

Aggregate book value of the Quoted Investments	22,95,930
Aggregate book value of the Unquoted Investments	1,52,75,670
Aggregate market value of the Quoted Investments	19,66,500

## Note 5: Other Financial Assets

Particulars	As at 31-03-19	As at 31-03-18
Term Deposits with Banks	1,36,94,362	7,82,900
Security Deposits	5,24,000	4,24,000
Income Tax Refundable	13,994	-
	<b>1,42,32,356</b>	<b>12,06,900</b>

## Note 6: Inventories

Particulars	As at 31-03-2019	As at 31-03-18
Raw materials	1,41,45,900	1,05,02,268
Finished Goods	89,87,679	2,05,08,533
	<b>2,31,33,579</b>	<b>3,10,10,801</b>

## Note 7: Trade Receivables

Particulars	As at 31-03-19	As at 31-03-18
Unsecured, Considered Good	86,11,332	1,46,31,296
	<b>86,11,332</b>	<b>1,46,31,296</b>

## Note 8: Cash and cash equivalents

Particulars	As at 31-03-19	As at 31-03-18
Balance with Banks		
- in current accounts	4,69,374	73,40,043
Cash on hand	6,62,732	6,69,817
	<b>11,32,106</b>	<b>80,09,860</b>

## Note 9: Loans and Advances (Current)

Unsecured, Considered Good

Particulars	As at 31-03-19	As at 31-03-18
-Un Secured, considered good	26,08,040	27,39,072
-Statutory Dues	1,97,285	-
-Advance for Purchase of Immovable Property	29,47,500	29,47,500
	<b>57,52,825</b>	<b>56,86,572</b>

## Note 10: Other Current Assets

Particulars	As at 31-03-19	As at 31-03-18
-Un Secured, considered good		
-Receivable against shares	29,90,000	-
-Prepaid Expenses	84,383	4,27,497
	<b>30,74,383</b>	<b>4,27,497</b>

**Note No. 11: Equity Share capital**

(Rs in INR, except for share data if otherwise stated)				
Particulars	As at 31 March 2019		As at 31 March 2018	
	No. of Shares	Amount	No. of Shares	Amount
<b>Share Capital</b>				
<b>Authorised Capital</b>				
Equity Shares of Rs.10/- each.	50,00,000	5,00,00,000	50,00,000	5,00,00,000
	50,00,000	5,00,00,000	50,00,000	5,00,00,000
<b>Issues, Subscribed and Paid up:</b>				
Equity Shares of Rs.10/- each. *	38,20,000	3,82,00,000	38,20,000	3,82,00,000
<b>Total</b>	38,20,000	3,82,00,000	38,20,000	3,82,00,000

**Reconciliation of the Shares outstanding at the beginning and at the end of the year:**

Issued, Subscribed and Paid up capital	As at 31 March 2019		As at 31 March 2018	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
At the beginning of the Year	3,020,000	30,200,000	3,020,000	30,200,000
Share issued during the Year	800,000	8,000,000	800,000	8,000,000
Issued, Subscribed and Paid Up capital at the end of year	<b>3,820,000</b>	<b>38,200,000</b>	<b>3,820,000</b>	<b>38,200,000</b>

Terms/rights attached to equity shares

The company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Details of Share Holders holding more than 5% shares in the company**

Name of Shareholder	As at 31 March 2019		As at 31 March 2018	
	No. of Share	% Shareholding	No. of Share	% Shareholding
Devrath Bakebihari Choursya	400000	10.47%	400000	10.47%
Finsage Capital Service Pvt. Ltd.	430000	11.26%	430000	11.26%
Sunil Kanaiyalal Pagrani	438000	11.47%	438000	11.47%

**Note No. 12: Other Equity**

Particulars	As at 31-03-19	As at 31-03-18
<b><u>RESERVE AND SURPLUS</u></b>		
<b>Share Premium Account</b>		
Opening Balance	-	-
Add: Addition	12,000,000	12,000,000
Closing Balance	12,000,000	12,000,000
<b>Profit &amp; Loss Account</b>		
Opening Balance	5,417,793.04	2,069,570
Other Comprehensive income/ (Loss) on opening balance of Financial Instrument	-	-
Add: Profit for the year	(4,445,378)	1,963,193
Items of Other Comprehensive Income for the year, net of tax:	(1,933,600)	1,389,527
Less: Proposed Dividend	-	-
Less: Dividend Distribution Tax	-	(4,497)
Closing Balance	(961,184)	5,417,793
<b>Total</b>	<b>11,038,816</b>	<b>17,417,793</b>

**Note 13: Non-Current Borrowings**

Particulars	As at 31-03-19	As at 31-03-18
<b>Secured Loans</b>		
<b>Term Loans</b>		
From Banks	38,06,907	47,84,623
From Others	4,00,000	-
	<b>42,06,907</b>	<b>47,84,623</b>

**Note 14: Movement in deferred tax balances**

Particulars	As at 31-03-19	As at 31-03-18
<b>Deferred Tax (Asset)/Liability</b>		
Timing Difference on tangible assets	8,72,501	1,24,668
Deferred Tax Liability on Investments	(84,829)	5,85,747
Deferred Tax Liability on Others	(32,08,786)	(71,328)
MAT	(3,19,255)	(3,20,894)
<b>Deferred Tax (Asset)/Liability</b>	<b>(27,40,369)</b>	<b>3,18,193</b>

**Note 15: Current Borrowings**

Particulars	As at 31-03-19	As at 31-03-18
<b>Secured Loans</b>		
<b>Term Loans</b>		
From Banks	94,48,761	1,21,44,886
	-	5,14,933
	<b>94,48,761</b>	<b>1,26,59,819</b>

**Note 16: Trade payables**

Particulars	As at 31-03-19	As at 31-03-18
Due to Others	1,40,02,667	2,29,23,758
	<b>1,40,02,667</b>	<b>2,29,23,758</b>

There is no outstanding amount overdue as on March 31, 2018 to Micro, small and medium enterprises on account of principal or interest (March 31, 2017: Nil)

**Note 17: Other Financial liabilities**

Particulars	As at 31-03-19	As at 31-03-18
Advance Received from Customers	64,16,055	11,63,941
Security Deposit- Distributors	1,00,44,129	91,60,163
Statutory dues	1,35,000	1,37,317
Other financial Liabilities	2,00,000	1,275
	<b>1,67,95,184</b>	<b>1,04,62,696</b>

**Note 18: Provisions**

Particulars	As at 31-03-19	As at 31-03-18
Audit Fees Payable	30,000	30,000
Provision For Employee Benefits	3,49,504	1,60,819
Other Provision	50,000	2,72,772
	<b>4,29,504</b>	<b>4,63,591</b>

**Note 19 : Current Tax Liabilities**

Particulars	As at 31-03-19	As at 31-03-18
Income Tax Liabilities	1,19,046	96,254
	<b>1,19,046</b>	<b>96,254</b>

**Note 20: Revenue from operations**

Particulars	Year ended 31-03-19	Year ended 31-03-18
Sale of products	3,98,67,474	1,84,42,918
Profit on sale of Shares	68,239	17,32,384
Interest Income	5,94,347	4,00,616
Investment Advisory Services	19,20,000	27,95,947
Other Direct Income	6,036	-
	<b>4,24,56,096</b>	<b>2,33,71,865</b>

**Note 21: Other income**

Particulars	Year ended 31-03-19	Year ended 31-03-18
Dividend	2,08,950	1,96,776
Forex Gain/ (Loss)	1,79,992	(2,83,139)
	1,96,130	7,32,933
	<b>5,85,072</b>	<b>6,46,570</b>

**Note 22: Cost of materials consumed**

Particulars	Year ended 31-03-19	Year ended 31-03-18
Stock at beginning of the year	1,05,02,268	1,03,87,452
Add: Purchases	2,28,43,912	76,61,809
	3,33,46,180	1,80,49,261
Less: Stock at the end of the year	(91,45,900)	(1,05,02,268)
	<b>2,42,00,280</b>	<b>75,46,993</b>

**Note 23: Changes in inventories of finished goods, work in process and stock in trade**

Particulars	Year ended 31-03-19	Year ended 31-03-18
Opening Stocks		
- Work in Process and Finished Goods	2,05,08,533	2,20,52,696
	2,05,08,533	2,20,52,696
Less: Closing Stocks		
- Work in Process and Finished Goods	1,39,87,679	2,05,08,533
	1,39,87,679	2,05,08,533
	<b>65,20,854</b>	<b>15,44,163</b>

**Note 24: Employee benefits expense**

Particulars	Year ended 31-03-19	Year ended 31-03-18
Salaries and wages	77,86,536	17,74,349
	<b>77,86,536</b>	<b>17,74,349</b>

**Note 25: Finance costs**

Particulars	Year ended 31-03-19	Year ended 31-03-18
Interest on:		
- Term Loans & Cash Credit	17,38,648	8,49,026
	<b>17,38,648</b>	<b>8,49,026</b>

**Note 26: Other expenses**

Particulars	Year ended 31/03/2019	Year ended 31/03/2018
Bank Charges	1,11,667	23,024
Factory expenses	19,56,989	2,59,090
Labour Charges	20,35,815	6,43,714
Clearing and forwarding expenditure	7,75,948	2,45,787
Other General and administrative expenses	14,27,266	3,60,514
Transportation Charges	9,03,600	2,66,426
Rent	1,83,690	-
Advertisement Exps	1,62,018	3,02,242
BSE Annual Listing Fees	2,50,000	2,50,000
Prefrential Allotment Expenses	-	3,46,250

Commission Paid	5,54,757	4,40,465
Traveling and Conyence	6,34,087	3,21,011
ROC & other Filing Fees	12,400	57,858
Software Expenses	2,93,864	41,111
Legal & Professional Fees	10,60,100	1,72,831
Other Business Expenses	2,02,570	1,34,985
RTA Expenses	15,000	21,625
Delivery Charges	48,435	1,14,279
NSDL and CDSL Charges	15,186	52,000
Meeting and other exp	1,68,610	8,477
Postage & Telegram	58,960	18,185
Printing & Stationary	23,991	1,30,283
Insurance	1,36,268	26,225
Audit Fees	30,000	1,15,000
	<b>1,10,61,221</b>	<b>43,51,381</b>

**27: Earning Per Share**

(Amount in Rs, except for share data if otherwise stated)

Particulars	As At 31-03-19	As At 31-03-18
Profit attributable to equity shareholders for basics & Diluted EPS	(44,45,378)	19,63,193
Less: Profit attributable to Preference Shareholders Profit attributable to Equity Shareholders	-	-
	(44,45,378)	19,63,193
Weighted average number of Equity Shares: (Refer Note Below)		
-Basic	38,20,000	31,05,479
-Diluted	38,20,000	31,05,479
Earnings per Share (in Rs.)		
-Basic	(1.16)	0.63
-Diluted	(1.16)	0.63

**Notes**

Basic Earnings Per Share (EPS) is calculated by dividing net profit after tax by weighted average no. of equity shares. Calculation of Weighted Average Number of Shares as on 31-03-2018 for the purpose of calculation of EPS

Particulars	No. of Shares (1)	No. Of days (2)	No of Days in a Year (3)	Weighted Average No. of Shares (1*2/3)
No. of Shares held as on 01.04.2017 (Opening Capital)	30,20,000	365	365	30,20,000
No. of Shares Issued during the year	8,00,000	39	365	85,479
<b>Total Weighted Average No. of Shares</b>	<b>38,20,000</b>			<b>31,05,479</b>

**Note: Financial instruments**

The fair value of the financial assets is included at amounts at which the instruments could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair value:

- Fair value of cash and short-term deposits, trade and other short-term receivables, trade payables, other current liabilities, approximate their carrying amounts largely due to the short-term maturities of these instruments
- Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.

**Note 26: Related Party**

Details of material transactions during the year with Related Party	
Party	Relationship
Fudkor India Private Limited	Subsidiary
Vegico Foods Private Limited	Subsidiary
<b>Key Management Person</b>	
Bhavesh Tanna (Narendra Investments Delhi Limited)	Director
Dipen Doshi (Fudkor India Private Limited)	Director
Amisha Doshi (Vegico Foods Private Limited)	Director

(Rupees in INR, except for share data if otherwise stated)			
Sr. No	Nature of transaction	As at 31/03/2019	As at 31/03/2018
<b>1</b>	<b>Transactions with related parties</b>		
	<b>Loan Given</b>		
	Fudkor India Private Limited	26,00,000	82,00,000
<b>Interest</b>	Fudkor India Private Limited	10,65,479	44,383
<b>2</b>	<b>Remuneration to Directors</b>		
	Dipen Doshi	6,00,000	2,40,000
	Amisha Doshi	1,80,000	25,000
<b>3</b>	<b>Loan From Directors</b>		
	Bhavesh Tanna	4,00,000	-
<b>4</b>	<b>Outstanding balances of related parties</b>		
	Fudkor India Private Limited	1,18,03,314	82,44,383

**Note 27:**

**Financial Risk Management**

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk; and
- Interest rate risk

The Company has a risk management framework which not only covers the market risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks.

The risk management framework is approved by the Board of Directors. The risk management framework aims to:

4. Create a stable business planning environment by reducing the impact of interest rate fluctuations on the Company's business plan.
5. Achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

**Credit Risk**

Credit risk is the risk of financial loss to the company if a counter party fails to meet its contractual obligations

**Trade Receivables**

The company is exposed to credit risk of trade receivables. Credit risk on receivables area minimum since sales are made after judging the credit worthiness of the customers or receiving the advance payment. The history of the defaults has been minimum and outstanding trade receivables are monitored on regular basis.

**Cash and Cash Equivalents**

The group holds cash and cash equivalents of Rs.11,32,106

The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.



**Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities as on reporting date.

Particulars	As at 31st March 2019	As at 31st March 2018
Carrying value	2,76,58,335	4,03,68,200
Maturity less than 1 year	2,34,51,428	3,55,83,577
Maturity more than 1 year	42,06,907	47,84,623

**Interest rate risk:**

Interest rate risk arises from effects of fluctuation in prevailing levels of market interest rates on the fair value of Bonds / Debentures.

**Exposure to interest rate risk:**

Since the Company does not have any financial assets or financial liabilities bearing floating interest rates, any change in interest rates at the reporting date would not have any significant impact on the financial statements of the Company.

**Note 27: Capital Management**

For purpose of the company's capital management, capital includes equity share capital. The primary objective of the company is to maximise shareholder's value.

The company manages its capital structure and makes adjustment considering the changes in economic conditions and requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return on capital or issue of new shares.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31<sup>st</sup>March, 2019.

**Narendra Investments (Delhi) Limited**

Regd office: 1, Matru Chhaya, M. Karve Road, Opp. Dr. Bedekar Hospital, Naupada, Thane (West), Maharashtra – 400 602  
 [CIN: L65993MH1977PLC258134] [Email: narendrainvestmentdelhi@gmail.com]  
 [Website: www.narendrainvestment.com] [Tel No. +91(22) 25390009]

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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

I/ We \_\_\_\_\_ of \_\_\_\_\_ being a Member of Narendra Investments (Delhi) Limited do hereby appoint

- Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Email Id: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him/her
- Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Email Id: \_\_\_\_\_  
 Signature: \_\_\_\_\_, or failing him/her
- Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Email Id: \_\_\_\_\_  
 Signature: \_\_\_\_\_.

as my/our proxy and to attend and vote (on a poll) for me/us on my/our behalf at the twenty first Annual General Meeting of the Company to be held on Thursday, 30<sup>th</sup> September, 2019 at 1, Matru Chhaya, M. Karve Road, Opp. Dr. Bedekar Hospital, Naupada, Thane (West), Maharashtra – 400 602 at 4:00 P.M. and at any adjournment(s) thereof in respect of such resolutions as are indicated below.

Resolution		Optional*	
S. No.	Business	For	Against
1	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2019, and the Reports of the Directors and the Auditors thereon.		
2	To ratify the appointment of Auditors and fix their remuneration.		
3	Re-appointment of Mr. Bhavesh Tanna as a Director of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder \_\_\_\_\_

Signature of Proxy Holder(s) \_\_\_\_\_

Affix 1 Rupee Revenue Stamp
-----------------------------------

**Notes:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Officer of the Company, not less than 48hours before the commencement of the Meeting. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of him and proxy need not be a member.

**Narendra Investments (Delhi) Limited**

Registered office: 1, Matru Chhaya, Maharshi Karve Road, Opp. Dr. Bedekar Hospital,  
Naupada, Thane (West), Maharashtra – 400 602

[CIN: L65993MH1977PLC258134]

[Email: narendrainvestmentdelhi@gmail.com]

[Website: www.narendrainvestment.com] [Tel No. +91(22) 25390009]

**ATTENDANCE SLIP**

DP ID.: \_\_\_\_\_ Folio No. \_\_\_\_\_

Client ID.: \_\_\_\_\_ No. of Shares: \_\_\_\_\_

Name and address of Shareholder/Proxy holder

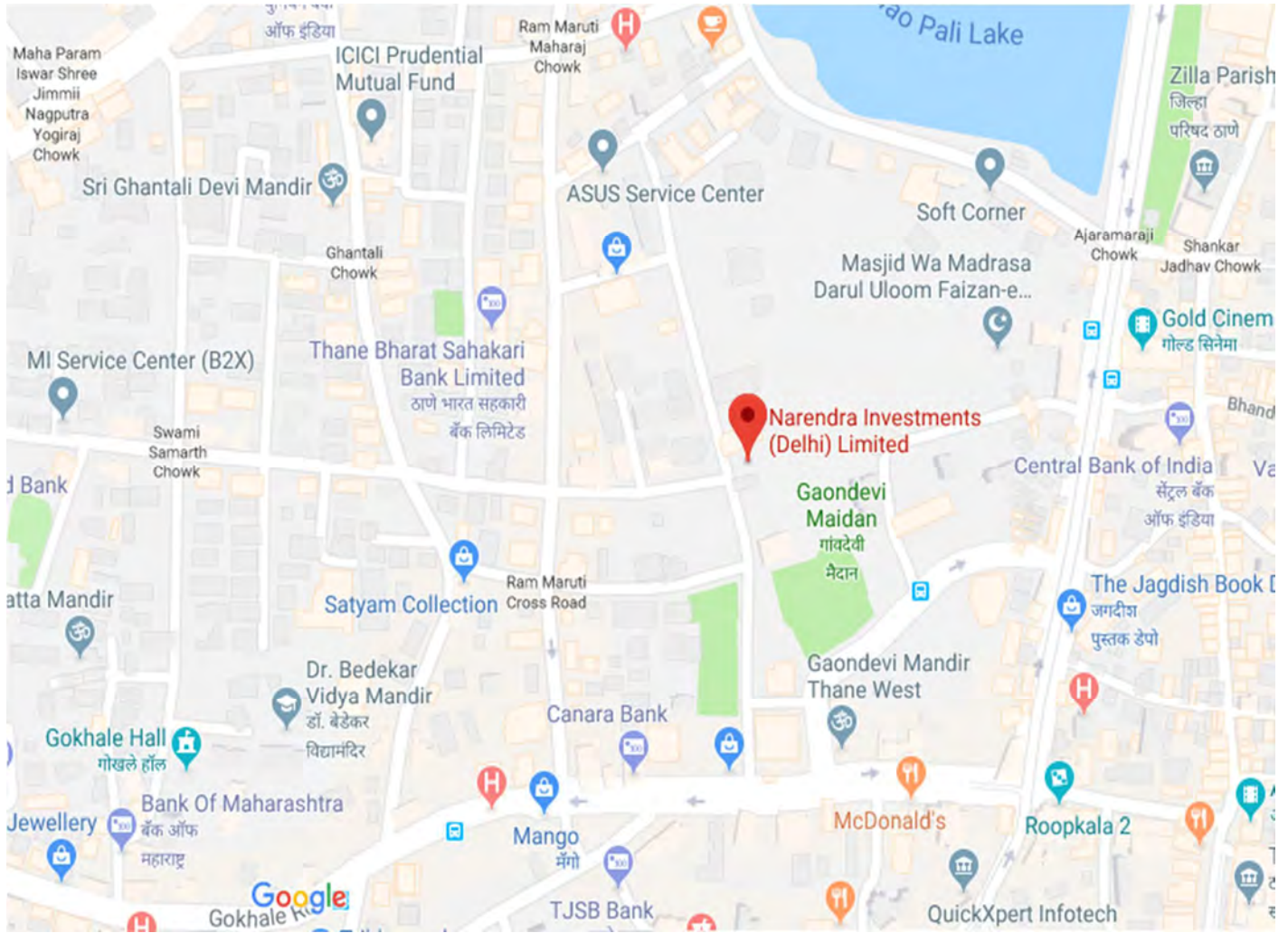
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held on 30<sup>th</sup> September 2019 at 1, Matru Chhaya, Maharshi Karve Road, Opp. Dr. Bedekar Hospital, Naupada, Thane (West), Maharashtra – 400 602 at 4:00 PM.

Name of Member/Proxy

Member's/proxy Signature

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)



Narendra Investments (Delhi) Limited, 1, Matru Chhaya, M. Karve Road, Opp. Dr. Bedekar Hospital, Naupada, Thane West 400602

# NARENDRA INVESTMENTS (DELHI) LIMITED

If undelivered, please return to

Narendra Investments (Delhi) Limited  
1, Matru Chhaya, M Karve Road,  
Opp Dr. Bedekar Hospital, Naupada  
Thane West 400602