

Swan Energy Limited

(Formerly Swan Mills Limited)

6, Feltham House, 2nd Floor, 10 J. N. Heredia Marg, Ballard Estate, Mumbai 400001.
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CIN: L17100MH1909PLC000294

Swan/bse/nse

16th August, 2019

Dept. of Corporate Compliances,
National Stock Exchange Limited,
Exchange Plaza, Plot No. C/1, G Block,
Bandra –Kurla Complex, Bandra-east,
Mumbai – 400 051

Listing Department
Bombay Stock Exchange Limited
P.J. Tower, Dalal Street, Fort
Mumbai – 400 001

Scrip Code: 503310 (BSE) & SWANENERGY (NSE)

Dear Sir/Madam

Sub: Submission of 111th Annual Report for financial year ended 31st March, 2019

Pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') we are enclosing herewith 111th Annual Report of the Company for financial year ended 31st March, 2019.

Thanking you,

Yours faithfully,

For Swan Energy Limited



**(Arun S. Agarwal)
Company Secretary**



SWAN ENERGY LIMITED

111th ANNUAL REPORT

For the year ended 31.03.2019

From the Desk of the Managing Director



Dear Stakeholder,

We are pleased to inform you that we have ended yet another successful year with satisfactory results. Despite the increasingly challenging environment, we continue to grow our business. This would not have been possible without our people. It is the power of our people, our unique culture and innovative approach, which helps us deliver enduring results.

FY 2019 Overview

Your company has been able to stand firm in a difficult year. The consolidated top line experienced a growth and stands at ₹ 89,161.98 lacs. However, the EBITDA for the year declined 33% to ₹ 9716.84 lacs.

LNG Port Project: Our flagship project continues to steam ahead. The FSRU construction remains on schedule at the Hyundai Heavy Industries' shipyard in Ulsan, Korea. Triumph Offshore Private Limited (TOPL - 100% subsidiary of SEL) has engaged Mitsui OSK Lines to provide their technical services for the quality management and supervision during the FSRU construction period. Swan LNG has appointed Mantovani Di Dharti Private Limited as the EPC contractor for the breakwater and groyne construction, while Afcons Infrastructure Limited has been engaged for the jetty and tug berth construction. Black and Veatch has been awarded the topside EPC contract. Currently, Swan LNG Private Limited (SLPL) is in the process of achieving financial closure for the LNG Port Project.

Real Estate: Cardinal Energy & Infrastructure Private Limited (CEIPL – 100% subsidiary of SEL) continues to receive rental income; ₹ 15.81 Crores from its commercial property in Bengaluru, and ₹ 14.00 Crores from its commercial property in Hyderabad. Over the course of the year, CEIPL has moved one step closer towards completion of its residential project in Bengaluru. The project is slated to be completed in the last quarter of FY21.

Textiles: The process house in Ahmedabad showed a 3% increase in its top line to ₹ 326.49 Crores. This unit continues to churn out the necessary products to meet the demands of the ever changing and evolving global textile industry.

The opportunities ahead are huge. By staying true to its mission and its values, and by continually investing in building newer capabilities, your Company is primed for success.

On behalf of the Board of Directors of Swan Energy Limited, I want to thank you for your continued trust, confidence, and support.

Warm Regards,

Nikhil V. Merchant



SWAN ENERGY LIMITED

CIN : L17100MH1909PLC000294

BOARD OF DIRECTORS

CHAIRMAN

Mr. NAVINBHAI C. DAVE

DIRECTORS

Mr. RAJKUMAR SUKHDEVSINHJI

Mr. PITAMBER S. TECKCHANDANI

Mr. SHOBHAN I. DIWANJI

Mr. RAJAT KUMAR DAS GUPTA

Mrs. SUREKHA N. OAK

Mr. SUGAVANAM PADMANABHAN, *Whole time Director*

Mr. PARESH V. MERCHANT, *Executive Director*

Mr. NIKHIL V. MERCHANT, *Managing Director*

111th ANNUAL GENERAL MEETING

On Wednesday,

the 11st September, 2019

at 11.30 A.M.

Babasaheb Dahanukar Sabhagriha,
Maharashtra Chamber of Commerce,
Industry & Agriculture (MACCIA),
Oricon House, 6th Floor,
Maharashtra Chamber of
Commerce Lane,
Kala Ghoda, Fort,
Mumbai - 400 001

CHIEF FINANCIAL OFFICER

Mr. CHETAN K. SELARKA

COMPANY SECRETARY

Mr. ARUN S. AGARWAL

AUDITORS

M/s. N. N. JAMBUSARIA & CO.

REGISTERED OFFICE

6, Feltham House, 2nd Floor,
10, J. N. Heredia Marg,
Ballard Estate, Mumbai – 400 001.

CONTENTS

Notice	02
Directors' Report	17
Financial Statements	
Standalone	58
Consolidated	99
Attendance Slip and Proxy Form	141

REGISTRAR & TRANSFER AGENT

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED.

No. 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Boricha Marg, Near Lodha Excelus,
Lower Parel, Mumbai - 400 011. Tel.: 022 - 23018261

NOTICE

Notice is hereby given that the 111th (One Hundred and Eleventh) Annual General Meeting of the Company will be held on Wednesday, 11th September, 2019 at 11.30 A.M. at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Industry & Agriculture (MACCIA), Oricon House, 6th Floor, Maharashtra Chamber of Commerce Lane, Kala Ghoda, Fort, Mumbai - 400 001 to transact the following businesses:

ORDINARY BUSINESS :

Adoption of IND AS compliant Financial Statements (standalone & consolidated):

1. To consider and if thought fit, to pass, with or without modifications(s), the following resolutions as **Ordinary Resolutions:**
 - a) **“RESOLVED THAT** standalone Audited Financial statements (Balance Sheet, Statement of Profit and Loss, Statement of changes in equity, Cash Flow Statement) for the year ended 31st March, 2019, together with Reports of the Board of Directors and the Auditors thereon, be and are hereby approved and adopted.”
 - b) **“RESOLVED THAT** Consolidated Audited Financial statements (Balance Sheet, Statement of Profit and Loss, Statement of changes in equity, Cash Flow Statement) for the year ended 31st March, 2019, together with Report of the Auditors thereon, be and are hereby approved and adopted.”

Declaration of dividend

2. To consider and if thought fit, to pass, with or without modifications(s), the following resolutions as **Ordinary Resolution:**

“RESOLVED THAT in terms of Section 123 of the Companies Act, 2013, dividend for the financial year 2018-19 @ 10%, i.e., Rs. 0.10 for every Equity share of face value of Rs. 1/- each on 24,42,57,000 Equity shares of Rs. 1/- each, amounting to Rs. 2,44,25,700/- (Rs. Two Crore Forty Four Lakh Twenty Five Thousand Seven Hundred only) be and is hereby declared and approved.

RESOLVED FURTHER THAT the above declared dividend be and is hereby paid to those Members whose names appear on the Register of Members of the Company as on Wednesday, 04th September, 2019 and to the beneficial owner(s) of the shares held in electronic mode as at close of business hours on Wednesday, 04th September, 2019, as per details furnished by the Depositories for this purpose.”

Re-appointment of Director retiring by rotation

3. To consider and if thought fit, to pass, with or without modifications(s), the following resolutions as **Ordinary Resolution:**

“RESOLVED THAT Mr. Sugavanam Padmanabhan (DIN: 03229120), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company in terms of Section 152 of the Companies Act, 2013.”

SPECIAL BUSINESS:

Alteration in object clause of Memorandum of Association:

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

“RESOLVED THAT, pursuant to Section 4, 13 and any other applicable provisions of Companies Act, 2013 (“Act”), as amended and subject to such other requisite approvals, as may be required and agreed to by the Board of Directors of the Company (“Board”, which term shall be deemed to include any Committee of the Board or officer(s), the consent of the members of the Company be and is hereby accorded for alteration of the Object Clause of the Memorandum of Association (“MOA”) of the Company such that the new Clause 3 (nc) be added after existing Clause 3 (nb) in the MOA of the Company.

(nc) To carry on the business of developing, maintaining and operating of road, highway project,



bridge, express ways, intra-urban roads and/or peri-urban roads like ring roads and / or urban by-passes, fly-overs, bus and truck terminals, subways, port, inland waterways and inland ports, water supply project, irrigation project, sanitation and sewerage system, water treatment systems, solid waste management system, bio medical waste management system or any other public facility of similar nature and also to undertake the business of developing, maintaining operating, construction of housing projects either individually or through its subsidiaries or SPVs formed directly or indirectly or as joint venture with any other company/ firm / individual / consultant / Public Sector Undertaking / Government Department / Statutory Bodies whether local or foreign.

RESOLVED FURTHER THAT the Board be and is hereby authorized to undertake all such acts, deeds, matters, and things and to execute all such deeds, documents, and writing as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this regulation to any Committee of Directors of the Company or Officer(s) of the Company in order to give effect to this resolution.

Approval for giving Loan or Guarantee or Providing Security in connection with Loan availed by any of the Company's subsidiary(ies) or any other person specified under Section 185 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions of the Companies Act, 2013 (the “Act”) and relevant Rules, as amended, and other applicable laws, if any, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”, which term shall be deemed to include any Committee of the Board or officer(s) authorised by the Board) for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the “Entities”), up to a sum not exceeding Rs.10000 Crores [Rupees Ten Thousand Crores Only] at any point in time, in its absolute discretion deemed beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT the Board is hereby authorised to negotiate, finalise, agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/ documents/ undertakings/ agreements/papers/writings for giving effect to this Resolution.”

Approval for giving Loan and/or Guarantee, providing Security and/or making Investment under Section 186 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act 2013 (the “Act”) and relevant Rules, as amended, SEBI (LODR) Regulations 2015, Foreign Exchange Management Act, 1999 and other applicable laws, if any, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the company (“Board”, which term shall be deemed to include any Committee of the Board or officer(s) authorised by the Board); (a) to give any loan to any person or other body corporate; (b) to give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in its absolute discretion deemed beneficial and in the best interest of the Company, provided that the outstanding amount of aforesaid in aggregate shall not at any time exceed the limit of Rs. 10000 Crores [Rupees Ten Thousand Crores Only].

RESOLVED FURTHER THAT the Board is hereby authorised to negotiate, finalise, agree the terms and conditions of the aforesaid loan/guarantee/security/investments etc. and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/ documents/ undertakings/agreements/papers/writings for giving effect to this Resolution.”

Ratification of Cost Auditor’s Remuneration

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

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Members of the Company hereby ratifies the remuneration of Rs. 75,000 (Rupees Seventy five thousand only) plus applicable taxes payable to M/s V. H. Shah & Co., Cost Accountants (Firm Registration No. 100257), appointed as Cost Auditors of the Company for the Financial Year 2019-20.

Re-appointment of Mr. Rajkumar Sukhdevsinhji as Independent Director of the Company

8. To consider and if thought fit, to pass, with or without modifications, the following Resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act), the Rules made thereunder and the applicable provisions of the SEBI (LODR) Regulations, 2015, as amended, Shri Rajkumar Sukhdevsinhji, (DIN: 00372612), aged 83 years, be and is hereby re-appointed as an Independent Director of the Company for the second consecutive term of 5 years with effect from 29th September, 2019 to 28 September, 2024 and he will not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (LODR) Regulations, 2015, consent of the members of the Company be and is hereby accorded for continuation of Shri Rajkumar Sukhdevsinhji, as an Independent Director of the Company, despite his age being more than 75 years.

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

Re-appointment of Mr. Pitamber Teckchandani as Independent Director of the Company

9. To consider and if thought fit, to pass, with or without modifications, the following Resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act), the Rules made thereunder and the applicable provisions of the SEBI (LODR) Regulations, 2015, as amended, Shri Pitamber Teckchandani, (DIN: 00319820), aged 81 years, be and is hereby re-appointed as an Independent Director of the Company for the second consecutive term of 5 years with effect from 29th September, 2019 to 28 September, 2024 and he will not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (LODR) Regulations, 2015, consent of the members of the Company be and is hereby accorded for continuation of Shri Pitamber Teckchandani, as an Independent Director of the Company, despite his age being more than 75 years.

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

Re-appointment of Mr. Rajat Kumar Dasgupta as Independent Director of the Company

10. To consider and if thought fit, to pass, with or without modifications, the following Resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act), the Rules made thereunder and the applicable provisions of the SEBI (LODR) Regulations, 2015, as amended, Shri Rajat Kumar Dasgupta, (DIN: 01725758), aged 82 years, be and is hereby re-appointed as an Independent Director of the Company for the second consecutive term of 5 years with effect from 29th September, 2019 to 28 September, 2024 and he will not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of SEBI (LODR) Regulations, 2015, consent of the members of the Company be and is hereby accorded for continuation of Shri Rajat Kumar Dasgupta, as an Independent Director of the Company, despite his age being more than 75 years.

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

Re-appointment of Mr. Shobhan Diwanji as Independent Director of the Company

11. To consider and if thought fit, to pass, with or without modifications, the following Resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act), the Rules made thereunder and the applicable provisions of the SEBI (LODR) Regulations, 2015, as amended, Shri Shobhan Diwanji, (DIN: 01667803), aged 64 years, be and is hereby re-appointed as an Independent Director of the Company for the second consecutive term of 5 years with effect from 29th September, 2019 to 28 September, 2024 and he will not be liable to retire by rotation.

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

Re-appointment of Mr. Nikhil V. Merchant as Managing Director of the Company

12. To consider and if thought fit, to pass, with or without modifications, the following Resolution as a **Special Resolution:**

“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Nikhil V. Merchant (DIN: 00614790) as the ‘Managing Director’ of the Company, for a period of five years with effect from 1st September, 2019, on the terms and conditions, including remuneration, as set out in the explanatory statement annexed to the Notice, with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner so as to not exceed the limits specified in Schedule V to the Act.

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

Re-appointment of Mr. Paresh V. Merchant as Executive Director of the Company

13. To consider and if thought fit, to pass, with or without modifications, the following Resolution as a **Special Resolution:**

“RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Paresh V. Merchant (DIN: 00660027) as the ‘Executive Director’ of the Company, for a period of five years with effect from 1st September, 2019, on the terms and conditions, including remuneration, as set out in the explanatory statement annexed to the Notice, with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner so as to not exceed the limits specified in Schedule V to the Act.

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

Raising of Capital

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

“RESOLVED THAT in supersession of all the Resolutions passed earlier in this regard and pursuant to the provisions of section 62 and other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof for the time being in force) and subject to:

- a) the provisions of the memorandum and Articles of Association of the Company;
- b) the requirements of the Listing Agreement(s) entered into by the Company with the Stock Exchanges on which the Company’s Shares are presently listed;
- c) the provisions of the Foreign Exchange Management Act, 1999 (FEMA), as amended, and all applicable regulations framed and notifications issued thereunder;
- d) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended as applicable; including the regulations for Qualified Institutions Placement prescribed in Chapter VIII thereof;
- e) all other applicable rules, regulations, circulars, notifications, guidelines issued by Ministry of Finance, the reserve bank of India (RBI), the Securities and Exchange board of India (SEBI) and all other governmental or regulatory bodies in India;
- f) obtaining and complying with all necessary approvals, consents, permissions and / or sanctions, as applicable for Foreign Direct Investment of the Government of India (GOI), the Foreign Investment Promotion Board (FIPB), RBI, SEBI, relevant Stock Exchanges, whether in India or overseas, all other appropriate regulatory and governmental authorities, whether in India or overseas, any institutions, lenders and any other third parties and subject to such conditions and modifications as may be prescribed by any of them whilst granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee(s) constituted or to be constituted for the purpose of any offering(s) to be made by the company in pursuance of this Resolution); consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches:
 - (i) in the course of one or more domestic offering(s), and / or
 - (ii) in the course of one or more international offering(s), in one or more foreign markets, such number of Equity shares, with or without green shoe option, in the course of domestic and/or international offerings and/or Qualified Institutions Placements (“QIP”), secured or unsecured debentures, bonds or any other securities whether convertible into equity share or not, including, but not limited to, Foreign Currency Convertible Bonds (“FCCBs”), Optionally Convertible Debentures (“OCD”), Bonds with share warrants attached, Global Depositary Receipts (“GDRs”), American Depositary Receipts (ADRs”), or any other equity related instrument of the Company or a combination of the foregoing including but not limited to a combination of equity shares with bonds and/or any other securities whether convertible into equity shares or not (hereinafter referred to as “Securities”) whether rupee denominated or denominated in Foreign Currency, to any eligible person, including to Domestic / Foreign Investors / Institutional Investors/ Foreign Institutional Investors, Non- Resident Indians, Indian Public, Individuals, Companies/ Corporate Bodies (Whether incorporated in India or Abroad), Mutual Funds, Banks, Insurance Companies, Pension Funds, Venture Capital Funds, Financial Institutions, Trusts, Qualified Institutional Buyers within the meaning of Chapter VIII of the SEBI ICDR Regulations, Stabilizing agents or other persons or entities, whether shareholders of the Company or not through a public issue and/or on a private placement basis and/or qualified institutions placement within the meaning of Chapter



VIII of the SEBI ICDR Regulations and/or other kind of public issue and/or private placement or through a combination of the foregoing as may be permitted under applicable law from time to time, for an aggregate amount not exceeding 1000 Crores (Rupees One Thousand Crores only), whether to be listed on any stock exchange in India or any international stock exchanges outside India, through an offer document and/or prospectus and/or offer letter, and/or Placement Document and/or offering circular, and/or on public and/or private placement basis, at such price or prices and on such terms and conditions including security, rate of interests etc, as may be decided by and deemed appropriate by the board as per applicable law, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made, considering, the prevailing market conditions and other relevant factors wherever necessary in consultation with its advisors, as the board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT the Board is entitled to appoint, enter into and execute all such agreements with any Advisor(s), Lead Manager(s), Underwriter(s), Guarantor(s), Depository(ies), Trustee(s), Custodian(s), Legal Counsel(s) and all such other relevant agencies as may be involved or concerned with such offerings of securities and to remunerate all such agencies including by payment of commissions, brokerage, fee or the like.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and the things, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the board be and is hereby authorized to form a committee or delegate all or any of its power to any Director(s) or committee of Directors/ Company Secretary/Other person authorized by the board to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board/Committee thereof decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board/Committee decides thereof to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board/ Committee thereof .

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing, issue of the securities may be done upon all or any terms or combination of terms in accordance with international practices relating to the payment of interest, additional interest, premium on redemption, prepayment or any other debt service payments and all such terms as are provided customarily in an issue of securities of this nature.”

**By Order of the Board of Directors
For Swan Energy Limited**

Arun S. Agarwal
Company Secretary

Mumbai, 14th August, 2019

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out all the material facts relating to item No. 4 to 14 of the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable. Proxy shall not vote except on a poll.
3. Pursuant to provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 05th September, 2011 to Wednesday, 11th September, 2019 (both days inclusive).
4. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, provides that physical transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company promptly.
5. The dividend on equity shares, if approved at the meeting, will be paid to those members whose names are on the Company's Register of Members on Wednesday, 04th September, 2019. In respect of shares held in electronic form, the dividend will be payable to the beneficial owners of shares as at the end of business hours on Wednesday, 04th September, 2019 as per the details furnished by the Depositories for this purpose.
6. Members holding shares in physical form are requested to intimate Registrar and Transfer Agents (RTA) of the Company viz., Purva Sharegistry (India) Pvt. Ltd., Unit: Swan Energy Limited, 9, Shiv Shakti Ind Estate, J.R. Boricha Marg, Lower Parel, Mumbai – 400 011, changes, if any, in their Bank details, registered address, etc. along with their Pin Code. Members holding shares in electronic form are requested to update such details with their respective Depository Participants.
7. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, Members are requested to note that dividend not encashed/claimed within seven years from the date of transfer to unpaid Dividend Account of the Company will be transferred to the Investor Education and Protection Fund (IEPF).

Due dates for transfer to IEPF, of the unclaimed/ unpaid dividends for the financial year 2011-12 and thereafter, are as follows:

Financial year ended	Declaration Date	Due Date
March 31, 2012	18/09/2012	24/10/2019
March 31, 2013	19/09/2013	25/10/2020
March 31, 2014	29/09/2014	05/11/2021
March 31, 2015	11/09/2015	17/10/2022
March 31, 2016	21/09/2016	27/10/2023
March 31, 2017	21/09/2017	27/10/2024
March 31, 2018	11/09/2018	17/10/2025



8. Re-appointment / Appointment of Directors:

The information required to be provided under Regulation 36(3) of the SEBI (LODR), Regulations 2015 and Secretarial Standards 2 on General Meetings issued by Institute of Company Secretaries of India in respect of Directors being appointed / re-appointed is given herein below:

Name of the Director	Brief Resume, experience and nature of expertise in functional area	Directorship held in other Public Companies	Committee position held in other Public Companies	No. of Shares held in Swan Energy Limited
Mr. Sugavanam Padmanabhan	Chartered Accountant, having 46 years of versatile experience in all the sectors related to the Oil & Gas Industry	Nil	Nil	Nil
Mr. Rajkumar Sukhdevsinhji	Graduate-Economics, Ex-Chairman & MD, BPCL; Ex-MD, Essar Oil Ltd. 55 years experience in all functional areas related to the Oil & Gas Sector	i. Asahi Songwon Colors Limited (listed) ii. Tirunelveli Wind Farms Limited iii. EPC Offshore Subsea Projects Limited iv. Essar Oil and Gas Exploration And Production Limited v. Essar Advisory Services Limited vi. Futura Travels Limited vii. Edwell Infrastructure Hazira Limited	Asahi Songwon Colors Limited. Audit Committee – Member.	Nil
Mr. Pitamber Teckchandani	Graduate-Mechanical Engineering. 50 years experience in the Oil & Gas Sector	Nil	Nil	Nil
Mr. Shobhan Diwanji	BA-Economics, MBA-Finance(USA). 47 years experience in financing and structuring.	Standard Industries Limited (listed)	Standard Industries Ltd. 1. Audit Committee – Member. 2. Nomination and Remuneration Committee - Member	Nil
Mr. Rajat Kumar Dasgupta	MTech-IIT-Mechanical Engineering. 50 years experience in the field of Product development, Energy Conservation in Green field projects.	Nil	Nil	Nil

Nikhil V. Merchant	B.S. (Tex. Eng.) USA, DMTC MEP (IIM). 35 years experience in all functional areas related to the Textile, Oil & Gas Sector	i)Swan International Limited ii) Swan Mills Limited	Nil	4000
Paresh V. Merchant	B.Com., MEP (IIM). 35 years experience in all functional areas related to the Textile, Oil & Gas Sector	i)Swan International Limited ii) Swan Mills Limited	Nil	Nil

Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 111th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 07th September, 2019 (9:00 am) and ends on 10th September, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 4th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

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

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

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

Details on Step 1 is mentioned below:

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

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

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

4. Your User ID details are given below:

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

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jigneshpandyacs@gmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 4th September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. Pursuant to SEBI circular, all physical shareholders are requested to send us original cancelled cheque leaf, copy of Bank Pass book and PAN card to our RTA.
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 4th September, 2019.
- X. Mr. Jignesh Pandya, Practicing Company Secretary (CP No. 7346) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against,

if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.swan.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE and NSE, where the shares of the Company are Listed.

**By Order of the Board of Directors
For Swan Energy Limited**

Arun S. Agarwal
Company Secretary

Mumbai, 14th August, 2019

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

Item No. 4:

The company intends to venture into new businesses, as specified in the proposed new clause no. 3 (nc), to be added in the Object clause of the MOA of the company, as specified in the resolution at item no. 4.

Earlier, consent of the members under Section 13 for alteration of memorandum was required to be obtained only by way of Postal Ballot. However, the following proviso has been inserted in Section 110 (1) (b) of the Act by the Companies (amendment) Act, 2017, effective from 9th February, 2018.

“Provided that any item of business required to be transacted by means of postal ballot under clause (a), may be transacted at a general meeting by a company which is required to provide the facility to members to vote by electronic means under section 108, in the manner provided in that section.”

Accordingly, the Board recommends the resolution set out in Item No. 4, for approval of Members as a Special Resolution, at the Annual general meeting, instead of by means of postal ballot.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice except to the extent of their shareholding interest, if any, in the Company.

The Memorandum and Articles of Association of the Company is available for inspection in physical or in electronic form during specified business hours i.e. between 10:00 a.m. to 6:00 p.m. at the Registered office of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered office and also at the Meeting.

Item No. 5:

The Company may have to render support for the business requirements of its Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the “Entities”) from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 (‘the Act’), the Company may find it unable to extend financial assistance by way of loan to such Entities. The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act, as amended, for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for the capital expenditure of the projects and/or working capital requirements, including purchase of fixed assets, as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board of Directors recommend the resolution given in this Notice for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or

interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Item No. 6:

Section 186 of the Companies Act 2013 (the Act), inter alia, requires that no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium, whichever is more, except with previous approval of members by a Special resolution.

In view of the ongoing business ventures of the company, it will be expedient to authorize the Board of directors of the company to execute such transactions in the interest of the company to avail opportunities to avail benefits in terms of costs, profits, business growth or financial flexibility. It will enable Company to deploy its funds by way of acquiring securities, giving of loans, deposits or such other means and provide security and guarantee from time to time and on such terms, conditions, as may be decided by the Board, keeping in view the surplus funds, opportunity before the Company, business benefits, subject to compliance with all applicable statutory provisions.

Earlier, consent of the members under Section 186(3) was required to be obtained only by way of Postal Ballot. However, insertion of proviso in Section 110(1)(b) of the Act, as mentioned above in Item no. 4, such resolution may be transacted at a general meeting also.

Accordingly, the Board recommends the resolution set out in Item No. 6 for approval of Members as a Special Resolution, at the Annual general meeting, instead of by means of postal ballot.

None of the Promoters, Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except to the extent of their shareholding as Members.

Item No. 7:

The Board of Directors of the Company has, on the recommendation by the Audit Committee, appointed M/s. V. H. Shah & Co., Cost Accountants (Firm registration number: 100257) as the Cost Auditors for the financial year 2019-20 at a remuneration of Rs. 75,000/- (Rupees Seventy Five thousand only) plus applicable taxes.

As per Section 148 of the Companies Act, 2013 ("ACT") and applicable Rules thereunder, the remuneration payable to the Cost Auditors is to be ratified by the Members of the Company.

The Board considers the remuneration payable to the Cost Auditors as fair and reasonable.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the said Resolution.

The Board recommends the Ordinary Resolution as set out at Item number 7 of the accompanying Notice for approval of the members.

Item no. 8 to 11:

The Members of the Company, at the 106th Annual General Meeting held on 29th September, 2014, had approved the appointment of following Independent Directors for a term of five consecutive years, commencing from 29th September, 2014 till 28th September, 2019 and they were not liable to retire by rotation.

- Mr. Rajkumar Sukhdevsinhji
- Mr. Pitamber Teckchandani
- Mr. Rajatkumar Das Gupta
- Mr. Shobhan Diwanji

As per Section 149(10) & (11) of the Act, an Independent Director shall hold office for a term up to five consecutive years, and shall be eligible for re-appointment for another term of five consecutive years on the Board of the Company, on passing of a special resolution by the Company.

Further a new sub regulation 17(1A) of Listing Regulations mandates that no listed entity shall appoint a person

or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 Years, unless a Special Resolution is passed by the Company to that effect.

All the above independent directors have given a declaration to the Board that they meet with the criteria of independence as per section 149(6) of the Act and Regulation 16(1)(b) and 25(8) of SEBI (LODR) Regulations, 2015. and are not disqualified from being appointed as Director in terms of Section 164 of the Act. Further, the Company has received notice from the member, proposing their candidature for the office of the Independent Director.

In the opinion of the Board, all the above directors fulfill the conditions of their appointment as Independent Directors of the Company as per the applicable provisions of the Act and SEBI Regulations and are independent of the management of the Company.

Based on their skills, performance evaluation, extensive and enriched experience in diverse areas and suitability to the Company and pursuant to recommendation of Nomination and Remuneration Committee (NRC) and the Board of Directors and also considering provisions of 17(1A) of Listing Regulations, Mr. Rajkumar Sukhdevsinhji, Mr. Pitamber Teckchandani, Mr. Rajat Kumar Das Gupta and Mr. Shobhan Diwanji, being eligible for re-appointment as Independent Directors, have consented and offered themselves for re-appointment as an Independent Directors.

The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM.

The Board recommends the Special Resolution as set out at Item number 8, 9, 10 and 11 of the accompanying Notice for approval of the members.

The above Directors are interested and concerned in the respective resolutions for their own re-appointments. None of the other directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolutions.

Item no. 12 & 13:

The Board, at its meeting held on 14th August, 2019, has, subject to the approval of the members, re-appointed Mr. Nikhil V. Merchant and Paresh V. Merchant as Managing Director and Executive Director respectively for a period of 5 years from expiry of their present terms on 31st August, 2019, at the remuneration recommended by the Nomination and Remuneration Committee and approved by the Board.

Broad particulars of the terms of appointment / re-appointment and remuneration payable to the above directors are as under:

1. Period:

- a. Mr. Nikhil V. Merchant: From 1st September, 2019 to 31st August, 2024
- b. Mr. Paresh V. Merchant: From 1st September, 2019 to 31st August, 2024

2. Nature of duties:

The above directors shall devote their whole time and attention to the business of the Company and/ or its associated companies, joint venture companies, subsidiaries and/or any committees of such companies. They shall carry out such powers/duties as may be entrusted by the Board from time to time in the best interest of the company.

3. a. Remuneration:

- i. Mr. Nikhil V. Merchant: Salary Rs. 9,68,000/- per month, in the scale of Rs. 9,00,000 to Rs. 13,00,000/- per month;
- ii. Mr. Paresh V. Merchant: Salary Rs. 9,68,000/- per month, in the scale of Rs. 9,00,000 to Rs. 13,00,000/- per month.

The annual increments shall be effective 1st April each year, as may be decided by the Board, based on merit and taking into account the Company`s performance for the year.

- b. Bonus, benefits, perquisites and allowances shall be as may be determined by the Board from time to time.

4. In the event of loss or inadequacy of profits in any financial year, the above directors shall be paid remuneration by way of salary, bonus, benefits, perquisites and allowances, as approved by the Board and to the extent permitted under the Act.
5. The terms and conditions of above appointments may be altered or varied from time to time by the Board, as it may, in its discretion, deem fit, in such manner as may be mutually agreed to, subject to such approvals as may be required.
6. The above directors shall be liable to retire by rotation as Directors of the Company.

Mr. Nikhil V. Merchant and Mr. Paresh V. Merchant satisfy all the conditions of Part-I of Schedule V and sub-section (3) of the Section 196 of the Act for being eligible for re-appointment. They are not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of the above directors under section 190 of the Act.

Brief resume of the above directors, nature of expertise in specific functional areas, names of companies in which they hold directorships/chairmanships of Board committees and shareholding inter-se as stipulated under Regulation 36 (3) of SEBI (LODR) 2015, are provided in the Notes forming part of Notice of the Annual Report.

The agreements entered into between the Company and the above Directors are available for inspection at the Registered Office of the Company by any member during business hours.

The above Directors are interested and concerned in the respective resolutions for their appointments. None of the other directors or key managerial personnel of the Company or their relatives are concerned or interested in the proposed resolutions.

The Board recommends the Special Resolutions as set out at item nos. 12 & 13 of the Notice for approval by the members.

Item No. 14:

At 110th AGM of the Company held on 11th September, 2018, the members have passed a Special Resolution for raising of capital up to an amount not exceeding Rs. 1000 crores (Rupees One Thousand crores only).

It is an enabling resolution, which remains valid for a period of 12 (twelve) months from the date of its passing as per SEBI (ICDR) provisions.

The Company still intends to raise capital and hence, an enabling Special Resolution is being proposed to give necessary authority to the Board of Directors to decide and finalise the timing and the terms of the issue, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals.

The proceeds of the offerings are intended to capitalize the Company adequately for its ongoing capital intensive projects besides meeting the working requirements of the Company.

The said Special Resolution, if passed, shall also have effect of allowing the Board, on behalf of the Company, to offer, issue and allot the Securities otherwise than on pro-rata basis to the existing Shareholders.

None of the Directors, Key Managerial Personnel or their relatives are interested or concerned in the said Resolution.

The Board recommends the Special Resolution as set out at Item number 14 of the accompanying Notice for approval of the members.

**By Order of the Board of Directors
For Swan Energy Limited**

Arun S. Agarwal
Company Secretary

Mumbai, 14th August, 2019

DIRECTORS' REPORT

1) Your Directors are pleased to present the One Hundred Eleventh (111th) Annual Report together with the Audited Financial Statements (Standalone & Consolidated) for the year ended 31st March, 2019.

2) **Financial Results**

	Standalone		Consolidated	
	For the year ended on 31.3.2019 (Rs. in lacs)	For the year ended on 31.3.2018 (Rs. in lacs)	For the year ended on 31.3.2019 (Rs. in lacs)	For the year ended on 31.3.2018 (Rs. in lacs)
Profit before interest & depreciation	5,933.50	11979.79	9716.84	14525.51
Less: Interest	1843.58	2301.58	5400.44	5778.79
: Depreciation	534.98	536.66	1407.85	1409.50
Profit before Tax	3554.94	9141.55	2908.55	7337.22
Less: Provision for Taxation	3320.91	1866.94	3506.88	1868.01
Net Profit for the year	234.03	7274.61	(598.33)	5469.21
Attributable to shareholders of the company	-	-	(530.93)	5469.30
Non-Controlling Interest	-	-	(67.39)	(0.09)
Add: Amount of Profit & Loss Account brought forward	19695.53	12641.40	16708.03	11459.21
Amount available for Appropriation	19929.56	19916.01	16177.10	16928.51
Less: Appropriations:				
Transfer to General Reserve	-	-	-	-
Dividend on Equity shares paid (including tax) *	293.99	220.48	293.99	220.48
Balance of Profit & Loss Account transferred to Balance sheet	19635.57	19695.53	15883.11	16708.03

* Pursuant to applicable provisions of Indian Accounting Standards, the dividend amount mentioned in the columns for 2018 and 2019 represents the dividend amount paid (including tax) for the financial years 2017 and 2018 respectively.

On standalone basis, revenue from operations for the financial year 2018-19 was Rs. 85,972.73 lacs as compared to Rs. 31,636.18 lacs in the previous year. Earning before interest, tax, depreciation and amortization (EBITDA) for the year was Rs. 5,933.50 lacs as compared to Rs. 11,979.79 lacs in the previous year. Profit after Tax (PAT) for the year was Rs. 234.03 lacs as compared to Rs. 7,274.61 lacs in the previous year.

On consolidation basis, revenue from operations for the financial year 2018-19 was Rs. 89,161.98 lacs as compared to Rs. 34,669.17 lacs in the previous year. Earning before interest, tax, depreciation and amortization (EBITDA) for the year was Rs. 9,716.84 lacs as compared to Rs. 14,525.51 lacs in the previous year. Profit after Tax (PAT) for the year was Rs. (598.33) lacs as compared to Rs. 5,469.21 lacs in the previous year.

3) **Review of Operations**

LNG Port Project:

Your company is setting up India's first Greenfield LNG Port Terminal of 5 MMTPA capacity with Floating Storage and Regasification Unit ("FSRU"), in Jafrabad Port area in the Amreli district of Gujarat, through its subsidiary Swan LNG Pvt Ltd (SLPL). The Project comprises of development of LNG Port facilities, utilizing a FSRU for LNG receipt, storage, regasification and send-out, with a regasification capacity of 5 MMTPA of LNG ("the Project"). The Project was awarded on the basis of international competitive

bidding under the 'Swiss Challenge' route and is being developed on PPP basis under the Concession Agreement executed between SLPL, Gujarat Maritime Board ("GMB") and Government of Gujarat ("GoG") on 18th October 2017.

The Project shall be operated on tolling business model and regasification agreements have been executed for 4.5 MMTPA capacity for a period of 20 years with GSPCL (1.5 MMTPA) and BPCL, IOCL and ONGC (1 MMTPA each). The "Use or Pay" nature of these regasification agreement from highly credit worthy Central & State Govt PSU's and Concession Agreement with GMB & GoG for 30 years (extendable to further 20 years) makes the project very robust. Moreover, all the necessary approvals and EPC Contracts required for project implementation are in place and the construction is progressing well.

Milestones achieved:

i- Agreements / Contracts executed:

- a. **Shareholders Agreement (SHA)** among SLPL, GMB, GSPL and FVIOPL for the investment in the Equity Share Capital of SLPL;
- b. **Concession Agreement (CA)** executed with Gujarat Maritime Board (GMB) and Government of Gujarat (GoG) for developing FSRU based LNG Port Project;
- c. **Bare boat Charter Agreement (BBC)** with Triumph Offshore Private Limited (TOPL), subsidiary of Swan Energy Limited (SEL), to charter FSRU on a long term lease for 20 years;
- d. **EPCC** contract with M/s Black & Veatch Private Limited, for LNG Jetty topside and onshore facilities;
- e. Agreements with its Project Technical partner M/s Mitsui OSK Lines, Japan (MOL) and M/s Regas Venture India One Private Limited (RVIOPL), its subsidiary, for pre-order technical support, supervision of FSRU construction, its operations & maintenance;
- f. Agreement with Ocean Sparkle Limited for hiring of 4 newly built harbour tugs on Time Charter basis along with the required marine services like mooring crew, pilotage, radio operator etc.;
- g. Ship Building Contract (SBC) with M/s Hyundai Heavy Industries Company Limited, South Korea (HHI) for the construction of one (1) FSRU of 1,80,000 Cubic Meter (CBM) storage capacity;
- h. Agreements with MOL & RVIOPL, for hiring a Floating Storage Unit (FSU) on long term BBC basis and its Operations & Maintenance, in order to enhance the LNG storage capacity;

The FSU shall be moored on FSRU and will be connected with the FSRU through cryogenic hoses. For storing LNG, FSRU and FSU will practically act as in integrated unit. The LNG unloading and transfer between LNG carrier and FSRU shall take place through loading and unloading arms mounted on the Jetty along with the Ship to Ship Transfer equipment's.

ii- Progress on construction of FSRU:

The construction of the FSRU is being done at HHI's Ulsan Shipyard in South Korea. The scope of Ship Building Contract includes FSRU engineering design, construction, testing and delivery at HHI's shipyard. TOPL has also engaged Mitsui OSK Lines under a separate arrangement to provide technical services, including construction supervision, quality management and field supervision during the FSRU construction period at the shipyard. MOL shall also be responsible for the transportation of the FSRU from the Korean shipyard to the SLPL Project site and for commissioning of FSRU at the Project Site. Subsequent to the completion of detailed design, steel cutting and keel laying for the FSRU, launching of the FSRU was done on 25th Jan 2019.

SLPL has entered into Bare Boat Charter ("BBC") Agreement for the FSRU on a long term (20 years) basis with a fixed charter rate. Under the arrangement, FSRU hired by SLPL shall be permanently moored on one side of the Jetty, being built as part of the Project, while the LNG carrier shall be moored on the other side of Jetty.

iii- Project Implementation:

SLPL has made considerable progress on the Project implementation and the status of implementation and completion timelines for above-mentioned EPC packages is as under:

SLPL has appointed Ing. Mantovani- Dharti JV, Mantovani DI Dharti Private Limited (MDPL), as EPC Contractor for Breakwater & Groyne Construction. LOA for the same was issued on 11th June 2018 and subsequently the EPC Contract was executed on 15th October 2018. Currently, rock production and dumping at Project site from nearby Quarries is in progress and identification of additional Quarries is also in progress. Casting from Batching plant is in progress. Also, 2D Physical Model test for breakwater has been completed by Artelia Lab, France and 3D Physical Model is completed. Further, core dumping for Chainage from 0-1100 meters is completed with the height of +5.5 meters and for Chainage from 1100-1600 meters -6 meters is achieved. Also, the Accropode II moulds are mobilized at site and casting of Accropodes is progressing well.

On Jetty & Tug Berths, AFCONs Infrastructure Limited is appointed as EPC Contractor, the EPC contract for the same was signed on 29th September 2018. After, mobilization of the required resources by Afcons at the Project site along with the erection of Gantry, Design basis for Jetties and Tug Berth, Jack-up and installation of the batching plant, the implementation under the scope is in progress. Casting of permanent pile work for unloading platform and approach trestle has been completed. Major works for super structure for unloading platform i.e. cross beams, long beams, slabs and the inserts for the topside has been completed. Handing over of required work front on unloading platform to the Topside contractor is completed for Topsides facilities by M/s Black & Veatch.

Parallely, compound wall construction is in progress at the Project Site. Compound wall construction of ~ 3800 mtrs has been completed. These works are being carried out under the supervision of Project Management Consultant (PMC) for the Project i.e. D'appolonia S.A (RINA).

The contract for Topside was awarded to M/s Black and Veatch (B&V) and work under the same is progressing as per schedule. Currently, 95% of design is completed and purchase order for all the items including loading and unloading arms have been placed and delivery of the same is expected in August 2019. Construction of control building, sub-station building, work-shop building and fire water tank is in progress. The mechanical completion of works under this contract is envisaged to be achieved by December' 19.

The company has awarded the works for balance dredging to Mantovani DI Dharti Private Limited (MDPL) on 18th September 2018. The EPC Contract for the same was signed on 26th December 2018. The harbour area is required to be dredged to achieve a draft of 14.5 meter. The total dredging volume was estimated to be 8.52 million m³. Till date around 80% of dredging and 30% of reclamation work has been completed. The balance capital dredging to commence after monsoon i.e. from September 2019 and shall be completed within 2 months' time i.e. by November 2019.

iv- Financial Closure:

Currently, SLPL is in the process to achieve financial closure for the LNG Port Project with Union Bank of India as Lead Bank and for TOPL's FSRU financing with State Bank of India as Lead Bank. We expect to achieve the financial closure for both the projects shortly.

REAL ESTATE

Kurla Project:

After receiving Occupation Certificate (OC) for the 4th Tower at Kurla project (commercial complex), the Tower was handed over to the buyer, i.e., Equinox and sale consideration for the same has been accounted for during the year.

Subsidiary Companies:

A- The status of the properties owned by one of the 100% subsidiary company, Cardinal Energy & Infrastructure Pvt Ltd (CEIPL) is as under:

i- Sai Tech Park, Bengaluru - It is a developed commercial property, located at the IT park of Whitefield, Bengaluru. The building, comprising 2.96 lac sq.ft, has been entirely leased out to an MNC at an annual rent of Rs. 15.81 Crores.

ii- **Technova Park, Hyderabad** - It is also a developed commercial property, located at Gachibowli area of Hyderabad. The total area of 2.92 lac sq.ft, has been leased out to an Indian subsidiary of Google at an annual rent of Rs. 14.00 Crores.

iii- **BTM, Bengaluru** – It is a land, admeasuring 0.75 acre. The company intends to develop it as a residential property.

Apart from the above, the company, through Joint Development Agreement (JDA) with Chigatri Family (owner of the Land), is developing a Residential Project at Yeshwantpur area of Bengaluru. It involves development of residential buildings with 22 storey tower, having 3 wings.

All licenses and permissions have been received and currently, 60% of the construction work has been completed. Work is in full swing and is likely to get completed by 2020.

B- Another 100% subsidiary company, Pegasus Ventures Private Limited (PVPL) has land parcels at Bengaluru, Mangalore, Mysore and Chennai. The Company is exploring various options to develop these properties.

TEXTILE

During the current financial year, the Process House of the Company at Ahmedabad has posted profit before tax of Rs. 496.11 lacs (Previous year Rs. 1037.72 lacs).

4) Material changes and commitments:

The company has issued a Corporate Guarantee (CG) amounting to US Dollars Two hundred and twenty four million and four hundred thousand only (US\$ 224,400,000) in favour of M/s Hyundai heavy Industries Company Limited, South Korea (HHICL) on behalf of its subsidiary TOPL, which shall expire on delivery of the FSRU Vessel to the TOPL.

5) Dividend & Reserve

In spite of the profits being lower as compared to last year and company's requirement to conserve resources for its upcoming projects, including FSRU Project, your directors, as an investor friendly measure, have recommended payment of dividend @ Rs. 0.10 per Equity Share (10%) on 24,42,57,000 Equity Shares of Rs. 1/- each for the year ended 31st March, 2019, subject to approval of the members. The amount of dividend and the tax thereon will be Rs. 2,44,25,700/- and Rs. 50,21,923/- (tax rate being @ 20.56%) respectively.

The company has not transferred any amount to the General Reserve during the year.

6) Fixed Deposits

The Company has not accepted any fixed deposits from public during the year under review.

7) Finance

Your Company has been regular in meeting its obligation towards payment of Principal/Interest to the Banks and other institutions.

During the year under review, the Company has neither issued shares with differential voting rights nor has granted stock options/sweat equity. The paid up Equity share capital as on 31st March, 2019 was Rs. 2442.57 lacs.

8) Statutory Disclosures :

8.1 Management Discussion and Analysis:

As required under Regulation 34(2)(e) of the SEBI (LODR) Regulations, 2015, a Management Discussion and Analysis is annexed to this Report – Annexure – A.

8.2 Corporate Governance

As required under Regulation 17(7) of the SEBI (LODR) Regulations, 2015, a report on the 'Corporate Governance', together with a certificate of statutory auditors confirming compliance of the conditions of the Corporate Governance, is annexed to this report – Annexure B.

Further, in compliance of Regulation 17(5) of the SEBI (LODR) Regulations, 2015, your Company has adopted a 'Code of Conduct and Ethics' for its Directors and Senior Executives.

8.3 Extract of Annual Return:

An extract of the Annual Return in Form MGT – 9 is annexed to this Report - Annexure - C. and the same is placed on the website of the Company www.swan.co.in

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

Information under Section 134 (3) (m) of the Companies Act, 2013 ('the Act'), read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed to this Report - Annexure D.

8.5 Corporate Social Responsibility (CSR) Policy:

The Report on CSR is annexed to this Report - Annexure - E.

8.6 Particulars of Employees:

Pursuant to provisions of Section 136 (1) of the Act and as advised, the statement containing particulars of employees under Section 197 (12) of Act, read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be available for inspection at the registered office of the Company and will be made available to the shareholders on request.

8.7 Number of Board Meetings and composition of Audit Committee:

During the year under review, 6 (Six) Board Meetings were convened and held. The required details are given in the Corporate Governance Report forming part of this report.

8.8 Directors Responsibility Statement:

Pursuant to Section 134 (3) (c) of the Act, the Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed;
- (b) appropriate accounting policies have been selected and applied consistently. Judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the company as on 31st March, 2019 and of the profit of the Company for that period;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Annual accounts have been prepared on a going concern basis;
- (e) internal financial controls have been laid down and followed by the company and that such controls are adequate and are operating effectively;
- (f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

8.9 Statement on declaration given by independent Directors:

The Independent Directors of the Company have submitted their Declaration of Independence, as required under the provisions of Section 149(7) of the Act, stating that they meet the criteria of independence as provided in section 149(6) of the Act.

8.10 Disclosure regarding Company's policies under Companies Act, 2013:

i- Remuneration and Nomination Policy

The Board of Directors has framed a policy which lays down criteria for selection/appointment and framework in relation to remuneration of Directors, Key Managerial Personnel (KMPs) and Senior Management of the Company.

ii- Whistle Blower Policy

The Company has a Whistle Blower policy to deal with instances of fraud and mismanagement, which is posted on the website of the Company.

iii- Risk Management Policy

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

iv- Dividend Distribution Policy (DDP)

The Report on DDP is annexed to this Report - Annexure – F and is available on website of the company. www.swan.co.in

v- Business Responsibility Report (BRR)

The Report on BRR is annexed to this Report - Annexure – G and is available on website of the company. www.swan.co.in

8.11 Particulars of loans, Guarantees or investments by Company:

Details required to be disclosed pursuant to the provisions of Section 186 of the Act are disclosed in the notes to Financial Statements.

8.12 Related Party Transactions:

All transactions entered with Related Parties for the year under review were on arm`s length basis and in the ordinary course of business. There are no materially significant related party transactions during the year, which may have potential conflict with the interest of the company at large. The details of the transactions with the related parties are disclosed in the notes to Financial Statements.

8.13 Subsidiary Company:

A statement in Form AOC – 1 pursuant to Section 129(3) of the Act, relating to subsidiary companies is attached to the Accounts. The financial statements and related documents of the Subsidiary companies shall be kept open for inspection at the registered office of the Company.

8.14 Significant and material orders passed by the Regulators or courts:

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

8.15 Directors:

At the ensuing Annual General Meeting, Mr. Sugavanam Padmanabhan, retires by rotation and being eligible, offers himself for re-appointment.

8.16 Performance evaluation of the Board:

Pursuant to the Section 134 of the Act and SEBI (LODR) Regulations 2015, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of all the Committees of the Board.

8.17 Prevention of Sexual Harassment of Women at workplace:

The Company has a constituted Committee in compliance of the provisions of “Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013”.

However, no case was reported to the Committee during the year under review.

8.18 Internal Financial Controls:

Your Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

9) Auditors:

9.1 Statutory Audit

M/s. N. N. Jambusaria & Co., Chartered Accountants, Mumbai (Registration No. 104030W) were appointed as Statutory auditors of the Company at the 109th AGM held on September 21, 2017 for a term of five consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, as amended, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

9.2 Cost Audit

Pursuant to the recommendation of the Audit Committee, the Board has appointed M/s V. H. Shah & Co., Cost Accountants (Registration No. 100257) as the Cost Auditor for the financial year ended 31st March, 2020, at a remuneration of Rs. 75,000/- (Rupees Seventy Five thousand only) plus applicable taxes, who have given consent and eligibility certificate to act as a Cost Auditors of your Company. The remuneration payable is required to be ratified at the ensuing AGM.

9.3 Secretarial Audit

The Board has appointed M/s Jignesh M. Pandya & Co. (CP No. 7318), a practicing Company Secretary, to undertake the Secretarial Audit of the Company for the year ended 31st March, 2019 and their report is annexed to this Report - Annexure – H.

10 Auditors' Report:

Report of the auditors, read with the notes to the financial statements, is self-explanatory and need no elaboration.

11 Industrial relations:

The relationship with all the concerned continued to remain harmonious and cordial throughout the year under review.

12 Appreciation:

The Directors place on record their appreciation for support and timely assistance from Financial Institutions, Banks, Government Authorities and above all, its Shareholders, who have extended their valuable support to the Company.

The Directors also wish to appreciate sincere and dedicated efforts and services by all the employees/ staff.

For and on behalf of the Board of Directors

Mumbai, 30th May, 2019

Navinbhai C. Dave
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

(i) Industry Structure and Developments:

Your Company is a diversified player with the presence in Textile, Real Estate and Energy Sectors.

Energy:

As elaborated in detail in the Directors Report, LNG Terminal Project has achieved various milestones and the work is underway in full speed in order to achieve the completion target of year 2020.

Textile:

During the financial year 2018-19, though revenue from operations has marginally increased, but profit before tax has declined, mainly due to increase in the cost of materials consumed.

The textile sector, as a whole, at both global and domestic level, is facing fierce competition and regulatory changes. Your Company is endeavoring and exploring various strategies to optimize the production capacity and its bottom line at its process house at Ahmedabad.

Real Estate:

Real estate business of the company, being run through two subsidiary companies, is steady and stable. Two properties under Cardinal Energy & Infrastructure Private Limited are yielding decent lease rentals. One residential project is under construction through joint development agreement (JDA) at Bengaluru. On completion, this project is likely to fetch good returns. However, the company is yet to begin the projects on the properties held under Pegasus Ventures Private Limited.

(ii) Opportunities, Threats, Risks and Concerns:

Opportunities in all the three sectors are enormous.

In energy sector, construction of LNG Port terminal of 5 MMTPA is at advanced stage. Once commissioned, it is likely to outperform all other sectors. The project has tremendous growth potential with provision for doubling its capacity to 10 MMTPA.

Real estate sector, as usual, has tremendous scope and opportunities. The loan on two properties are being repaid through lease rentals and over a period of time, both the properties will become debt free. Your company is working hard to ensure returns from other properties also.

Textile sector is facing tough times. However, the brand 'SWAN' is still popular in the market and is expected to increase the revenues of the company in times to come.

However, each of the three sectors of the company has inherent threats, risks and concerns, peculiar and applicable to each sector, like, regulatory changes & its uncertainty, rising competition & inflation, international factors, demand supply fluctuations, input cost fluctuations etc.

Your company is well placed to face all of these threats, risks and concerns.

(iii) Segment wise product wise performance:

During the year, 37.91% of the revenue from operations is from Textile sector and 60.45% of the revenue is from sale of Tower D at Kurla.

(iv) Outlook:

The outlook of the management has always been positive in all the three sectors. The country is attracting huge inflow of money due to diversified factors. The sheer size of population has virtually forced all major players across the world to be present here. Your company expects to reap the fruits in all its three sectors over a period of time.

(v) Internal Control systems and their adequacy:

The internal control systems of your company are adequate and appropriate. It is being reviewed periodically to ensure that the Company's interest and that of the stakeholders is protected. The

process of introducing new inbuilt internal checks and controls is continuous depending upon the requirement of the same.

The Audit Committee of the Board reviews the adequacy and effectiveness of the internal controls and checks and suggests desired improvements from time to time.

(vi) Financial and Operational Performance: (Rs. in lakhs)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Sales	85972.73	31636.18
Other Income	1444.94	11568.53
Profit before Depreciation and Tax	4089.92	9678.21
Depreciation	534.98	536.66
Taxes	3320.91	1866.94
Profit/ (Loss) after depreciation and taxes	234.03	7274.61

(vii) Material developments in human Resources/ Industry relations front, including number of people employed:

The Company continues to give utmost importance to Human Resources Development and keeps relations normal. As on 31st March, 2019, there are 121 employees, including 3 whole time directors.

Industrial relations continue to be harmonious and normal.

(viii) Precautionary Statement:

This report contains forward looking statements that address expectations and projections about the future, based on certain assumptions of future events. Company`s actual results, performance or achievements may, thus, differ materially from those projected in any such forward looking statements.

For and on behalf of the Board of Directors

Mumbai, 30th May, 2019

Navinbhai C. Dave
Chairman

REPORT ON CORPORATE GOVERNANCE

1 A BRIEF STATEMENT ON THE COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is the system by which Companies are directed and controlled by the management in the best interest of the Shareholders and others, thereby ensuring greater transparency, better and timely financial reporting, generating long term economic value for its Shareholders.

The Company has incorporated the sound Corporate Governance practices by laying emphasis on transparency, accountability and integrity in all its operations and dealings with outsiders.

2 A. BOARD OF DIRECTORS:

As on 31st March, 2019, the Company's Board comprises Nine members, consisting of Five Non-Executive/Independent Directors. The composition of the Board meets with the requirements of the Regulation 17 of SEBI (LODR) Regulations, 2015.

Your Company held Six Board meetings during the year on 09th April, 2018, 30th May, 2018, 09th August, 2018, 14th November, 2018, 11th February, 2019, 14th March, 2019.

The required details of the Board of Directors as on 31st March, 2019 are as under:-

Name of the Director	Category	No. of meetings held	No. of meetings attended	Whether attended last AGM	Number of outside directorships held (*)	Membership in Committees (**)	Chairmanship in Committees (**)
Mr. Navinbhai C. Dave (DIN: 01787259)	Non-Executive Chairman	6	6	Yes	--	1	1
Mr. Nikhil V. Merchant (DIN: 00614790)	Managing Director	6	6	Yes	1	--	--
Mr. Paresh V. Merchant (DIN: 00660027)	Executive Director	6	6	Yes	2	2	1
Mr. Sugavanam Padmanabhan (DIN: 03229120)	Whole time Director	6	6	Yes	2	--	--
Mr. Rajkumar Sukhdevsinhji (DIN: 00372612)	Non- Executive/ Independent	6	5	Yes	7	3	--
Mr. Pitamber S.Teckchandani (DIN: 00319820)	Non-Executive/ Independent	6	4	No	--	2	--
Mr. Shobhan I. Diwanji (DIN: 01667803)	Non-Executive/ Independent	6	5	No	1	4	--
Mr. Rajat kumar Das Gupta (DIN: 01725758)	Non- Executive/ Independent	6	5	Yes	1	--	--
Mrs. Surekha N. Oak (DIN: 07122776)	Non- Executive/ Independent	6	5	Yes	--	3	2

*(Excluding alternate Directorship and Directorship in private limited companies, foreign companies and section 25 companies)

** Committees considered are Audit Committee, Stakeholders relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee.

The details pertaining to the directorships held by the Directors in listed Companies other than the Company as on 31st March, 2019 is as follows:

Name of the Director	Name of the Listed entity	Category of Directorship
Mr. Rajkumar Sukhdevsinhji	Asahi Songwon Colors Limited	Independent Director
Mr. Shobhan Diwanji	Standard Industries Limited.	Independent Director

B. Board- skills/expertise/ competencies:

The core skills/ expertise/ competencies identified by the Board pursuant to Regulation 34(3) read with Schedule V of the SEBI Listing Regulations and available with the Board are as given below:

Sr No.	Skills/Expertise/Competencies
1.	Industry knowledge and experience
2.	Corporate Governance
3.	Financial Expertise
4.	Leadership qualities
5.	Risk Management
6.	Experience and exposure in policy shaping and industry advocacy
7.	Understanding of relevant laws, rules, regulations and policies
8.	Global experience/ International exposure
9.	Information Technology

3 BOARD - LEVEL COMMITTEES:

The Company has four Board level Committees, namely;

- a) Audit Committee.
- b) Stakeholders Relationship Committee.
- c) Nomination & Remuneration Committee.
- d) Corporate Social Responsibility Committee.

a) Audit Committee:

The Audit Committee of the Company consists of three (3) Independent Directors, namely, Mrs. Surekha Oak (Chairman), Mr. Rajkumar Sukhdevsinhji, Mr. Shobhan I. Diwanji and. The terms of reference of the Committee are as per Regulation 18 of SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013.

The Committee met Four times during the year under review on 30th May 2018, 09th August, 2018, 14th November, 2018 and 11th February, 2019, wherein all the members were present. The Audit Committee, inter-alia, held discussions with the Statutory Auditors on the "Limited Review" of the quarterly, half-yearly & final accounts and matters relating to compliance of accounting standards, their observations arising from the annual audit of the accounts of the Company and its subsidiary companies and other related matters.

b) Stakeholders Relationship Committee:

The The Shareholders/ Investors' Relationship Committee, comprising Mr. Navinbhai C. Dave (Chairman), Mr. Paresh V. Merchant, and Mrs. Surekha Oak, has been constituted for redressing shareholders and investors' complaints. The Committee met Four times during the year 2018-19 on 30th May 2018, 09th August, 2018, 14th November, 2018 and 11th February, 2019, wherein all the members were present.

During the year, Company has received 5 complaints from the shareholder, wherein one complaint is yet to be resolved as on 31st March, 2019.

The Company has designated the exclusive E-mail ID for the convenience of investors, i.e., invgrv@swan.co.in

The Company's website www.swan.co.in is updated with the Quarterly information conveyed to the Stock Exchange and other relevant information.

c) Nomination & Remuneration Committee:

The Nomination & Remuneration Committee comprises of three (3) Independent Directors, namely, Mrs. Surekha Oak (Chairman), Mr. Shobhan I. Diwanji and Mr. Pitamber S. Teckchandani. The terms of reference of Committee, inter-alia, consists of recommendation for appointment/ re-appointment of Managing Director, Executive/whole time Director/s and senior executives and review of terms of appointment. The Committee met once during the year 2018-19 on 09th August, 2018, wherein all the members were present.

d) Corporate Social Responsibility (CSR) Committee:

The CSR committee, comprising Mr. Paresh V. Merchant (Chairman), Mr. Pitamber Teckchandani and Mr. Rajkumar Sukhdevsinhji, has been constituted for formulating CSR policies, recommending the activities to be undertaken and the amount to be spent on such activities. The Committee met once during the year 2018-19 on 11th February, 2019.

e) Independent Directors' Meeting:

During the year under review, the Independent Directors met on 11th February, 2019, inter- alia, to discuss:

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

4 GENERAL BODY MEETING

Date, Time and venue for the last three Annual General Meetings are given below:

Financial Year ended	Date	Time	Venue
31 March, 2018	11.09.2018	10.30 A.M.	Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, (MACCIA), Oricon House, 6th Floor, Kala Ghoda, Fort, Mumbai - 400 001
31 March, 2017	21.09.2017	11.30 A.M.	Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, (MACCIA), Oricon House, 6th Floor, Kala Ghoda, Fort, Mumbai - 400 001
31 March, 2016	21.09.2016	11.30 A.M.	Walchand Hirachand Hall, IMC Building, Churchgate, Mumbai – 400 020.

DETAILS OF GENERAL MEETINGS AND SPECIAL RESOLUTIONS PASSED:

AGM/EGM/Postal Ballot held during the past 3 years and the Special Resolutions passed therein:

Date	Time	Special Resolution Passed
11.09.2018 (AGM)	10:30 P.M.	Raising of Capital through QIP/ GDR/ ADR/ FCCB upto an amount not exceeding ₹ 1000 crores
15.03.2018 (Postal Ballot)	04.00 P.M.	Raising of Capital through QIP/ GDR/ ADR/ FCCB upto an amount not exceeding ₹ 1000 crores
27.03.2017 (EGM)	11.00 A.M.	Preferential Issue
21.09.2017 (AGM)	11.30 A.M.	No Special Resolution was passed.
21.09.2016 (AGM)	11.30 A.M.	Raising of Capital through QIP/ GDR/ ADR/ FCCB upto an amount not exceeding ₹ 1200 crores

5 DISCLOSURES

- (i) All related party transactions were on an arm's length basis and have been entered into in the ordinary course of business after approval of the Audit Committee. There were no material individual transactions with related parties which may have potential conflict with the interest of the company at large. The details of the transactions with the related parties are disclosed in the Financial Statements.
- (ii) No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- (iii) The Company has established a vigil mechanism/Whistle Blower Policy and takes cognizance of complaints and suggestions by employees and others.
- (iv) Web-links for Policies
 - 1. Related Party Transaction Policy
<http://www.swan.co.in/pdf/Policy%20on%20Related%20Party%20transactions.pdf>
 - 2. Policy for determining Material Subsidiaries
<http://www.swan.co.in/pdf/Policy%20for%20Determining%20Material%20Subsidiaries.pdf>
 - 3. Whistle Blower Policy
http://www.swan.co.in/pdf/Whistle%20blower%20policy_SWAN.pdf
- (v) All mandatory Accounting Standards have been followed in preparation of the financial statements.
- (vi) There were no material, financial and commercial transactions by senior Management, as defined in Regulation 26 of the Listing Regulations, where they have any personal interest that may have a potential conflict with the interests of the Company at large, requiring disclosures by them to the Board of Directors of the Company.

6 CEO/CFO CERTIFICATION

As required under Regulation 17(8) read with Part B of Schedule II of Listing Regulations, the Managing Director and the Chief Financial Officer of the Company has certified to the Board regarding their review on the Financial Statements, Cash Flow Statements and matters related to internal controls etc. in the prescribed format for the year ended 31st March, 2019.

7 MEANS OF COMMUNICATION

The quarterly results are published in the newspapers. It is also available on the website of the company under the name 'www.swan.co.in'. Official news releases are sent to the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE).

8 SHAREHOLDER INFORMATION

- a) Annual General Meeting

Day, Date	:	Wednesday 11th September, 2019
Time	:	11.30 A.M.
Venue	:	Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Industry & Agriculture (MACCIA), Oricon House, 6th Floor, Maharashtra Chamber of Commerce Lane, Kala Ghoda, Fort, Mumbai - 400 001
- b) Financial Calendar

Financial reporting for		
Quarter ending Sept 30, 2019	:	Upto 14th November, 2019
Quarter ending Dec 31, 2019	:	Upto 14th February, 2020
Quarter ending March 31, 2020	:	Upto 30th May, 2020

- Annual General Meeting for
the year ended March 31, 2020 : Upto end of September, 2020
- c) Dates of Book closure : September 5, 2019
to
September 11, 2019 (both days inclusive)
- d) Dividend payment date : On or after September 11, 2019
- e) Listing on Stock Exchange at : Bombay Stock Exchange Limited
National Stock Exchange of India Limited
- f) Demat ISIN Number : INE665A01038
- g) Stock Market Data : BSE Scrip Code: 503310

Month	Volume (No. of Shares)	Price (₹)	
		High	Low
April, 2018	35,75,696	188.55	163.80
May, 2018	25,02,682	200.00	162.65
June, 2018	19,16,747	180.80	144.35
July, 2018	17,84,654	180.00	150.05
August, 2018	22,50,613	166.90	156.50
September, 2018	25,89,795	162.00	116.95
October, 2018	20,67,645	131.45	94.10
November, 2018	19,42,465	119.00	97.60
December, 2018	23,29,076	107.30	98.45
January, 2019	26,59,921	102.30	95.45
February, 2019	24,24,208	134.50	93.50
March, 2019	9,32,656	120.10	100.00

- Source: Website of Bombay Stock Exchange Limited (www.bseindia.com)
- * NSE Scrip Code: SWANENERGY

Month	Volume (No. of Shares)	Price (₹)	
		High	Low
April, 2018	63,13,304	188.40	162.60
May, 2018	28,62,195	177.55	161.90
June, 2018	26,84,383	179.45	144.15
July, 2018	29,28,810	166.90	151.50
August, 2018	30,63,893	161.75	155
September, 2018	45,81,344	161.50	116.20
October, 2018	31,44,301	137.30	94.50
November, 2018	34,20,310	118.60	97.25
December, 2018	40,10,453	109.80	98.05
January, 2019	55,40,260	102.40	95.50
February, 2019	55,97,433	135.00	91.25
March, 2019	22,44,821	119.25	99.70

- Source: Website of National Stock Exchange of India Limited (www.nseindia.com)

9 Registrar and Share Transfer Agent

Purva Sharegistry (India) Private Limited, Gala No. 9, J.R. Boricha Marg, Shivshakti Industrial Estate, Lower Parel, Mumbai – 400 011. Tel.: 23016761/23018261. Fax: 2301 2517. Email: support@purvashare.com

10 Share Transfer Systems

As per SEBI notification, physical transfer of securities is not allowed to be processed with effect from 01, April, 2019

11 Distribution of Shareholding (as on 31.03.2019)

Category	Number of Shareholders	% of Shareholders	No. of Shares held	% of shareholding
1-5,000	7845	97.44	29,69,058	1.22
5,001-10,000	89	1.11	6,38,639	0.26
10,001-20,000	45	0.56	6,84,498	0.28
20,001-30,000	18	0.22	4,62,294	0.19
30,001-40,000	6	0.07	2,04,631	0.08
40,001-50,000	3	0.04	1,32,170	0.05
50,001– 1,00,000	13	0.16	9,82,156	0.40
1,00,001 and above	32	0.40	23,81,83,554	97.52
Total	8051	100.00	24,42,57,000	100.00

12 Categories of Shareholders (as on 31.03.2019)

Category	Number of Shares held	% of Shareholdings
Corporate Promoter	15,84,13,500	64.86
Director	4,000	0.00
Director's Relatives	82,500	0.03
Bodies Corporate- Foreign Company	2,30,77,000	9.45
FII (Corporate)	2,09,87,039	8.59
N.R.I. (Non Repat)	75,784	0.03
N.R.I. (Repat)	41,172	0.02
L.I.C.	94,13,090	3.85
Financial Institutions	6,730	0.00
Private Sector Banks	11,153	0.01
Nationalised Banks	99,004	0.04
Bodies Corporate	2,55,42,452	10.46
Resident Individuals	48,64,877	1.99
Clearing members	9,86,602	0.40
LLP	4,33,907	0.18
Trust	1,400	0.00
Hindu Undivided Family	2,16,738	0.09
Indian Mutual Funds	52	0.00
Total	24,42,57,000	100.00

13 Dematerialization of Shares and liquidity

The Company's shares are traded compulsorily in dematerialized form at BSE and NSE. 99.33% of the Equity shares of your Company have been dematerialized upto 31st March, 2019.

14 Address of the correspondence

Swan Energy Limited: 6, Feltham House, 2nd Floor, 10, J. N. Heredia Marg, Ballard Estate, Mumbai 400 001. Phone: 022-40587350. Fax: +91-22-40587360. Email: invgrv@swan.co.in

15 List of Credit ratings

Acuite Ratings & Research Limited has assigned long-term rating of 'ACUITE BBB' and short-term rating of 'ACUITE A3+' for debt instruments.

16 Certificate from Company Secretary in Practice

Mr. Jignesh Pandya, Practicing Company Secretary, has issued a certificate as required under the Listing Regulations, confirming that none of the Directors on the Board of the company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority.

17 Total Fees Paid to Statutory Auditors

Total fees for all services paid by the Company, on a consolidated basis, to the Statutory Auditor and all entities in the network firm/ network entity of which the statutory auditor is a part, is Rs. 3,75,000/-

18 Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

As mentioned in the Directors Report, no case was reported to the Committee during the year under review.

For and on behalf of Board of Directors

Navinbhai C. Dave
Chairman

Mumbai, 30th May, 2019

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members,
Swan Energy Limited

I have examined the relevant registers, records, forms, returns of Company and disclosures received from the Directors of the Company having CIN L17100MH1909PLC000294 and having registered office at 6, Feltham House, 2nd Floor, J N Heredia Marg, Ballard Estate, Mumbai-400 001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Jignesh M. Pandya & Co.

Jignesh M. Pandya
Practicing Company Secretary
Proprietor

Membership No. 7346 /CP No. 7318

Mumbai, 30th May, 2019

CEO/CFO CERTIFICATION

(Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015)

To
The Board of Directors,
Swan Energy Limited

We, the undersigned, in our respective capacities as Managing Director and Chief Financial officer of the Company, to the best of my knowledge and belief certify that;

- (a) We have reviewed the Financial Statements for the Financial Year ended 31st March, 2019 and based on our knowledge and belief state that:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the Financial Reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
 - (i) significant changes, if any, in the internal control over the Financial Reporting during the year;
 - (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over Financial Reporting.

For and on behalf of Board of Directors

Mumbai, May 30, 2019

(Nikhil V. Merchant)
Managing Director

(Chetan K. Selarka)
Chief Financial Officer

DECLARATION BY THE MANAGING DIRECTOR

(Regulation 26(3) read with part D of schedule V of SEBI (LODR) Regulations, 2015)

In accordance with SEBI (LODR) Regulations, 2015 we hereby confirm that all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct in respect of the financial year ended 31st March, 2019.

For and on behalf of Board of Directors

(Nikhil V. Merchant)

Managing Director

Mumbai, May 30, 2019

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the members of Swan Energy Limited,

We have examined the compliance of the conditions of corporate governance by the Swan Energy Limited ("The Company") for the year ended 31st March, 2019, as per Regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of regulation 46 and paragraphs C, D and E of Schedule V of the SEBI (LODR) Regulations 2015.

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

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the management, we certify that the Company has complied with the Conditions of Corporate Governance as per Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraphs C, D and E of Schedule V of the SEBI (LODR) Regulations 2015, as applicable.

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

For N. N. Jambusaria & Co.

Chartered Accountants

Firm Registration No. 104030W

Nimesh N. Jambusaria

Partner

M. No. 038979

Mumbai, May 30, 2019

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2019

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

I. REGISTRATION AND OTHER DETAILS

i	CIN	L17100MH1909PLC000294
ii	Registration Date	22/02/1909
iii	Name of the Company	Swan Energy Limited
iv	Category/ Sub-category of the Company	Public
v	Address of the Registered office & contact details	6, Feltham House, 2nd Floor, 10 J. N. Heredia Marg, Ballard Estate, Mumbai - 400 001.
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Sharegistry (India) Private Limited. No. 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011. Tel.: 022 - 23018261

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No	Name and Description of main products / services	NIC Code of the products / services	% to total turnover of the Company
1	Textile	9961	37.91
2	Construction	9953	61.95

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Cardinal Energy & Infrastructure Private Limited (6, Feltham House, 2nd Floor, 10 J. N. Heredia Marg, Ballard Estate, Mumbai - 400 001.)	U40102MH2008PTC184568	Subsidiary	100	2(87)
2	Pegasus Ventures Private Limited (6, Feltham House, 10 J. N. Heredia Marg, Ballard Estate, Mumbai - 400 001.)	U70102MH2012PTC229686	Subsidiary	100	2(87)
3	Swan LNG Private Limited (9th Avenue, Ground Floor, Behind Rajpat Club, Nemnagar, Bodakdev, Ahmedabad - 380059)	U40108GJ2013PTC073539	Subsidiary	63	2(87)
4	Triumph Offshore Private Limited (9th Avenue, Ground Floor, Behind Rajpat Club, Nemnagar, Bodakdev, Ahmedabad - 380059)	U74999GJ2017PTC097528	Subsidiary	100	2(87)

IV. (i) SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	86,500	-	86,500	0.04	86,500	-	86,500	0.04	0.00
a) Individual/HUF		-				-			
b) Central Govt. or State Govt.		-				-			
c) Bodies Corporates	158,413,500		158,413,500	64.85	158,413,500		158,413,500	64.85	0.00
d) Bank/FI		-				-			
e) Any other									
SUB TOTAL: (A) (1)	158,500,000	-	158,500,000	64.89	158,500,000	-	158,500,000	64.89	0.00
(2) Foreign									
a) NRI- Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	158,500,000	-	158,500,000	64.89	158,500,000	-	158,500,000	64.89	0.00

B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0	52	0	52	0.00	0.00
b) Banks/FI	6004	93000	99004	0.04	6004	93000	99004	0.04	0.00
c) Central govt		-		-				-	-
d) State Govt.		-		-				-	-
e) Venture Capital Fund		-		-				-	-
f) Insurance Companies	9412790	300	9413090	3.85	9412790	300	9413090	3.85	0.00
g) FIIS	21749089	0	21749089	8.90	20987039	0	20987039	8.59	(0.31)
h) Foreign Venture Capital Funds		-		-				-	-
i) Others (specify)		-		-				-	-
* FINANCIAL INSTITUTIONS	1566	0	1566	0.00	6730	0	6730	0.00	0.00
* PRIVATE SECTOR BANKS	3170	1900	5070	0.00	9253	1900	11153	0.00	0.00
SUB TOTAL (B)(1):	31,172,619	95,200	31,267,819	12.80	30421868	95200	30517068	12.49	(0.31)

(2) Non Institutions									
a) Bodies corporates									
i) Indian	23674804	77000	23751804	9.72	25465452	77000	25542452	10.46	0.73
ii) Overseas		-		-			-	-	
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs	2927616	1506400	4434016	1.82	2917845	1462200	4380045	1.79	(0.02)
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	1547599	0	1547599	0.63	484832	0	484832	0.20	(0.44)
c) Others (specify)	24,754,562	1,200	24,755,762	10.14	24,831,403	1,200	24,832,603	10.17	0.03
SUB TOTAL (B)(2):	52,904,581	1,584,600	54,489,181	22.31	53,699,532	1,540,400	55,239,932	22.62	0.31
Total Public Shareholding (B) = (B)(1) + (B)(2)	84,077,200	1,679,800	85,757,000	35.11	84,121,400	1,635,600	85,757,000	35.11	(0.00)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	242,577,200	1,679,800	244,257,000	100.00	242,621,400	1,635,600	244,257,000	100.00	-

(ii) SHARE HOLDING OF PROMOTERS

Sr No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Dave Impex Private Limited	46030400	20.81	97.72	46030400	18.85	93.62	0
2	Swan Realtors Private Limited	41589000	18.80	0	41589000	17.03	9.02	0
3	Swan Engitech Works Private Limited	38402858	17.36	0	38402858	15.72	0	0
4	Dave Leasing and Holdings Private Limited	7440800	3.36	0	7440800	3.05	0	0
5	Sahajanand Soaps and Chemicals Private Limited	6610000	2.99	0	6610000	2.71	0	0
6	Forceful Vincom Private Limited	4000000	1.81	0	4000000	1.64	0	0

7	Inderlok Dealcomm Private Limited	4000000	1.81	0	4000000	1.64	0	0
8	Banshidhar Trades Private Limited	4000000	1.81	0	4000000	1.64	0	0
9	Dhankalash Tradecomm Private Limited	4000000	1.81	0	4000000	1.64	0	0
10	Swan International Limited	2340442	1.06	0	2340442	0.96	0	0
11	Vinita Nikhil Merchant	41500	0.02	0	41500	0.02	0	0
12	Bhavik Nikhil Merchant	41000	0.02	0	41000	0.02	0	0
13	Nikhil Vasantlal Merchant	4000	0.00	0	4000	0.00	0	0
	Total	158500000	64.89	28.38	158500000	64.89	29.56	0

(iii) **CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)**

During the year, there is no change in the promoters' shareholding.

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

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Reasons for Change	Shareholding at the end of the year	
		No. of shares	% of total shares of the company		No of shares	% of total shares of the company
1	Zi Capital PCC	23077000	9.45	-	23077000	9.45
2	Ares Diversified	8608335	3.52	Sell	8572335	3.51
3	Tirupati Agencies Private Limited	7695000	3.15	-	7695000	3.15
4	Albula Investments Fund LTD	5548800	2.27	Sell	5247396	2.15
5	Life Insurance Corporation Of India	9412790	3.85	-	9412790	3.85
6	Suryakanchan Vinimay Private Limited	2267147	0.93	Purchase	3890231	1.59
7	Needful Dealcomm Private limited	4060000	1.66	Purchase	4099000	1.68
8	Hypnos Fund Limited	3720278	1.52	Sell	3653858	1.50
9	EOS Multi Strategy Fund Ltd	3092000	1.27	Sell	2905401	1.19
10	Kasturi Vintrade Private Limited	4024547	1.65	Purchase	7348249	3.01

(v) **Shareholding of Directors & KMP**

Sr. No.	Name of Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Nikhil V. Merchant				
	At the beginning of the year	4000	0.00	4000	0
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	4000	0.00	4000	0
2	Surekha Oak				
	At the beginning of the year	100	0.00	100	0
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	100	0.00	100	0
	KMP	No. of shares	% of total shares of the company	No of shares	% of total shares of the company
	NIL	NIL	NIL	NIL	NIL

V INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	16,340.09	57.87	-	16,397.96
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	16,340.09	57.87	-	16,397.96
Change in Indebtedness during the financial year				
Additions	43,489.98	5,235.32		48,725.30
Reduction	48,129.10			48,129.10
Net Change	(4,639.12)	5,235.32		596.20

Indebtedness at the end of the financial year				
i) Principal Amount	11,700.97	5,293.19	-	16,994.16
ii) Interest due but not paid	-		-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	11,700.97	5,293.19	-	16,994.16

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Total Amount (₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Name of the MD/WTD/Manager			
		Mr. Nikhil Merchant	Mr. Paresh Merchant	Mr. Sugavanam Padamanabhan	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	125.84	125.84	32.04	283.72
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961		-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		-	-	-
2	Stock option		-	-	-
3	Sweat Equity		-	-	-
4	Commission		-	-	-
	as % of profit		-	-	-
	others (specify)		-	-	-
5	Others, please specify		-	-	-
	Total (A)	125.84	125.84	32.04	283.72
	Ceiling as per the Act				

B. Remuneration to other directors:

During the year, no remuneration has been paid to other Directors.

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	26.62	68.44	95.06
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	
2	Stock Option	-	-	-	
3	Sweat Equity	-	-	-	
4	Commission	-	-	-	
	as % of profit	-	-	-	
	others, specify	-	-	-	
5	Others, please specify	-	-	-	
	Total	-	26.62	68.44	95.06

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

During the year, there has been no penalties/punishment/compounding of offences against the Company, Directors or other officers.

For and on behalf of the Board of Directors

Mumbai, May 30, 2019

Navinbhai C. Dave
Chairman

Information pursuant to Section 134 (m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014:

A) CONSERVATION OF ENERGY

a) Energy conservation measures taken at Process House, Ahmedabad:

It has been the Company's endeavour to ensure that it is engaged in continuous process of energy conservation through improved operational and maintenance practices. Accordingly, and in line with the company's commitment to conserve natural resources, the Process House at Ahmedabad continued with its endeavour to make more efficient use of energy by continuous up-gradation and installation of latest technology, machineries and energy saving equipments.

b) Additional investments and proposals, if any, being implemented for reduction of conservation of energy:

The Company is continuously striving and making all possible efforts to reduce energy consumption in all its energy intensive equipments.

c) Impact of the measure (a) & (b) above for reduction of Energy Consumption and consequent impact on cost of production of goods

The above measures initiated have resulted in energy saving and reduced consumption of electricity and fuel oils. Total energy consumption & energy consumption per unit of production are as per Form 'A' below:

FORM A - PARTICULARS WITH RESPECT TO ENERGY CONSERVATION

Particulars	Units	2018-19	2017-18
A. Power and fuel consumption			
1. Electricity			
(a) Purchased			
i) Connected Load	KWH	1175	1175
ii) Purchase of Units	Units	56,85,860	55,00,930
iii) Total Amount	Rs.	4,65,97,320	4,22,33,466
iv) Rate per unit (Average)	Rs.	8.20	7.71
(b) Own generation			
i) Through diesel Generator	KWH	368	2048
	Rs.	11168	74100
ii) Through steam turbine/generator		NIL	NIL
2. Coal/Furnace Oil/Others		NIL	NIL
B. Consumption per unit of production			
1.Processed Fabrics	Mtrs	3,01,40,234	2,41,04,765
Electricity/Meter Fabric processed	Unit	0.19	0.23

B) TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT (R&D)

1. Specific areas in which R& D carried out by the Company:

Quality Improvement in Products; Development of new Products and Designs; Cost control measures; Energy Conservation etc.

2. Benefits derived as a result of above R & D:

Sustained Quality at economized cost.

3. Future Plan of Action:
Continuous focus on innovations in processing Textile products & development towards Quality enhancement & reduction in operational cost.
4. Expenditure on R&D: NIL
5. Technology absorption, adaptation and innovation:
For consistent production through State of the Art Machinery and Equipments, our manufacturing facility is equipped with well trained Personnel and high-tech quality control equipments.

C) FOREIGN EXCHANGE EARNINGS AND OUTGO (Rs. In lacs)

	2018-19	2017-18
Earnings - Export	174.61	312.59
Outgo - Travelling Expenses	7.38	28.57
Stores & Spares	30.63	35.81
Capital Purchase – Fixed Assets (Import)	6.05	64.80

For and on behalf of the Board of Directors

Navinbhai C. Dave
Chairman

Mumbai, May 30, 2019

Annexure 'E'

Corporate Social Responsibility (CSR) Policy

- 1) A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.
The Company has its Corporate Social Responsibility (CSR) Policy, which lays down a gist of the programs that a company can undertake under it. The CSR policy is available on the website of the company.
- 2) The Composition of the CSR Committee
 - i. Mr. Paresh V. Merchant (Executive Director)
 - ii. Mr. Pitamber Teckchandani (Independent Director)
 - iii. Mr. Rajkumar Sukhdevsinhji (Independent Director)
- 3) Average Net Profit of the Company for the last three Financial years
The average Net Profit for the last three years is Rs. 3202.71 lacs
- 4) Prescribed CSR Expenditure (two percent. of the amount as in item 3 above)
Amount required to be spent is Rs. 64.05 lacs.
- 5) Details of CSR spent during the Financial Year:
 - (a) Total amount to be spent for the financial year; Rs. 64.05 lacs
 - (b) Amount unspent, if any; Rs. 43.05 lacs
 - (c) Manner in which the amount spent during the financial year is detailed below.

Sr. No.	CSR project/ activity	Sector	Locations	Budget for projects/ preprogrammes (Rs.)	Amount spent (Rs.)	Cumulative Expenditure (Rs.)	Amount spent: Direct/ Implementing Agency
1.	Reducing child mortality and improving maternal health	Healthcare	Mumbai	2,00,000	2,00,000	2,00,000	United Way of Mumbai
2.	Support for education initiatives	Education	Gujarat	16,00,000	16,00,000	16,00,000	Malvi Educational & Charitable Trust
3.	Support for education initiatives	Education	Gujarat / Mumbai	3,00,000	3,00,000	3,00,000	Image Book Culture Trust
	Total			21,00,000	21,00,000	21,00,000	

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

The company considers social responsibility as an integral part of its business and endeavors to utilize allocable CSR budget for the benefit of the society.

However, during the year, the profit has fallen by almost 97% as compared to previous year. Also, the company's cash flow has strained due to huge funds requirements at its ongoing LNG Terminal project (estimated cost Rs. 6000 crores). The project, once commissioned, will open various avenues for rural based CSR activities. With a view to fulfill its social obligations, a trust, namely 'Swan Foundation' has already been created, through which company will carry out its CSR activities.

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

For Swan Energy Limited

Paresh V. Merchant

Chairman of CSR Committee

Mumbai, May 30, 2019

DIVIDEND DISTRIBUTION POLICY

1. Background and applicability

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”), requires the Company to formulate and disclose a Dividend Distribution Policy in the annual report and on its website. The Board of Directors (“Board”) of **SWAN ENERGY Limited** (“Company”) has adopted this Dividend Distribution Policy to comply with these requirements.

Dividend represents the profit of the Company, which is distributed to shareholders in proportion to the amount paid-up on shares they hold. Dividend includes Interim Dividend.

2. Dividend distribution philosophy

The Company is deeply committed to driving superior value creation for all its stakeholders. The focus will continue to be future growth and long term interests of the Company as well as its shareholders. Accordingly, the Board would continue to adopt a progressive dividend policy, ensuring the immediate as well as long term needs of the business.

3. Statutory and Regulatory Parameters

The Company shall declare dividend only after ensuring compliance with the requisite Regulations and directions as stipulated under the provisions of the Companies Act, 2013 (“ACT”) and Rules made thereunder, SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, other SEBI regulations and any other regulations as may be applicable from time to time.

The Dividend for any financial year shall normally be paid out of the Company profits for that year. This will be arrived at after providing for depreciation in accordance with the provisions of the ACT. If circumstances require, the Board may also declare dividend out of accumulated profits of any previous financial year(s) in accordance with provisions of the Act and Regulations, as applicable.

4. The Circumstances under which the Shareholders may or may not expect Dividend;

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among shareholders of the Company and the amount of profit to be retained in business. The decision seeks to balance the dual objectives of appropriately rewarding shareholders through dividends and retaining profits in order to maintain a healthy capital adequacy ratio to support future growth.

The Board will assess the Company’s financial requirements, including present and future organic and inorganic growth opportunities and other relevant factors and declare Dividend in any financial year.

The shareholders of the Company may not expect dividend in the following circumstances, subject to the discretion of the Board of Directors,

- In the event of inadequacy of profits or whenever the Company has incurred losses;
- Significant cash flow requirements towards higher working capital requirements / tax demands / or others, adversely impacting free cash flows;
- An impending / ongoing capital expenditure program or any acquisitions or investment in joint ventures requiring significant allocation of capital;
- Allocation of cash required for buy-back of securities;
- Any of the internal or external factors restraining the Company from considering dividend.

5. Financial parameters and other internal and external factors that would be considered for declaration of Dividend:

The dividend pay-out decision of the Board will depend upon the various financial parameters and internal & external factors, including following -

Financial parameters and Internal Factors:

- Operating cash flow of the Company
- Profit earned during the year
- Profit available for distribution
- Earnings Per Share (EPS)

- Working capital requirements
- Capital expenditure requirement
- Business expansion and growth
- Likelihood of crystallization of contingent liabilities, if any
- Additional investment in subsidiaries and associates of the company
- Upgradation of technology and physical infrastructure
- Creation of contingency fund
- Acquisition of brands and business
- Cost of Borrowing
- Past dividend payout ratio / trends

External Factors:

- Economic environment
- Capital markets
- Global conditions
- Statutory provisions and guidelines
- Dividend payout ratio of competitors

6. Utilization of Retained Earnings

The Board may retain its earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run. The decision of utilization of the retained earnings of the Company shall be based on the following factors:

- Market expansion plan
- Product expansion plan
- Increase in production capacity
- Modernization plan
- Diversification of business
- Long term strategic plans
- Replacement of capital assets
- Where the cost of debt is expensive
- Dividend payment
- Such other criteria's as the Board may deem fit from time to time.

7. Multiple Classes of Shares

Currently, the Company has only one class of shares, i.e., Equity shares. In the future, if the company issues multiple classes of shares, the parameters of the dividend distribution policy will be appropriately addressed.

8. Modification of the Policy

This Policy would be subject to modification in accordance with the guidelines / clarifications as may be issued from time to time by relevant statutory and regulatory authority. The Board may modify, add, delete or amend any of the provisions of this Policy. Any exceptions to the Dividend Distribution Policy must be consistent with the Regulations and must be approved in the manner as may be decided by the Board of Directors.

9. Disclosures

The Dividend Distribution Policy shall be disclosed in the Annual Report and on the website of the Company.

BUSINESS RESPONSIBILITY (BR) REPORT:

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

Sr No.	Particulars									
1.	Corporate Identity Number (CIN) of the Company	L17100MH1909PLC000294								
2.	Name of the Company	Swan Energy Limited								
3.	Registered address	6, FELTHAM HOUSE, 2ND FLOOR, J N HEREDIA MARG, BALLARD ESTATE, MUMBAI 400001								
4.	Website	www.swan.co.in								
5.	E-mail id	invgrv@swan.co.in								
6.	Financial Year reported	2018-19								
7.	Sector(s) that the Company is engaged in (industrial activity code-wise):	Finishing of textiles: NIC Code - 1313 [as per 2008]								
8.	List three key products/services that the Company manufactures/provides (as in balancesheet):	(a) 13131 Finishing of cotton and blended cotton textiles. (b) 13136 Activity related to screen printing (c) 13139 Other activities relating to finishing of textile								
9.	Total number of locations where business activity is under taken by the Company	(a) Number of International Locations: NIL (b) 1 manufacturing location, 2 offices, including registered office								
10	Markets served by the Company	<table border="1" style="width: 100%; text-align: center;"> <thead> <tr> <th>Local</th> <th>State</th> <th>National</th> <th>International</th> </tr> </thead> <tbody> <tr> <td>Yes</td> <td>Yes</td> <td>Yes</td> <td>Yes</td> </tr> </tbody> </table>	Local	State	National	International	Yes	Yes	Yes	Yes
Local	State	National	International							
Yes	Yes	Yes	Yes							

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid up Capital (INR): Rs. 24,42,57,000
2. Total Turnover (INR in lacs): 85972.73
3. Total profit after taxes (INR in lacs): 234.03
4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax(%): Rs. 21,00,000/-
5. List of activities in which expenditure in 4 above has been incurred:- Please refer Annexure E (page no. 34) to Directors' Report for CSR Policy.

SECTION C: OTHER DETAILS

1. **Does the Company have any Subsidiary Company/Companies?**
The Company has four Subsidiaries.
2. **Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)**
No
3. **Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]**
No

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR

(a) Details of the Director/ Directors responsible for implementation of the BR policy/ policies

1. DIN Number: 00660027
2. Name: Mr. Paresh V. Merchant
3. Designation: Executive Director

(b) Details of the BR head

No.	Particulars	Details
1	DIN Number (if applicable)	00660027
2	Name	Mr. Paresh V. Merchant
3	Designation	Executive Director
4	Telephone number	022-4058300
5	e-mail id	paresh@swan.co.in

2. Principle-wise, (as per NVGs) BR Policy/ Policies:

The National Voluntary Guidelines (NVGs) on Social, Environmental and Economic responsibilities of Business released by the Ministry of Corporate Affairs has adopted 9 (nine) areas of Business Responsibility. These briefly are as follows.

- P1: Business should conduct and govern themselves with Ethics, Transparency and Accountability
- P2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
- P3: Businesses should promote the wellbeing of all employees
- P4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
- P5: Businesses should respect and promote human rights
- P6: Business should respect, protect and make efforts to restore the environment
- P7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner
- P8: Businesses should support inclusive growth and equitable development
- P9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

(a) Details of compliance (Reply inY/N)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for....	y								
2	Has the policy being formulated in consultation with the relevant stakeholders?	y								
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	y								

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
4	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/ appropriate Board	y								
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	y								
6	Indicate the link for the policy to be viewed online?	y*	y*	y**	y***	y**	y***	y****	y*	y****
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	y								
8	Does the company have in-house structure to implement the policy/ policies.	y								
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	y								
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	y								

* Code of conduct: <http://www.swan.co.in/pdf/swan%20-%20code%20of%20conduct.pdf>

** Whistle Blower Policy: http://www.swan.co.in/pdf/Whistle%20blower%20policy_SWAN.pdf

*** CSR Policy: <http://www.swan.co.in/pdf/Corporate%20Social%20Responsibility%20Policy.pdf>

**** Quality Policy: <http://www.swan.co.in/pdf/swan%20quality%20policy.pdf>

- (b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The company has not understood the Principles	NOT APPLICABLE								
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

3. Governance related to BR

- (a) **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year**

The assessment of BR performance is done annually by the MD, ED and senior management of the Company.

- (b) **Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

The Company had started publishing BR report from financial year 2017-18 on a yearly basis. The BR report is/shall be available on www.swan.co.in

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. **Does the policy relating to ethics, bribery and corruption cover only the company?**

No.

Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others?

Yes

2. **How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

During the reporting year, Company has received 5 (five) complaints from the shareholder, where in 1 (one) complaint is yet to be resolved as on 31st March, 2019.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. **List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/ or opportunities.**

(a) Suiting

(b) Shirting

(c) Dress materials

Your company is committed to offer quality standards for all range of its textile products, which are safe and environment friendly. The company is having well equipped test lab at its Ahmedabad production location to verify the products on a regular basis to ensure no deviation.

2. **For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):**

- (a) **Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?**

The company is having process house, where grey is purchased as a raw material. The raw materials are sourced locally on the best possible trade terms. The production costs are continuously monitored. Automation is extensively used through latest machines, which results in reduction of scrap percentage and also energy and water consumption.

The company is committed to transform energy conservation into a strategic business goal by way of monitoring energy related parameters on a regular basis and to reduce energy consumption in all its operations.

- (b) **Reduction during usage by consumers (energy, water) has been achieved since the previous year?**

As the products of the company are used by a diverse and large number of consumers, it is not feasible to identify the reduction of resource usage by the consumers. The Company's products do

not have any broad-based impact on energy and water consumption by consumers. However, the Company continuously takes measures to reduce the consumption of energy and water.

3. Does the company have procedures in place for sustainable sourcing (including transportation)?

Yes.

- (a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

The Company endeavours to focus on protection of environment, stakeholders' interest and cost effectiveness while procuring any raw material or goods. The main raw materials are procured from manufacturers / producers who are well reputed keeping in mind the need for quality and consistency. Adequate steps are taken for safety during transportation and optimization of logistics, which, in turn, help to mitigate the impact on climate.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

Yes.

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

Wastage management is highly focused and monitored through various initiatives with a view to ensure reduction in waste generation. Recycling of the wastage is not feasible and hence, sold as a scrap.

Principle 3: Businesses should promote the wellbeing of all employees

1. Please indicate the Total number of employees: 121
2. Please indicate the Total number of employees hired on temporary/contractual/casual basis: 263
3. Please indicate the Number of permanent women employees: 1
4. Please indicate the Number of permanent employees with disabilities: NIL
5. Do you have an employee association that is recognized by management: No
6. What percentage of your permanent employees is members of this recognized employee association? N.A.
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour/forced labour/involuntary labour	Nil	Nil
2	Sexual harassment	Nil	Nil
3	Discriminatory employment	Nil	Nil

8. What percentage of your under mentioned employees were given safety & skill up- gradation training in the last year?

- (a) Permanent Employees
- (b) Permanent Women Employees
- (c) Casual/ Temporary/ Contractual Employees
- (d) Employees with Disabilities

All the employees undergo the company's safety and skill upgradation programmes and are conscious about its utility and benefits.

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

1. Has the company mapped its internal and external stakeholders? Yes/ No
Yes.
2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.
Yes.
3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

The company extends its social responsibilities through its CSR projects. The company identifies the stakeholders through multiple channels so as to incorporate their feedback for continuous improvement and innovation to meet customer expectation, need and demand in a fair manner.

Principle 5: Businesses should respect and promote human rights

1. Does the policy of the company on human rights cover only the company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?
The Company has in place 'Whistle blower Policy', which covers its Human Rights Policy. It also extends to the group companies.
2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?
Nil.

Principle 6: Business should respect, protect, and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the company or extends to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ others?
The policy, covered under CSR, extends to the company and its group companies.
2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for web page etc.
No
3. Does the company identify and assess potential environmental risks?
The company has taken certification under ISO 9001: 2015.
4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?
No
5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.
No
6. Are the Emissions/ Waste generated by the company within the permissible limits given by CPCB/ SPCB for the financial year being reported?
Yes
7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.
Nil

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

Yes

- (a) Narol Textile Infrastructure & Enviro Management
- (b) Gujarat Chamber of Commerce & Industry

2. Have you advocated/ lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

The Company continuously advocates the use of eco-friendly practices, use of alternatives fuels and energy conservation.

Principle 8: Businesses should support inclusive growth and equitable development

1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8 ? If yes details thereof.

The Company has a well-defined CSR policy, under which, it has taken various initiatives for support and development of society. The report on the CSR projects carried by the Company is annexed with the Director's Report

2. Are the programmes/ projects undertaken through in-house team/own foundation/external NGO/ government structures/any other organization?

The programmes /projects undertaken are through various external NGOs, supporting various CSR initiatives.

3. Have you done any impact assessment of your initiative?

The Company undertakes an impact assessment of the CSR interventions to ensure that the resources are gainfully utilized for the welfare of the intended communities.

4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.

The Company has spent Rs. 21 lacs on the CSR activities during the financial year 2018-19. The amount was spent on areas as mentioned in Annexure 'E' to the Director's Report.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

Yes. The company is in contact with NGOs to ensure that all development/health care initiatives of the Company are successfully adopted by the concerned communities.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.

There are three customer complaints/ cases pending as on the end of F.Y. 2018-19.

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks(additional information) Not applicable

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year.If so, provide details thereof, in about 50 words or so.

No

4. Did your company carry out any consumer survey/ consumer satisfaction trends?

Yes.

SECRETARIAL AUDIT REPORT

Form No. MR-3

FOR THE FINANCIAL YEAR ENDED 31st March, 2019

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

To, the Members,
Swan Energy Limited
Mumbai.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Swan Energy Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the 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:

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

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (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; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Laws applicable to the industry to which the Company belongs, as identified by the Management is given in the enclosed Annexure 2.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

We further report that

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

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We 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.

This Report is to be read with our letter of even date which is annexed as Annexure '1' and forms an integral part of this Report.

For **Jignesh M. Pandya & Co.**

Jignesh M. Pandya
Practicing Company Secretary
Proprietor
Membership No. 7346 /CP No. 7318

Mumbai, 30th May, 2019

'Annexure 1'

To the Members Swan Energy Limited

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

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

'Annexure 2'

Laws applicable to the Company:

1. Factories Act, 1948;
2. Industries (Development & Regulation) Act, 1951;
3. Maharashtra Housing (Regulation and Development) Act, 2012;
4. Information Technology Act, 2000
5. The Indian Electricity Rules 1956
6. The Standard Weight and Measurement Act, 1976
7. The Public Liability Insurance Act, 1991
8. The Hazardous Material Transport Act (HMT) Act, 1975
9. Trade Marks Act, 1999 & Copy Right Act, 1957;
10. The Legal Metrology Act, 2009;
11. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
12. Acts prescribed under prevention and control of pollution;
13. Acts prescribed under Environmental protection;
14. Acts prescribed under Direct Tax and Indirect Tax;
15. Land Revenue laws of respective States;
16. Labour welfare Act of respective States;
17. Acts as prescribed under Shop and Establishment Act of various local authorities.
18. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

For **Jignesh M.Pandya & Co.**

Jignesh M. Pandya
Practicing Company Secretary
Proprietor
Membership No. 7346 /CP No. 7318

Mumbai, 30th May, 2019

INDEPENDENT AUDITOR'S REPORT

To the Members of

SWAN ENERGY LIMITED.

Report on the Audit of the 'Standalone Financial Statements' (SFS)

I. Opinion

We have audited the accompanying standalone financial statements of Swan Energy Limited ("the Company"), which comprise the Balance sheet as at 31st March, 2019, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the SFS").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid SFS give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, read with relevant Rules, as amended ('Ind AS') and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

II. 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 SAs are further described in the 'Auditor's Responsibilities for the Audit of the SFS' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the SFS under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

III. Key Audit Matters

Key audit matters (KAM) are those matters that, in our professional judgement, were of most significance in our audit of the SFS of the current period. These matters were addressed in the context of our audit of the SFS 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 the key audit matters to be communicated in our report.

1 Key Audit Matter

Revenue recognition

(Refer Note no. 1.8 of the standalone financial statements)

Revenue is one of the key profit drivers and is therefore susceptible to misstatement. Cut-off is the key assertion in so far as revenue recognition is concerned, since an inappropriate cut-off can result in material misstatement of results for the year.

Auditor's Response

We assessed the appropriateness of the revenue recognition accounting policies and applicable accounting standards. Our audit procedures with regard to revenue recognition included testing controls in place (both automated/manual) for dispatches/deliveries, inventory reconciliations, circularization of receivable balances, substantive testing for cut-offs and analytical review procedures.

2 Key Audit Matter

Provision for taxation, litigation and other significant provisions

(Refer Note no. 1.10 and 25 of the standalone financial statements)

These provisions require the management to make judgements and estimates in relation to the issues and exposures arising from a range of matters in the regular course of business. The key judgement lies in the estimation of provisions which may differ from future obligations. Additionally, there is a risk that provisions could be provided inappropriately that are not yet committed.

Auditor's Response

We discussed with the management and tested the effectiveness of the controls in place for recognition of the provisions.

We used our subject experts to perform retrospective review of prior year provisions and to assess the value of material provisions and assessing whether there was an indication of management bias.

3 Key Audit Matter

Assessment of contingent liabilities relating to litigations and claims

(Refer Note no. 1.13 and 36 of the standalone financial statements)

The company is subject to challenges/scrutiny on range of matters relating to direct/indirect taxes, legal proceedings etc. Assessment of contingencies requires management to make judgements and estimates, which is inherently subjective.

Auditor's Response

We discussed with the management and performed retrospective review of prior year judgements/estimates. We tested the effectiveness of the controls in place for recording the contingencies. We used our subject experts to assess the value of material contingencies and discussed the status and potential exposures with the company's advisors.

4 Key Audit Matter

System Upgradation

The company used Tally ERP 9 which was upgraded to Microsoft Excel Pro last year for which the accounting has been made during the year in Textile Division- Ahmedabad.

Risks identified as emanating from the aforesaid change were:

- i) Inappropriate changes made to the application systems or programs that contain relevant automated controls (i.e configurable settings, automated algorithms and/or report logic) and
- ii) Systems not adequately configured or updated to restrict system access to authorized users.

Auditor's Response

Our audit procedures included obtaining detailed software support and maintenance agreement entered with the vendor.

The audit procedures also involved testing of critical transactions, segregation of duties, rules to ensure system access was restricted to authorized users and testing of Interface controls between new Microsoft Excel Pro environment and other auxiliary systems.

IV. Other Information

The Company's Board of Directors is responsible for the other information, which comprise the information included in the Company's annual report, but does not include the SFS and our report thereon.

Our opinion on the SFS does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of SFS, our responsibility is to read the other information and, in doing so, consider, whether the other information is materially inconsistent with the SFS or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

V. Responsibility of Management for the SFS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these SFS that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for

preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the SFS that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the SFS, management is 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.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

VI. Auditor's Responsibility for the Audit of the SFS

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

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

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

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

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

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

From the matters communicated with TCWG, we determine those matters that were of most significance in

the audit of the SFS of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

VII. Report on Other Legal and Regulatory Requirements

- (A) As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (B) As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements (SFS) comply with the Ind AS specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (C) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The impact of the pending litigation as on 31 March, 2019 is not expected to be material on the financial position of the company.
 - ii. The Company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. No disclosure is required in the SFS regarding holdings as well as dealings in Specified Bank Notes (SBN) for the period from 8 November, 2016 to 30 December, 2016.
- (D) With respect to matter to be included in the Auditor's Report under Section 197 (16):
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.

For N. N. Jambusaria & Co.
Chartered Accountants
Firm Registration No. 104030W

Nimesh N. Jambusaria
Partner
M. No. 038979

Mumbai, May 30, 2019

ANNEXURE A

To the Independent Auditor's Report on the SFS of Swan Energy Limited for the year ended 31st March, 2019

(Referred to in Paragraph VII (A), under 'Report on other legal and Regulatory Requirements section of our report of even date)

- (i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) As explained to us, all the fixed assets have been physically verified by the management in accordance with a phased program of verification designed to cover all items over a period of three years. Considering the size and the nature of business, the frequency of verification is reasonable and the discrepancies noticed on such verification which has been properly dealt with in the books of accounts were not material.
- c) The title deeds of immovable properties are held in the name of the Company.
- (ii) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable and the discrepancies noticed on such verification which has been properly dealt with in the books of accounts were not material.
- (iii) The Company has granted unsecured loans to companies covered in the register maintained under section 189 of the Act. There are no firms/LLPs/ other parties covered in the register maintained under section 189 of the Act.
 - (a) In respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company's interest.
 - (b) In respect of aforesaid loans, the schedule of repayment of principal and interest, if any, has been stipulated, and the parties are repaying the principal amounts, and also regular in payment of interest as if any applicable.
 - (c) In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days.
- (iv) According to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the companies Act, 2013 in respect of the loans and investments made and guarantees and security provided by it.
- (v) The Company has not accepted any deposits from the public within the meaning of sections 73 to 76 of the Act and the notified Rules framed there under.
- (vi) We have broadly reviewed the Cost records maintained by the company under Section 148(1) of the Act and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.
- (vii) a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues including provident fund, employee state insurance, income tax, goods and service tax, duty of customs, cess, professional tax and other material statutory dues, as applicable, with the appropriate authorities.
- b) According to the information and explanation given to us, no undisputed amounts payable in respect of provident fund, employee state insurance, income tax, goods and service tax, duty of customs, cess, professional tax and other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, there are no amounts which are payable in respect of Income Tax, Sales Tax, Service Tax, goods and service tax, Duty of Custom, Duty of

Excise, Value Added Tax and Cess which have not been deposited with appropriate authorities on account of any dispute other than those mentioned below:

Name of the statute	Nature of dues	Amount Demanded (Rs. in Lakhs)	Period to which the amount relates	Forum where dispute is pending	Remark if any
Income Tax Act, 1961	Income Tax	Rs. 1,522.98	A.Y 2009-10	High Court	Department has gone in appeal
Income Tax Act, 1961	Income Tax	Rs. 1233.98	A.Y 2010-11	High Court	Department has gone in appeal
Income Tax Act, 1961	Income Tax	Rs. 414.18	A.Y 2011-12	High Court	Department has gone in appeal

- (viii) In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of its dues to banks, financial institutions, Government and debenture holders during the year.
- (ix) In our opinion, and according to the information and explanations given to us, the term loans have been applied, for the purposes for which they were obtained.
- (x) According to the information and explanations given to us, no material fraud by the company or on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management and based on the audit procedure performed, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandate by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi company. Therefore, the provision of clause 3(xii) of the order is not applicable to the Company.
- (xiii) According to the information and explanations given by the management, in our opinion, transactions with related parties are in compliance with section 177 and 188 of the 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.
- (xiv) According to the information and explanations given by the management, the company has not made any preferential allotment or private placement of equity shares or fully or partly convertible debentures during the year. Therefore, the provisions of clause 3(xiv) of the Order are not applicable to the company.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order and Sec. 192 of Companies Act, 2013 are not applicable.
- (xvi) In our opinion, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For N. N. Jambusaria & Co.
Chartered Accountants
Firm Registration No. 104030W

Nimesh N. Jambusaria
Partner
M. No. 038979

Mumbai, May 30, 2019

ANNEXURE B

To the Independent Auditor's Report on the SFS of Swan Energy Limited for the year ended 31st March, 2019

(Referred to in Paragraph VII (B) (f), under 'Report on other legal and Regulatory Requirements section of our report)

Report on the Internal Financial Controls under Section 143(3)(i) of the Companies Act, 2013 ("the Act")

Opinion

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

In our opinion, the Company has, in all material aspects, an adequate internal financial control system with reference to financial statements and such internal financial controls were operating effectively as at 31st March, 2019, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note').

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note. 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. 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 with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, 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 with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements 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 controls with reference to financial statements include those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For N. N. Jambusaria & Co.
Chartered Accountants
Firm Registration No. 104030W

Nimesh N. Jambusaria
Partner
M. No. 038979

Mumbai, May 30, 2019

STANDALONE BALANCE SHEET AS AT MARCH 31, 2019

(₹ in lacs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
ASSETS			
A Non-Current Assets			
a Property, Plant and Equipment	2	4,855.06	5,299.89
b Capital Work in Progress	2	141.49	-
c Investment Property	3	2,365.12	2,365.12
d Investment in Equity Shares	4	36,858.34	2,559.00
e Non Current Tax Assets	5	3,065.19	7,326.81
f Other Non Current Assets	6	323.74	161.36
Total (A)		47,608.94	17,712.18
B Current Assets			
a Inventories	7	10,748.80	58,178.77
b Financial Assets			
(i) Current Investments	8	4,472.99	13,813.41
(ii) Trade Receivable	9	4,218.37	5,714.14
(iii) Cash and Cash Equivalents	10	918.58	65.63
(iv) Bank Balances Other Than Cash and cash equivalents	11	226.51	1,038.90
(v) Loans	12	51,351.50	69,290.38
(vi) Other Financial Assets	13	16.89	3.84
c Other Current Assets	14	1,565.77	346.00
Total (B)		73,519.41	148,451.07
TOTAL ASSETS (A+B)		121,128.35	166,163.25
EQUITY AND LIABILITIES			
A Equity			
a Equity Share Capital	15	2,442.57	2,442.57
b Other Equity	16	93,675.72	93,735.68
Total (A)		96,118.29	96,178.25
Liabilities			
B Non-Current Liabilities			
a Financial Liabilities			
(i) Long Term Borrowings	17	8.72	10,353.76
(ii) Other Financial Liabilities	18	35.06	43.90
b Deferred Tax Liability (Net)	19	552.55	597.08
c Long Term Provisions	20	130.29	103.30
Total (B)		726.62	11,098.04
C Current Liabilities			
a Financial Liabilities			
(i) Short Term Borrowings	21	7,965.91	6,026.61
(ii) Trade Payables	22	3,882.91	4,927.64
(iii) Other Financial Liabilities	23	9,019.52	17.59
b Other Current Liabilities	24	434.78	42,812.99
c Short Term Provisions	25	2,980.32	5,102.13
Total (C)		24,283.44	58,886.96
TOTAL LIABILITIES (A+B+C)		121,128.35	166,163.25

Significant Accounting Policies

1

Notes on Financial Statements

As per our Report of even date

For N. N. Jambusaria & Co.
Chartered Accountants
Firm Registration No. 104030W

Nimesh N. Jambusaria
Partner
M No. 038979

Mumbai, May 30, 2019

For and on behalf of the Board of Directors

Navinbhai C. Dave
Chairman
DIN: 01787259

Paresh V. Merchant
Executive Director
DIN: 00660027

Nikhil V. Merchant
Managing Director
DIN: 00614790

Chetan K. Selarka
Chief Financial Officer

Arun S. Agarwal
Company Secretary
Mumbai, May 30, 2019

STANDALONE STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2019

(₹ in lacs)

Particulars	Note No.	Year Ended March 31, 2019	Year Ended March 31, 2018
Income:			
Revenue from Operations	26	85,972.73	31,636.18
Other Income	27	1,444.94	11,568.53
Total Revenue		87,417.67	43,204.71
Expenses:			
Cost of Materials Consumed	28	29,626.08	27,849.65
(Increase)/Decrease in Finished Goods and Work-in-Progress	29	47,307.59	(1,340.08)
Employee Benefit Expenses	30	1,137.03	1,274.71
Finance Costs	31	1,843.58	2,301.58
Depreciation and Amortization Expense	2&3	534.98	536.66
Other Expenses	32	3,413.47	3,440.64
Total Expenses		83,862.73	34,063.16
Profit/(Loss) before Tax		3,554.94	9,141.55
Tax Expense:			
(1) Current tax		766.05	1,975.00
(2) Short/(Excess) Provisions of Previous Years		2,599.38	-
(3) Deferred Tax		(44.52)	(108.06)
Profit for the Year		234.03	7,274.61
Other Comprehensive Income for the year		-	-
Total Comprehensive Income for the year		234.03	7,274.61
Earnings Per Equity Share			
Basic and diluted (in ₹)		0.10	2.99

Significant Accounting Policies
Notes on Financial Statements

1

As per our Report of even date

For N. N. Jambusaria & Co.
Chartered Accountants
Firm Registration No. 104030W

Nimesh N. Jambusaria
Partner
M No. 038979
Mumbai, May 30, 2019

For and on behalf of the Board of Directors

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DIN:00614790

Chetan K. Selarka
Chief Financial Officer

Arun S. Agarwal
Company Secretary
Mumbai, May 30, 2019

SWAN ENERGY LIMITED  **ANNUAL REPORT 2018-19**

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019 (SOCIE)

(a) Equity Share Capital (Refer Note No.16)

Particulars	March 31, 2019		March 31, 2018	
	No. of Shares	₹ in lacs	No. of Shares	₹ in lacs
Outstanding At the beginning of the year (Face Value ₹ 1/- per share)	244,257,000	2,442.57	221,180,000	2,211.80
Shares Issued during the year (Face Value ₹ 1/- per share)	-	-	23,077,000	230.77
Outstanding At the end of the year (Face Value ₹ 1/- per share)	244,257,000	2,442.57	244,257,000	2,442.57

(b) Other Equity (Refer Note No.17)

Particulars	March 31, 2019		March 31, 2018	
	₹ in lacs	₹ in lacs	₹ in lacs	₹ in lacs
Capital Reserve				
At the beginning of the year	5,811.32		5,811.32	
Add: Transferred from Securities Premium A/c	-		-	
Add: Transferred from Workmen's Welfare Reserve	-		-	
At the end of the year		5,811.32		5,811.32
Capital Redemption Reserve		14.25		14.25
Securities Premium Reserve				
At the beginning of the year	67,842.58		23,073.20	
Add: On shares issued during the year	-		44,769.38	
Less:- Transferred to Capital Reserve	-		-	
At the end of the year		67,842.58		67,842.58
General Reserve				
At the beginning of the year	372.00		372.00	
Add: Transferred from Profit & Loss Appropriation Account	-		-	
At the end of the year		372.00		372.00
Other Reserves				
Retained Earnings				
At the beginning of the year	19,695.53		12,641.40	
Add: Profit during the year	234.03		7,274.61	
Add: Adjustment on account of Ind AS	-		-	
Less: - Dividend on equity shares Paid	(244.26)		(183.19)	
Less:- Tax on equity dividend Paid	(49.73)		(37.29)	
At the end of the year		19,635.57		19,695.53
Total		93,675.72		93,735.68

As per our Report of even date

For N. N. Jambusaria & Co.
Chartered Accountants
Firm Registration No. 104030W

Nimesh N. Jambusaria
Partner
M No. 038979

Mumbai, May 30, 2019

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Managing Director
DIN:00614790

Chetan K. Selarka
Chief Financial Officer

Arun S. Agarwal
Company Secretary
Mumbai, May 30, 2019

STANDALONE CASH FLOW STATEMENT FOR YEAR ENDED MARCH 31, 2019

(₹ in lacs)

	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
A	Cash Flow from Operating Activities		
	Profit/(Loss) before tax	3,554.94	9,141.55
	Adjustments for :		
	Depreciation	534.98	536.66
	(Profit) / Loss on sale of Mutual Funds	(1,285.24)	(466.36)
	(Profit) / Loss on sale of assets	2.88	(8,880.22)
	Considered Separately:		
	Interest Expense	1,843.58	2,301.58
	Interest Income	(114.52)	(1,920.55)
	Operating Profit before Working Capital Changes	4,536.62	712.66
	Adjustments for :		
	Decrease/ (Increase) in Other Non Current Assets	(162.38)	0.07
	Decrease / (Increase) in Inventory	47,429.96	(1,941.08)
	Decrease / (Increase) in Trade and Other Receivable	1,495.77	3,415.32
	Decrease / (Increase) in Other Financial Assets	(13.05)	81.99
	Decrease / (Increase) in Other Current Assets	(1,219.78)	1,133.21
	(Decrease) / Increase in Other Financial Liabilities	(8.84)	2.12
	(Decrease) / Increase in Other Current Liabilities	(42,378.21)	(1,818.27)
	(Decrease) in Long Term & Short Term Provisions	11.69	150.48
	(Decrease) / Increase in Trade and Other Payables	(1,044.73)	(2,669.17)
	Cash generated from operations	8,647.05	(932.67)
	Direct Taxes (Paid)/Received	(1,210.32)	30.04
	Net Cash from Operating Activities (A)	7,436.73	(902.63)
B	Cash Flow from Investing Activities		
	Purchase of Property, Plant and Equipment	(94.31)	(211.36)
	Proceeds from Sale of Fixed Assets	1.29	11,500.57
	Increase in Capital Work In Progress (Net)	(141.49)	-
	Inter Corporate Loan	12,145.34	(38,866.79)
	Purchase of Mutual Funds	(62,503.07)	(37,274.70)
	Proceeds from Sale of Mutual Funds	73,143.74	24,698.88
	Investment in shares of Subsidiary	(34,314.34)	1.00
	Loan to Others	5,793.54	(2,613.95)
	Interest Income	114.52	1,920.55
	Net Cash from Investing Activities (B)	(5,854.78)	(40,845.80)

CONT... STANDALONE CASH FLOW STATEMENT FOR YEAR ENDED MARCH 31, 2019

(₹ in lacs)

	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
C	Cash Flow from Financing Activities		
	Proceeds from Issue of Equity Shares	-	230.77
	Securities Premium received on issue of Shares	-	44,769.38
	Loan from / (Refund) of Loan to Related Parties	1,881.91	(2,075.54)
	(Refund) of / Loan from Other Parties	3,353.41	(21.86)
	(Repayment) / Proceed of Term Loan	(4,639.14)	(90.01)
	Interest Expenses	(1,843.58)	(2,301.58)
	Dividend Paid	(244.26)	(183.19)
	Tax on Dividend	(49.73)	(37.29)
	Net Cash from Financing Activities (C)	(1,541.39)	40,290.68
	Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	40.56	(1,457.75)
	Opening Balance of Cash & Cash Equivalents	1,104.53	2,562.28
	Closing Balance of Cash & Cash Equivalents	1,145.09	1,104.53

As per our Report of even date

For N. N. Jambusaria & Co.
Chartered Accountants
Firm Registration No. 104030W

Nimesh N. Jambusaria
Partner
M No. 038979
Mumbai, May 30, 2019

For and on behalf of the Board of Directors

Navinbhai C. Dave
Chairman
DIN: 01787259

Paresh V. Merchant
Executive Director
DIN: 00660027

Nikhil V. Merchant
Managing Director
DIN:00614790

Chetan K. Selarka
Chief Financial Officer

Arun S. Agarwal
Company Secretary
Mumbai, May 30, 2019

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

1 SIGNIFICANT ACCOUNTING POLICIES

1.1 Company Overview

Swan Energy Limited (SEL) is a public limited company incorporated on 22/02/1909 at Bombay, under the erstwhile Indian Companies Act, VI of 1882, as 'Swan Mills Limited' and is listed on BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) in India.

The registered office of the company is situated at 6, Feltham House, 2nd Floor, 10, J. N. Heredia Marg, Ballard Estate, Mumbai - 400 001.

The Company has three verticles of business, i.e., Textiles, Real Estate and Energy. SEL has 4 (four) subsidiary companies. 2 (two) subsidiaries are engaged in Real estate business. Other 2(two) are engaged in construction of LNG Port Project at Gujarat.

1.2 Statement of compliance

The financial statements have been prepared in accordance with Ind AS's notified under the Companies (Indian Accounting Standards) Rules, 2015.

1.3 Basis of preparation and presentation

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

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

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety.

1.4 Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable.

1.5 Property Plant and Equipment

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated. Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation and Amortisation

The Company depreciates its fixed assets over the useful life in the manner prescribed in Schedule II of the Companies Act 2013. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period,

1.6 Financial Instruments

(A) Financial Assets

(i) Classification

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

(ii) Initial Recognition and Measurement

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

(iii) Subsequent Measurement

For purposes of subsequent measurement financial assets are classified into two broad categories:

- (a)** Financial asset at fair value
- (b)** Financial asset at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit or loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

(iv) Equity Investments

All equity investments other than investment in subsidiaries are measured at fair value. No Equity instruments are held for trading.

(B) Financial Liability

(i) Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost or at fair value through Profit and Loss.

(ii) Initial Recognition and Measurement

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, net off directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

(iii) Subsequent Measurement

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss. This category generally applies to interest amortised bearing loans and borrowings.

1.7 Inventories

Inventory representing project work-in-progress is valued at cost, which includes expenditure incurred for development, other related cost and cost of land. Further, inventories are also in the nature of textile goods, consisting of Raw Material, Work-in-Progress, Finished goods, Stores & spares, Consumables, Packing Materials and are valued at lower of cost and net realizable value.

1.8 Revenue Recognition

- a)** The Company is engaged in the Business of textiles and development of property. Revenue from sale of properties under construction is recognised on the basis of actual bookings done (provided the significant risks and rewards have been transferred to the buyer and there is reasonable certainty of realisation of the monies). Revenue from textiles is recognised when it is earned and no significant uncertainty exists as to its realization or collection.

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

- b) Further Sales from real estate are net of cancellation of sale and amount payable to the developer and taxes, if any.
- c) All expenses incurred, including interest and selling & distribution expenses, on project is shown under Work-in-progress and amount received from Customer towards booking of the area is shown in Project Advances in respect of properties under construction.
- d) Rent for the immovable properties is recognised on accrual basis as per the respective agreements with the parties.
- e) Interest income is recognised on time basis determined by the amount outstanding and the rate applicable.
- f) Dividend income is recognised when the right to receive the payment is established.

1.9 Foreign Currency Transactions

Transactions in Foreign Exchange are accounted at the exchange rate prevailing on the date the transaction has taken place.

1.10 Taxation

Tax expenses are the aggregate of current tax and deferred tax charged or credited in the statement of Profit and Loss for the year.

a) Current Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.

b) Deferred Tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset 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. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period.

1.11 Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account

1.12 Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

1.13 Provisions and Contingencies

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

Contingent Assets are not recognised in Financial Statements. If an inflow of economic benefits has become probable, contingent assets are disclosed.

1.14 Government Grants

Government grants and subsidies are recognized when there is reasonable assurance that the company will comply with the conditions attached to them and the grants / subsidy will be received. Government grants whose primary condition is that the company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognized as income over the life of depreciable assets by way of a reduced depreciation charge while grants related to expenses are treated as other income in the income statement.

1.15 Segment Reporting

The Chief Operational Decision Maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The operating segments have been identified on the basis of nature of product /services. The Board of Directors of the Company has appointed the Managing Director as the Chief Operating Decision Maker (CODM) who is assessing the financial performance and position of the Company and makes strategic decisions.

1.16 Cash & Cash Equivalents

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

1.17 Cash Flow Statement

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

1.18 Earnings Per Share

Basic EPS is arrived at based on net profit after tax available to equity shareholders to the weighted average number of equity shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless impact is anti-dilutive. if any

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

2 Property, Plant and Equipment

(₹ in lacs)

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01/04/2018	Additions for the Year	Deductions for the Year	As at 31/03/2019	As at 01/04/2018	For the Year	Adjustments for the Year	As at 31/03/2019	As at 31/03/2019	As at 31/03/2018
Land	590.43	-	-	590.43	-	-	-	-	590.43	590.43
Buildings	1,233.18	-	-	1,233.18	280.59	38.19	-	318.78	914.40	952.59
Plant & Machinery	5,758.09	70.74	-	5,828.83	2,481.67	375.67	-	2,857.34	2,971.49	3,276.42
Computers	101.40	21.64	0.78	122.26	71.20	13.88	-	85.08	37.18	30.20
Furniture, fixtures & Equipments	567.51	1.93	-	569.44	351.99	51.41	-	403.40	166.04	215.53
Motor Vehicles	728.85	-	10.94	717.91	494.12	55.83	7.56	542.39	175.52	234.73
Total - Current Year	8,979.46	94.31	11.72	9,062.05	3,679.57	534.98	7.56	4,206.99	4,855.06	5,299.89
Current year - CWIP	-	141.49	-	141.49	-	-	-	-	141.49	-

Property, Plant and Equipment

(₹ in lacs)

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01/04/2017	Additions for the Year	Deductions for the Year	As at 31/03/2018	As at 01/04/2017	For the Year	Adjustments for the Year	As at 31/03/2018	As at 31/03/2018	As at 31/03/2017
Land	3,202.19	-	2,611.76	590.43	-	-	-	-	590.43	3,202.19
Buildings	1,233.18	-	-	1,233.18	241.78	38.81	-	280.59	952.59	991.40
Plant & Machinery	5,675.52	82.57	-	5,758.09	2,101.87	379.80	-	2,481.67	3,276.42	3,573.65
Computers	69.34	32.06	-	101.40	63.06	8.14	-	71.20	30.20	6.28
Furniture, fixtures & Equipments	498.61	68.90	-	567.51	302.59	49.40	-	351.99	215.52	196.02
Motor Vehicles	713.94	27.83	12.92	728.85	437.94	60.51	4.33	494.12	234.73	276.00
Total - Current Year	11,392.78	211.36	2,624.68	8,979.46	3,147.24	536.66	4.33	3,679.57	5,299.89	8,245.54

3 Investment Property

(₹ in lacs)

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01/04/2018	Addition / Reclassification for the Year	Deductions for the Year	As at 31/03/2019	As at 01/04/2018	For the Year	Adjustments for the Year	As at 31/03/2019	As at 31/03/2019	As at 31/03/2018
Tangible assets										
Buildings	2,365.12	-	-	2,365.12	-	-	-	-	2,365.12	2,365.12
Total - Current Year	2,365.12	-	-	2,365.12	-	-	-	-	2,365.12	2,365.12
Total - Previous Year		2,365.12	-	2,365.12	-	-	-	-	2,365.12	

The Company has mortgaged few of its Property, Plant and Equipment and Investment Property against borrowings, Refer Note No. 17, 21 & 23 for details.

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

Mumbai

Description of Assets	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	As at 01/04/2018	Additions for the Year	Deductions for the Year	As at 31/03/2019	As at 01/04/2018	For the Year	Adjustments for the Year	As at 31/03/2019	As at 31/03/2019	As at 31/03/2018
Land	-	-	-	-	-	-	-	-	-	-
Plant & Machinery	58.68	5.32	-	64.00	42.44	6.37	-	48.81	15.19	16.24
Computers	27.55	3.34	-	30.89	22.98	2.01	-	24.99	5.90	4.57
Furniture, fixtures & Equipments	240.55	0.45	-	241.00	181.71	18.39	-	200.11	40.89	58.84
Motor Vehicles	704.69	-	10.94	693.74	479.89	54.13	7.56	526.46	167.28	224.80
Total	1,031.46	9.11	10.94	1,029.63	727.02	80.90	7.56	800.36	229.27	304.44
Current year - CWIP	-	141.49	-	141.49	-	-	-	-	141.49	-

Ahmedabad

Description of Assets	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	As at 01/04/2018	Additions for the Year	Deductions for the Year	As at 31/03/2019	As at 01/04/2018	For the Year	Adjustments for the Year	As at 31/03/2019	As at 31/03/2019	As at 31/03/2018
Land	590.43	-	-	590.43	-	-	-	-	590.43	590.43
Buildings	1,233.18	-	-	1,233.18	280.58	38.19	-	318.77	914.41	952.60
Plant & Machinery	5,699.43	65.43	-	5,764.85	2,439.23	369.30	-	2,808.53	2,956.32	3,260.19
Computers	73.85	18.29	0.78	91.36	48.22	11.87	-	60.09	31.27	25.63
Furniture, fixtures & Equipments	326.95	1.48	-	328.44	170.31	33.01	-	203.32	125.12	156.65
Motor Vehicles	24.16	-	-	24.16	14.24	1.70	-	15.94	8.22	9.92
Total	7,948.00	85.20	0.78	8,032.42	2,952.58	454.08	-	3,406.66	4,625.76	4,995.42

4 Investments in Equity Shares

(₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
(i) Investment in Subsidiary (At Cost)		
1,50,10,000 Equity Shares of ₹ 10/- each in Cardinal Energy And Infrastructure Pvt. Ltd. - 100% holding	1,501.00	1,501.00
1,00,10,000 Equity Shares of ₹ 10/- each in Pegasus Ventures Pvt. Ltd. - 100% holding	1,001.00	1,001.00
343193411 Equity Shares (Equity Shares 50,000 : 2018) of ₹ 10/- each in Swan LNG Pvt. Ltd. - 63% holding	34,319.34	5.00
10,000 Equity Shares of ₹ 10/- each in Triumph Offshore Pvt. Ltd. - 100% holding	1.00	1.00
(ii) Others - Unquoted *	36.00	51.00
Total	36,858.34	2,559.00

* The fair value of other investments are similar to carrying amounts as carrying amounts are a reasonable approximation of the fair values due to its unquoted nature.

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

5 Non Current Tax Assets (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Advance Tax	3,065.19	7,326.81
Total	3,065.19	7,326.81

6 Other Non Current Assets (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Security Deposits	323.74	161.36
Total	323.74	161.36

7 Inventories (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Work-in-progress and Advances	-	47,366.93
Textiles		
(a) Raw materials	3,497.13	3,640.44
(b) Work-in-process	3,895.15	3,927.39
(c) Finished goods	3,245.36	3,153.79
(d) Stores and spares	111.16	90.22
Total	10,748.80	58,178.77

8 Current Investments (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Investment in Mutual Funds	4,472.99	13,813.41
Total	4,472.99	13,813.41

9 Trade Receivable (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Trade Receivable -Considered Good	4,218.37	5,714.14
Total	4,218.37	5,714.14

10 Cash and cash equivalents (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Cash in hand	12.22	23.99
Balances with banks		
In Current Accounts	343.38	38.78
In Deposit Accounts	562.98	2.86
Total	918.58	65.63

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

11 Bank Balances Other Than Cash and Cash Equivalents (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Balances with banks		
In Deposit Accounts (where original maturity does not exceed twelve months)	218.59	1,030.05
In Unpaid Dividend Accounts	7.92	8.85
Total	226.51	1,038.90

12 Loans (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Loans to Related Parties		
Loan To Subsidiaries	50,652.03	62,797.37
Loan To Other Related Parties	301.61	1,222.46
Loans to other than Related Parties		
Loan to employees	109.47	133.42
Loan to Others	288.39	5,137.13
Total	51,351.50	69,290.38

13 Other Financial Assets (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Balances with banks		
Interest Accrued on Fixed Deposit	16.89	3.84
Total	16.89	3.84

14 Other Current Assets (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Security Deposit	13.45	13.73
Advance to Suppliers	265.40	156.10
Other Receivable	970.78	-
Other Advances	-	0.14
Input Tax Credit	316.14	176.03
Total	1,565.77	346.00

15 Share Capital

(a) Authorised Share Capital: (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
15,000 11% Cumulative Redeemable Preference Shares of ₹ 100/- each	15.00	15.00
10,000 11% Cumulative Preference Shares of ₹ 100/- each	10.00	10.00
1,00,00,00,000 Equity Shares of ₹ 1/- each	10,000.00	10,000.00
Total	10,025.00	10,025.00

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

(b) Issued, subscribed and paid up: (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
24,42,57,000 Equity Shares of ₹ 1/- each fully paid up.	2,442.57	2,442.57
Total	2,442.57	2,442.57

(c) A reconciliation of the number of shares outstanding is set out below: (₹ in lacs)

Particulars	March 31, 2019		March 31, 2018	
	No. of Shares	₹ in lacs	No. of Shares	₹ in lacs
Outstanding at the beginning of the year (Face Value ₹ 1/- per share)	244,257,000	2,442.57	221,180,000	2,211.80
Shares Issued during the year (Face Value ₹ 1/- per share)	-	-	23,077,000	230.77
Outstanding at the end of the year (Face Value ₹ 1/- per share)	244,257,000	2,442.57	244,257,000	2,442.57

Terms/rights attached to Equity shares :

The Company has only one class of issued Equity Shares having a par value of ₹ 1 per share. Each Shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the residual assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(d) Details of shareholders, holding more than 5% shares in the company:

Name of Shareholders	March 31, 2019		March 31, 2018	
	No. of Shares	% holding	No. of Shares	% holding
Dave Impex Private Limited	46,030,400	18.85	46,030,400	18.85
Swan Engitech Works Private Limited	38,402,858	15.72	38,402,858	15.72
Swan Realtors Private Limited	41,589,000	17.03	41,589,000	17.03
2i Capital PCC	23,077,000	9.45	23,077,000	9.45

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

16 Other Equity

Particulars	March 31, 2019		March 31, 2018	
	₹ in lacs	₹ in lacs	₹ in lacs	₹ in lacs
Capital Reserve		5,811.32		5,811.32
Capital Redemption Reserve		14.25		14.25
Securities Premium Reserve				
At the beginning of the year	67,842.58		23,073.20	
Add: On shares issued during the year	-		44,769.38	
At the end of the year		67,842.58		67,842.58
General Reserve		372.00		372.00
Other Reserves				
Retained Earnings				
At the beginning of the year	19,695.53		12,641.40	
Add: Profit during the year	234.03		7,274.61	
Add: Adjustment on account of Ind AS	-		-	
Less: - Dividend on equity shares Paid	(244.26)		(183.19)	
Less:- Tax on equity dividend Paid	(49.73)		(37.29)	
At the end of the year		19,635.57		19,695.53
Total		93,675.72		93,735.68

17 Long Term Borrowings (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Secured Loan		
From Banks/NBFC (Term Loan)	-	10,325.00
Banks (Vehicle Loan)	8.72	28.76
Total	8.72	10,353.76

Term loan from Banks / NBFC include:

- i) JM Financial Products Ltd. : ₹ NIL Lacs (as at March 31, 2018: ₹ 9,000 Lacs). Secured by mortgage of flats at Ashok Garden located at Parel, Mumbai and by pledge of Equity Shares of Swan Energy Limited held by the promoters/group company(s).
- ii) Vehicle loan: Secured by hypothication of Vehicle.

18 Other Financial Liabilities (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Rental Deposits	35.06	43.90
Total	35.06	43.90

19 Deferred Tax Liability (Net) (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Related to Fixed Assets & Gratuity	552.55	597.08
Total	552.55	597.08

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

20 Long Term Provision

(₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Provision for Gratuity	130.29	103.30
Total	130.29	103.30

21 Short Term Borrowings

(₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Unsecured		
Loan from Related Parties	1,881.91	-
From Banks / NBFC (Secured)	2,672.72	5,968.74
Loan from Other Parties	3,411.28	57.87
Total	7,965.91	6,026.61

Working Capital and Other Short Term Loans Loan from Banks/FI/NBFC (secured) include:

- i) Union Bank of India ₹ 2,198.67 Lacs (as at March 31, 2018: ₹ 3656.41).
- ii) Oriental Bank of Commerce ₹ 80.38 Lacs (as at March 31, 2018: ₹ 1296.89 Lacs).
- iii) Dena Bank ₹ 0.61 Lacs (as at March 31, 2018: ₹ 580.26 Lacs).
- iv) The Mehsana urban Co-op Bank Ltd ₹ 393.06 Lacs (as at March 31, 2018: ₹ 435.18 Lacs).

All the above loans are secured by pari passu mortgage of building, plant/machinery & factory land at Ahmedabad. Also, secured against pari passu charge on hypothecation of Inventories and Book debts of the textile division.

22 Trade Payables

(₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Due to Micro, Small and Medium Enterprises	-	-
Others	3,882.91	4,927.64
Total	3,882.91	4,927.64

Note - In absence of information regarding dues outstanding to Micro, Small and Medium Enterprise, the Company has not classified the payables outstanding to Micro, Small and Medium Enterprise.

23 Other Financial Liabilities

(₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Current Maturities of Long Term Liabilities		
From Banks/NBFC (Term Loan)	9,000.00	17.59
Banks (Vehicle Loan)	19.52	-
Total	9,019.52	17.59

- i) JM Financial Products Ltd. : ₹ 9,000 Lacs (as at March 31, 2018: ₹ NIL Lacs). Secured by mortgage of flats at Ashok Garden located at Parel, Mumbai and by pledge of Equity Shares of Swan Energy Limited held by the promoters/group company(s).

Vehicle loan: Secured by hypothecation of Vehicle.

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

24 Other Current Liability (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Income Received in Advance	9.33	4.84
Advance from Customers	49.10	57.76
Project Advances	-	42,333.05
Statutory Dues Payable	62.55	56.02
Retention Money	303.93	352.47
Unpaid Dividend	7.92	8.85
Creditors for Expenditure	1.95	-
Total	434.78	42,812.99

25 Short Term Provision (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Provision for Tax	2,948.45	5,054.95
Provision for Gratuity	31.87	47.18
Total	2,980.32	5,102.13

26 Revenue from Operations (₹ in lacs)

Particulars	Apr'18-Mar'19	Apr'17-Mar'18
Sale of Products		
-Textile Goods	32,594.88	31,502.80
-Construction	53,261.16	-
Other Operating Revenues		
- Revenue from Services	116.69	133.38
Total	85,972.73	31,636.18

27 Other Income (₹ in lacs)

Particulars	Apr'18-Mar'19	Apr'17-Mar'18
Interest Income	114.52	1,920.55
Interest on Income Tax Refund	-	241.41
Profit on sale of Investments	1,285.24	466.36
Net gain on sale of Fixed Assets	-	8,888.24
Sundry Balances Written Back	11.97	36.39
Miscellaneous Income	33.21	15.58
Total	1,444.94	11,568.53

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

28 Cost of Materials Consumed

(₹ in lacs)

Particulars	Apr'18-Mar'19	Apr'17-Mar'18
Material used in Construction Activities	221.46	197.52
Textile		
Greige	26,802.99	24,863.46
Stores & Spares	285.23	524.74
Dyes, Chemicals and others	2,316.40	2,263.93
Total for Textiles	29,404.62	27,652.13
Total	29,626.08	27,849.65

29 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

(₹ in lacs)

Particulars	Apr'18-Mar'19	Apr'17-Mar'18
Finished Goods		
Opening Stock	3,153.79	3,144.10
Closing Stock	3,245.36	3,153.79
Changes in Inventory of Finished Goods	(91.57)	(9.69)
Work in Progress		
Opening Stock	51,294.31	49,963.92
Closing Stock	3,895.15	51,294.31
Changes in Inventory Work in Progress	47,399.16	(1,330.39)
Total	47,307.59	(1,340.09)

30 Employee Benefit Expenses

(₹ in lacs)

Particulars	Apr'18-Mar'19	Apr'17-Mar'18
Salaries Wages and Bonus	1,105.25	1,101.77
Contribution to Provident Fund and Other Funds	15.43	13.96
Gratuity	11.68	150.48
Staff Welfare Expenses	4.67	8.50
Total	1,137.03	1,274.71

31 Finance Costs

(₹ in lacs)

Particulars	Apr'18-Mar'19	Apr'17-Mar'18
Interest Expense	1,710.75	2,035.26
Other Borrowing cost	132.83	266.32
Total	1,843.58	2,301.58

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

32 Other Expenses

(₹ in lacs)

Particulars	Apr'18-Mar'19	Apr'17-Mar'18
Advertisement Expenses	0.84	2.40
Audit Fees	4.88	3.50
Brokerage & Commission	10.34	128.57
Business Development Expenses	240.45	90.81
Communication cost	23.54	29.84
Donation	22.99	14.00
Freight Charges	118.26	252.25
Insurance	8.17	17.59
Labour Charges	493.26	469.71
Legal & Professional fees	120.59	112.16
Listing and related expenses	9.70	6.28
Loss on sale of Fixed Assets	2.88	8.02
Membership & Subscription	5.57	5.73
Other Development Expenses	1,281.00	246.14
Printing & Stationery	19.44	6.75
Power & Fuel	510.13	459.35
Rates & Taxes	27.92	165.90
Rent	66.43	6.75
Repair & Maintenance - Building	2.93	7.99
Repair & Maintenance - Machinery	69.88	165.44
Repair & Maintenance - Others	84.83	64.18
Security Charges	22.59	58.94
TUF Subsidy - Written Off	-	888.53
Vehicle Expenses	24.91	20.85
Miscellaneous Expenses	241.94	208.96
Total	3,413.47	3,440.64

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

33 Financial Instruments - Fair Values and Risk Management

Accounting classification and fair values

A Carrying Value as on reporting date & Fair Value hierarchy:

The following table shows carrying amount and fair values of financial assets and financial liabilities, including their levels in fair value hierarchy. It does not include fair value information of financial assets and liabilities not measured at fair value if the carrying amount is reasonable approximation of fair value.

(₹ in lacs)

Particulars	March 31, 2019				Fair Value hierarchy			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
(i) Current Investments	4,472.99			4,472.99	4,524.52			4,524.52
(ii) Trade Receivable			4,218.37	4,218.37				
(iii) Cash and Cash Equivalents			918.58	918.58				
(iv) Bank Balances Other Than Cash and cash equivalents			226.51	226.51				
(v) Loans			51,351.50	51,351.50				
(vi) Other Financial Assets			16.89	16.89				
Total	4,472.99	-	56,731.85	61,204.84	4,524.52	-	-	4,524.52
Financial Liabilities								
(i) Long Term Borrowings			8.72	8.72				
(ii) Other Financial Liabilities			35.06	35.06				
(iii) Short Term Borrowings			7,965.91	7,965.91				
(iv) Trade Payables			3,882.91	3,882.91				
(v) Other Financial Liabilities			9,019.52	9,019.52				
Total	-	-	20,912.12	20,912.12	-	-	-	-

With respect to disclosure of fair value of financial instruments such as cash and cash equivalents, other bank balances, trade receivables and other receivables, other current and non current financial assets, short term borrowings and other current financial liabilities at March 31, 2019 is similar to carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short term nature.

B Financial Risk Management

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

- Credit risk ;
- Liquidity risk ; and
- Market risk

The source of risk are as follows -

Risk	Exposure from	Measurement
Credit Risk	Trade Receivable, Cash and cash equivalents, financial assets measured at amortised cost	Credit Ratings
Liquidity Risk	Borrowings, Trade Payables and other liabilities	Cash flow forecast
Market Risk - Interest Rate Risk, Currency Risk and Price Risk	Price risk from investments, currency risk from foreign currency payables	Sensitivity analysis

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework, which is reviewed by them periodically.

a Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and investment in debt securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

The Company's maximum exposure to credit risk as at 31st March, 2019 is the carrying value of each class of financial assets.

i Trade and other receivables

Credit risk on trade receivables is limited based on past experience and management's estimate.

Ageing of trade and other receivables that were not impaired was as follows.

(₹ in lacs)

Particulars	Carrying Amount	
	March 31, 2019	March 31, 2018
Neither Past due nor impaired	2,933.29	3,771.83
Past due more than 180 days	1,285.08	1,942.31

ii Loans

The Loans have been given in the ordinary course of business and the management does not expect any impairment in the same.

Carrying amount of Loans that were not impaired was as follows -

(₹ in lacs)

Particulars (Current & Non Current)	Carrying Amount	
	March 31, 2019	March 31, 2018
Loan To Subsidiaries	50,652.03	62,797.37
Loan to employees	109.47	133.42
Loan to Others	590.00	6,359.59

iii Cash and Cash Equivalents

The Company held cash and bank balance with credit worthy banks of ₹ 1145.09 lacs at March 31, 2019 (March 31, 2018: ₹ 1104.53 lacs). The credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks where credit risk is largely perceived to be extremely insignificant. Further the Company has an interest accrued but not due above fixed deposit of ₹ 16.89 lacs at March 31, 2019 (March 31, 2018: ₹ 3.84 lacs).

b Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

Management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows. The Company manages its liquidity risk by preparing monthly cash flow projections to monitor liquidity requirements. In addition, the Company projects cash flows and considering the level of liquid assets necessary to meet these, monitoring the Balance Sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

i Exposure to Liquidity Risk

The company has outstanding borrowing through Long Term and short term borrowings from Banks / NBFCs and third parties.

Carrying amount is as below

(₹ in lacs)

Particulars	March 31, 2019			
	Carrying Amount	Within 1 Year	Between 1-5 years	More than 5 Years
Long Term Borrowings	8.72	-	8.72	-
Other Financial Liabilities (Long Term)	35.06	-	35.06	-
Short Term Borrowings*	7,965.91	7,965.91	-	-
Trade Payables	3,882.91	3,882.91	-	-
Other Financial Liabilities (Short Term)	9,019.52	9,019.52	-	-
Total	20,912.12	20,868.34	43.78	-

* The amount shown under 'Short term borrowings' is interest free advances received from third parties. These have been received in the ordinary course of business and are repayable on demand.

c Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices and will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The Company is exposed to market risk primarily related to interest rate risk and the market value of the investments.

i Currency Risk

The Company is exposed to currency risk on account of its trade and other payables in foreign currency. The functional currency of the Company is Indian Rupee. Currency risk is not material, as the Company does not have any exposure in foreign currency.

ii Interest Rate Risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

According to the Company interest rate risk exposure is only for floating rate borrowings. Company does not have any floating rate borrowings on any of the Balance Sheet date disclosed in this financial statements.

iii Price Risk

Price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. It arises from financial assets such as investments in quoted instruments and units of mutual funds.

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

a Fair value sensitivity analysis for fixed rate Instruments

The Company does not account for any fixed rate financial assets or financial liabilities at fair value through Profit or Loss. Therefore, a change in interest rates at the reporting date would not affect Profit or Loss.

b Cash flow sensitivity analysis for variable rate Instruments

The company does not have any variable rate instrument in Financial Assets or Financial Liabilities.

34 Employee Benefits - Gratuity

Gratuity is payable to all eligible employees of the Company on superannuation, death and permanent disablement in terms of provisions of the Payment of Gratuity Act as per the Company's Scheme whichever is more beneficial. Benefit would be paid at the time of separation based on the last drawn base salary.

Gratuity Disclosure Statement as Per Indian Accounting Standard 19 (Ind AS 19) For The Year 01/04/2018 - 31/03/2019

Type of Benefit	Gratuity
Country	India
Reporting Currency	INR
Reporting Standard	Indian Accounting Standard 19 (Ind AS 19)
Funding Status	Unfunded
Starting Period	01-04-18
Date of Reporting	31-03-19
Period of Reporting	12 Months

Assumptions (Previous Year 01/04/2017 to 31/03/2018)	
Expected Return on Plan Assets	N.A.
Rate of Discounting	7.82%
Rate of Salary Increase	8.33%
Rate of Employee Turnover	5.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2006-08)
Mortality Rate After Employment	N.A.

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

Assumptions (Current Year 01/04/2018 to 31/03/2019)	
Expected Return on Plan Assets	N.A.
Rate of Discounting	7.69%
Rate of Salary Increase	8.33%
Rate of Employee Turnover	5.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2006-08)
Mortality Rate After Employment	N.A.

Table Showing Change in the Present Value of Projected Benefit Obligation	
Present Value of Benefit Obligation at the Beginning of the Year	15,047,785
Interest Cost	1,176,737
Current Service Cost	1,443,822
Past Service Cost	-
Liability Transferred In/ Acquisitions	-
(Liability Transferred Out/ Divestments)	-
(Gains)/ Losses on Curtailment	-
(Liabilities Extinguished on Settlement)	-
(Benefit Paid Directly by the Employer)	(278,076)
(Benefit Paid From the Fund)	-
The Effect Of Changes in Foreign Exchange Rates	-
"Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions"	-
"Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions"	115,752
Actuarial (Gains)/Losses on Obligations - Due to Experience	(1,290,432)
Present Value of Benefit Obligation at the End of the Period	16,215,588

Table Showing Change in the Fair Value of Plan Assets	
Fair Value of Plan Assets at the Beginning of the Period	-
Interest Income	-
Contributions by the Employer	-
Expected Contributions by the Employees	-
Assets Transferred In/Acquisitions	-
(Assets Transferred Out/ Divestments)	-
(Benefit Paid from the Fund)	-
(Assets Distributed on Settlements)	-
Effects of Asset Ceiling	-

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

The Effect of Changes In Foreign Exchange Rates	-
Return on Plan Assets, Excluding Interest Income	-
Fair Value of Plan Assets at the End of the Period	-

Amount Recognized in the Balance Sheet	
(Present Value of Benefit Obligation at the end of the Period)	(16,215,588)
Fair Value of Plan Assets at the end of the Period	-
Funded Status (Surplus/ (Deficit))	(16,215,588)
Net (Liability)/Asset Recognized in the Balance Sheet	(16,215,588)

Net Interest Cost for Current Year	
Present Value of Benefit Obligation at the Beginning of the Period	15,047,785
(Fair Value of Plan Assets at the Beginning of the Period)	-
Net Liability/(Asset) at the Beginning	15,047,785
Interest Cost	1,176,737
(Interest Income)	-
Net Interest Cost for Current Period	1,176,737

Expenses Recognized in the Statement of Profit or Loss for Current Period	
Current Service Cost	1,443,822
Net Interest Cost	1,176,737
Past Service Cost	-
(Expected Contributions by the Employees)	-
(Gains)/Losses on Curtailments And Settlements	-
Net Effect of Changes in Foreign Exchange Rates	-
Expenses Recognized	2,620,559

Expenses Recognized in the Other Comprehensive Income (OCI) for Current Period	
Actuarial (Gains)/Losses on Obligation For the Period	(1,174,680)
Return on Plan Assets, Excluding Interest Income	-
Change in Asset Ceiling	-
Net (Income)/Expense For the Period Recognized in OCI	(1,174,680)

Balance Sheet Reconciliation	
Opening Net Liability	15,047,785
Expenses Recognized in Statement of Profit or Loss	2,620,559
Expenses Recognized in OCI	(1,174,680)

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

Net Liability/(Asset) Transfer In	-
Net (Liability)/Asset Transfer Out	-
(Benefit Paid Directly by the Employer)	(278,076)
(Employer's Contribution)	-
Net Liability/(Asset) Recognized in the Balance Sheet	16,215,588

Category of Assets	
Government of India Assets	-
State Government Securities	-
Special Deposits Scheme	-
Debt Instruments	-
Corporate Bonds	-
Cash And Cash Equivalents	-
Insurance fund	-
Asset-Backed Securities	-
Structured Debt	-
Other	-
Total	-

Other Details	
No of Active Members	118
Per Month Salary For Active Members	4,587,301
Weighted Average Duration of the Projected Benefit Obligation	7
Average Expected Future Service	12
Projected Benefit Obligation (PBO)	16,215,588
Prescribed Contribution For Next Year (12 Months)	-

Net Interest Cost for Next Year	
Present Value of Benefit Obligation at the End of the Period	16,215,588
(Fair Value of Plan Assets at the End of the Period)	-
Net Liability/(Asset) at the End of the Period	16,215,588
Interest Cost	1,246,979
(Interest Income)	-
Net Interest Cost for Next Year	1,246,979

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

Expenses Recognized in the Statement of Profit or Loss for Next Year	
Current Service Cost	1,315,038
Net Interest Cost	1,246,979
(Expected Contributions by the Employees)	-
Expenses Recognized	2,562,017

Maturity Analysis of the Benefit Payments: From the Fund	
Projected Benefits Payable in Future Years From the Date of Reporting	
1st Following Year	-
2nd Following Year	-
3rd Following Year	-
4th Following Year	-
5th Following Year	-
Sum of Years 6 To 10	-
Sum of Years 11 and above	-

Maturity Analysis of the Benefit Payments: From the Employer	
Projected Benefits Payable in Future Years From the Date of Reporting	
1st Following Year	3,187,276
2nd Following Year	2,538,983
3rd Following Year	2,284,291
4th Following Year	1,131,149
5th Following Year	2,053,705
Sum of Years 6 To 10	3,646,470
Sum of Years 11 and above	15,768,837

Sensitivity Analysis	
Projected Benefit Obligation on Current Assumptions	16,215,588
Delta Effect of +1% Change in Rate of Discounting	(837,483)
Delta Effect of -1% Change in Rate of Discounting	969,196
Delta Effect of +1% Change in Rate of Salary Increase	690,142
Delta Effect of -1% Change in Rate of Salary Increase	(654,355)
Delta Effect of +1% Change in Rate of Employee Turnover	(19,457)
Delta Effect of -1% Change in Rate of Employee Turnover	21,719
Sum of Years 11 and above	15,768,837

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.
The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.
Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

Qualitative Disclosures
Para 139 (a) Characteristics of defined benefit plan: The Company has a defined benefit gratuity plan in India (unfunded). The company's defined benefit gratuity plan is a final salary plan for employees. Gratuity is paid from company as and when it becomes due and is paid as per company scheme for Gratuity.
Para 139 (b) Risks associated with defined benefit plan: Gratuity is a defined benefit plan and company is exposed to the Following Risks: Interest rate risk: A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability. Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Company has to manage pay-out based on pay as you go basis from own funds. Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.
Para 139 (c) Characteristics of defined benefit plans: During the year, there were no plan amendments, curtailments and settlements.
Para 147 (a) Gratuity plan is unfunded.

35 Earning Per Share

(₹ in lacs)

	Particulars	Apr'18-Mar'19	Apr'17-Mar'18
i)	Net profit after tax as per Statements of Profit & Loss attributable to Equity Shareholders (₹ In Lakhs)	234.03	7,274.61
ii)	Weighted average number of shares used as denomination for calculating Basic and Diluted earning per share	244,257,000	243,245,405
iii)	Face value of shares (₹ Per Share)	1.00	1.00
iv)	Basic/Diluted earning per share (in ₹)	0.10	2.99

36 Contingent Liabilities

(₹ in lacs)

i)	Income Tax (₹ In Lakhs)	3,161.14	1,522.98
ii)	Corporate guarantee (₹ In Lakhs)	187,311.81	32,694.00
iii)	Bank guarantee (₹ In Lakhs)	-	2,500.00

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

37 Payment to Auditors

(₹ in lacs)

i)	Statutory Audit Fees (₹ In Lacs)	3.00	2.50
ii)	Tax Audit Fees (₹ In Lacs)	1.25	0.50
iii)	Other Capacity	0.63	0.64

38 Related Party Disclosures, as required by Ind AS 24 are given below:

A List of Related Parties

Sr No.	Name of the parties	Relationship
i)	Cardinal Energy And Infrastructure Private Limited	Subsidiary
ii)	Pegasus Venture Private Limited	
iii)	Swan LNG Private Limited	
iv)	Triumph Offshore Private Limited	
v)	Mr. Nikhil V. Merchant	Key Management Personnel
vi)	Mr. Paresh V. Merchant	
vii)	Mr. Sugavanam Padmanabhan	
viii)	Mr. Bhavik N. Merchant	Relative of Key Management Personnel
ix)	Mr. Vivek P. Merchant	
x)	Good Earth Commodities (India) Private Limited	Enterprise over which Key Management Personnel is able to exercise significant influence
xi)	Feltham Trading Pvt Ltd	
xii)	Ami Tech (india) Private Limited	
xiii)	Altamount Estates Private Limited	
xiv)	Swan Constructions Private Limited	
xv)	Dave Impex Pvt. Ltd	
xvi)	Dave Leasing & Holdings Private Limited	
xvii)	Sahajanand Soaps and Chemicals Pvt Ltd.	
xviii)	V N M Associates	
xix)	Swan Engitech Works Pvt. Ltd.	
xx)	Swan Realtors Pvt. Ltd.	
xxi)	Swan International Limited	



NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

38 B (i) Transaction during the year Apr'18-Mar'19 with related parties

(₹ in lacs)

Sr No.	Name of the Company	Opening Balance Dr	Opening Balance Cr	Remuneration Paid	Sales	Purchase	Rent Paid	Advance Given	Investment in Equity	Advance received back	Advance taken	Advance paid back	Closing Balance Dr	Closing Balance Cr
i)	Cardinal Energy & Infrastructure Private Limited	8,711.08	-	-	-	-	-	5,455.24	-	15,372.57	-	-	-	1,206.26
ii)	Pegasus Venture Private Limited	3,206.26	-	-	-	-	-	23,353.74	-	26,560.00	-	-	-	-
iii)	Swan LNG Private Limited	34,305.43	-	-	-	-	-	20,587.17	34,314.34	5,297.60	-	-	15,280.66	-
iv)	Triumph Offshore Private Limited	16,574.60	-	-	-	-	-	33,896.77	-	15,100.00	-	-	35,371.37	-
v)	Mr. Nikhil Merchant	-	-	125.84	-	-	-	-	-	-	-	-	-	-
vi)	Mr. Paresh Merchant	-	-	125.84	-	-	3.00	522.00	-	522.00	-	-	-	-
vii)	Mr. Sugavanam Padmanabhan	-	-	32.04	-	-	-	-	-	-	-	-	-	-
viii)	V N M Associates	-	-	13.75	-	-	-	-	-	-	-	-	-	-
ix)	Mr. Bhavik Merchant	-	-	13.49	-	-	-	-	-	-	-	-	-	-
x)	Mr. Vivek Merchant	-	-	13.49	-	-	-	-	-	-	-	-	-	-
xi)	Good Earth Commodities (India) Private Limited	1,782.70	-	-	2,533.38	387.37	-	742.96	-	1,894.35	-	-	631.31	-
xii)	Feitham Trading Pvt Ltd	-	-	-	-	-	1.80	-	-	-	-	-	-	-
xiii)	Ami Tech (India) Private Limited	-	-	-	-	-	-	1,652.35	-	1,652.35	-	-	-	-
xiv)	Dave Impex Pvt. Ltd	-	-	-	-	-	-	-	-	-	500.00	500.00	-	-
xv)	Dave Leasing & Holdings Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-
xvi)	Sahajand Soaps and Chemicals Pvt Ltd.	-	-	-	-	-	-	-	-	-	-	-	-	-
xvii)	Altamount Estates Private Limited	-	-	-	-	-	60.00	-	-	-	-	-	-	-
xviii)	Swan Constructions Private Limited	-	-	-	-	-	-	8.63	-	8.63	-	-	-	-
xix)	Swan Engitech Works Pvt. Ltd.	-	298.27	-	-	-	-	-	-	-	-	-	-	298.27
xx)	Swan Realtors Pvt. Ltd.	-	377.38	-	-	-	-	-	-	-	-	-	-	377.38
xxi)	Swan International Limited	-	-	-	-	-	-	-	-	-	0.02	0.02	-	-
	Total	64,580.07	675.65	324.45	2,533.38	387.37	64.80	86,218.86	34,314.34	66,407.50	500.02	500.02	51,283.34	1,881.91

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

38 B (ii) Transaction during the year Apr'17-Mar'18 with related parties

(₹ in lacs)

Sr No.	Name of the Company	Opening Balance Dr	Opening Balance Cr	Remuneration Paid	Sales	Purchase	Rent Paid	Advance Given	Investment in Equity	Advance received back	Advance taken	Advance paid back	Closing Balance Dr	Closing Balance Cr
i)	Cardinal Energy & Infrastructure Private Limited	967.34	-	-	-	-	-	10,629.49	-	2,885.75	-	-	8,711.08	-
ii)	Pegasus Venture Private Limited	17,553.27	-	-	-	-	-	5,036.59	-	19,383.60	-	-	3,206.26	-
iii)	Swan LNG Private Limited	5,409.97	-	-	-	-	-	34,250.69	-	5,355.24	-	-	34,305.43	-
iv)	Triumph Offshore Private Limited	-	-	-	-	-	-	16,824.60	-	250.00	-	-	16,574.60	-
v)	Mr. Nikhil Merchant	-	-	125.84	-	-	-	-	-	-	-	-	-	-
vi)	Mr. Parash Merchant	-	-	125.84	-	-	2.70	1.36	-	1.36	389.00	389.00	-	-
vii)	Mr. Sugavanam Padmanabhan	-	-	32.04	-	-	-	-	-	-	-	-	-	-
viii)	Ms. Vinita N. Merchant	-	-	10.89	-	-	-	-	-	-	-	-	-	-
ix)	Mr. Bhavik Merchant	-	-	10.89	-	-	-	-	-	-	-	-	-	-
x)	Mr. Vivek Merchant	-	-	10.89	-	-	-	-	-	-	-	-	-	-
xi)	Good Earth Commodities (India) Private Limited	-	839.03	-	924.59	1,879.67	-	1,782.70	-	-	-	839.03	1,782.70	-
xii)	Feltham Trading Pvt Ltd	-	-	-	-	-	1.80	-	-	-	-	-	-	-
xiii)	Ami Tech (India) Private Limited	-	-	-	-	-	-	2,291.20	-	2,291.20	-	-	-	-
xiv)	Dave Impex Pvt. Ltd	-	-	-	-	-	-	-	-	-	433.54	433.54	-	-
xv)	Dave Leasing & Holdings Private Limited	-	-	-	-	-	-	-	-	-	54.16	54.16	-	-
xvi)	Sahajanand Soaps and Chemicals Pvt Ltd.	-	-	-	-	-	-	-	-	-	59.82	59.82	-	-
xvii)	Swan Engitech Works Pvt. Ltd.	-	515.27	-	-	-	-	-	-	-	28.00	245.00	-	298.27
xviii)	Swan Realtors Pvt. Ltd.	-	-	-	-	-	-	-	-	-	377.38	-	-	377.38
xix)	Swan International Limited	-	-	-	-	-	-	-	-	-	23.54	23.54	-	-
	Total	23,930.58	1,354.30	316.39	924.59	1,879.67	4.50	70,816.63	-	30,167.14	1,365.44	2,044.09	64,580.07	675.65

NOTES TO THE STANDALONE FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

39 Segment Reporting

Based on the "Management Approach" as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on an analysis of various performance indicators of business, the segments in which the Company operates. The Company is primarily engaged in textile and Property development/others which the Management and CODM recognise as the business segments and accordingly the following information is given.

(₹ in lacs)

Particulars	Apr'18-Mar'19	Apr'17-Mar'18
Segment Revenue		
Textiles	32,649.41	31,502.80
Property development/Others	54,768.26	11,701.91
Total	87,417.67	43,204.71
Segment Results (Before Interest & Tax)		
Textiles	1,024.63	2,046.52
Property development/Others	4,373.89	9,396.62
Total	5,398.52	11,443.14

(₹ in lacs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Segment Assets		
Textiles	19,702.34	21,862.49
Property development/*Others	98,360.79	136,917.93
Total	118,063.13	158,780.42
Segment Liabilities		
Textiles	6,083.54	10,777.25
Property development/*Others	15,425.54	53,499.70
Total	21,509.09	64,276.96

Note:

- i) * Others include expenses/ investments made on the projects related to Energy/FSRU.
- ii) All development and Trading activity have been undertaken in India only, hence Geographical segment reporting is not required.

40 The Company had entered into Development Agreement with Peninsula Land Limited (Formerly Piramal Holdings Ltd) to develop and sale properties at Mumbai and as per the said agreement, they are entitled to 22% of the gross receipt. The transactions and effect thereof are already given in these accounts.

41 Previous Year's figures are regrouped/rearranged wherever necessary.

As per our Report of even date

For N. N. Jambusaria & Co.
Chartered Accountants
Firm Registration No. 104030W

Nimesh N. Jambusaria
Partner
M No. 038979

Mumbai, May 30, 2019

For and on behalf of the Board of Directors

Navinbhai C. Dave
Chairman
DIN: 01787259

Paresh V. Merchant
Executive Director
DIN: 00660027

Nikhil V. Merchant
Managing Director
DIN:00614790

Chetan K. Selarka
Chief Financial Officer

Arun S. Agarwal
Company Secretary
Mumbai, May 30, 2019

SWAN ENERGY LIMITED  **ANNUAL REPORT 2018-19**

FORM AOC - 1

(Pursuant to first proviso to sub section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries

(₹ in lacs)

Sr. No	Name of the Subsidiary	Cardinal Energy and Infrastructure Private Limited	Pegasus Ventures Private Limited	Swan LNG Private Limited	Triumph Offshore Private Limited
1	Reporting Period	31/03/2019	31/03/2019	31/03/2019	31/03/2019
2	Share Capital	1,501.00	1,001.00	54,475.14	1.00
3	Reserves and Surplus	(3,627.45)	(7.47)	(183.87)	(1.12)
4	Total Assets	58,730.80	43,378.09	126,318.60	67,455.42
5	Total Liabilities	58,730.80	43,378.09	126,318.60	67,455.42
6	Investments	-	-	-	-
7	Turnover and Total Income	3,659.04	-	-	-
8	Profit/(Loss) before tax	(664.48)	20.11	(1.55)	(0.55)
9	Provision for Taxation	-	5.24	180.59	-
10	Profit/(Loss) after Taxation	(664.48)	14.87	(182.14)	(0.55)
11	Proposed Dividend	-	-	-	-
12	% of Shareholding	100%	100%	63%	100%

For and on behalf of the Board of Directors

Navinbhai C. Dave
Chairman

Nikhil V. Merchant
Managing Director

Paresh V. Merchant
Executive Director

Chetan K. Selarka
Chief Financial Officer

Arun S. Agarwal
Company Secretary

Mumbai, May 30, 2019

INDEPENDENT AUDITOR'S REPORT

To The Members of

SWAN ENERGY LIMITED

Report on the Audit of the 'Consolidated Financial Statements' (CFS)

I. Opinion

We have audited the accompanying Consolidated financial statements of Swan Energy Limited ('the Holding Company') and its subsidiaries (together referred to as 'the Group'), which comprise the consolidated Balance sheet as at 31st March, 2019 and the consolidated Statement of Profit and Loss (including other comprehensive income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the CFS").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditor on separate financial statements of two subsidiaries, the aforesaid CFS give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, read with relevant Rules, as amended ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2019, of its consolidated profit (including other comprehensive income), consolidated changes in equity and consolidated cash flows for the year ended on that date.

II. 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 SAs are further described in the 'Auditor's Responsibilities for the Audit of the CFS' section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the CFS under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

III. Key Audit Matters

Key audit matters (KAM) are those matters that, in our professional judgement, were of most significance in our audit of the CFS of the current period. These matters were addressed in the context of our audit of the CFS 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 the key audit matters to be communicated in our report.

1 Key Audit Matter

Revenue recognition (Refer Note no. 1.8 of the consolidated financial statements)

Revenue is one of the key profit drivers and is therefore susceptible to misstatement. Cut-off is the key assertion in so far as revenue recognition is concerned, since an inappropriate cut-off can result in material misstatement of results for the year.

Auditor's Response

We assessed the appropriateness of the revenue recognition accounting policies and applicable accounting standards. Our audit procedures with regard to revenue recognition included testing controls in place (both automated/manual) for dispatches/deliveries, inventory reconciliations, circularization of receivable balances, substantive testing for cut-offs and analytical review procedures.

2 Key Audit Matter

Provision for taxation, litigation and other significant provisions

(Refer Note no. 1.10 and 25 of the consolidated financial statements)

These provisions require the management to make judgements and estimates in relation to the issues and exposures arising from a range of matters in the regular course of business. The key judgement lies in the

estimation of provisions which may differ from future obligations. Additionally, there is a risk that provisions could be provided inappropriately that are not yet committed.

Auditor's Response

We discussed with the management and tested the effectiveness of the controls in place for recognition of the provisions.

We used our subject experts to perform retrospective review of prior year provisions and to assess the value of material provisions and assessing whether there was an indication of management bias.

After verifying assessment orders and other records up to the assessment year 2014-15, provision for Rs. 2599.38 lakh was made in the books of account.

3 Key Audit Matter

Assessment of contingent liabilities relating to litigations and claims

(Refer Note no. 1.13 and 36 of the consolidated financial statements)

The company is subject to challenges/scrutiny on range of matters relating to direct/indirect taxes, legal proceedings etc. Assessment of contingencies requires management to make judgements and estimates, which is inherently subjective.

Auditor's Response

We discussed with the management and performed retrospective review of prior year judgements/estimates. We tested the effectiveness of the controls in place for recording the contingencies. We used our subject experts to assess the value of material contingencies and discussed the status and potential exposures with the company's advisors.

4 Key Audit Matter

System Upgradation

The company used Tally ERP 9 which was upgraded to Microsoft Excel Pro last year for which the accounting has been made during the year in Textile Division- Ahmedabad.

Risks identified as emanating from the aforesaid change were:

- i) Inappropriate changes made to the application systems or programs that contain relevant automated controls (i.e configurable settings, automated algorithms and/or report logic) and
- ii) Systems not adequately configured or updated to restrict system access to authorized users.

Auditor's Response

Our audit procedures included obtaining detailed software support and maintenance agreement entered with the vendor.

The audit procedures also involved testing of critical transactions, segregation of duties, rules to ensure system access was restricted to authorized users and testing of Interface controls between new Microsoft Excel Pro environment and other auxiliary systems.

5 Key Audit Matter

Capital work-in progress/Property Plant and Equipment (PPE)

(Refer Note no. 2 of the consolidated financial statements)

The Group has embarked on various projects through its four subsidiary companies. The expenditures incurred on projects need to be capitalized and depreciated once the assets are ready for use. Inappropriate timing of capitalization could result in material misstatement due to consequent impact on depreciation and results for the year.

Auditor's Response

We tested design, implementation and operating effectiveness of controls with source documentation

for various categories of PPE, to determine the capital nature of the expenditure and its segregation into appropriate categories. We reviewed operating expenses to determine appropriateness of accounting.

IV. Other Information

The Holding Company's Board of Directors is responsible for the other information, which comprise the information included in the Holding Company's annual report, but does not include the CFS and our report thereon.

Our opinion on the CFS does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of CFS, our responsibility is to read the other information and, in doing so, consider, whether the other information is materially inconsistent with the CFS or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed and based on the audit report of other auditor, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

V. Responsibility of Management for the CFS

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these CFS that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the CFS that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the CFS, the respective Board of Directors of companies included in the Group are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of companies included in the Group is responsible for overseeing the financial reporting process of each company.

VI. Auditor's Responsibility for the Audit of the CFS

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

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

- Identify and assess the risks of material misstatement of the CFS, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for

expressing our opinion on whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the CFS or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the CFS, including the disclosures, and whether the CFS represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

VII. Other Matters

We did not audit the financial statements of following two subsidiaries, whose financial statements as at 31st March, 2019, as considered in the CFS, reflect:

- i- Total assets of Rs. 126318.60 lakh, total revenue of Rs. Nil and net cash outflows amounting to Rs. 863.62 lakh for Swan LNG Private Limited (SLPL);
- ii- Total assets of Rs. 67455.42 lakh, total revenue of Rs. Nil and net cash outflows amounting to Rs. 1.41 lakh for Triumph Offshore Private Limited (TOPL);

These financial statements have been audited by other auditors whose report has been furnished to us by the Management and our opinion on the CFS, in so far as it relates to the amounts and disclosures in respect of these two subsidiaries, and our report in terms of Section 143(3) of the Act, in so far it relates to the aforesaid subsidiaries, is based solely on the audit report of the other auditors.

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

VIII. Report on Other Legal and Regulatory Requirements

- (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 purposes of our audit.

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid CFS comply with the Ind AS specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors of the Group as on 31st March, 2019 taken on record by the Board of Directors of the Holding company and subsidiary companies, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The impact of the pending litigation as on 31 March, 2019 is not expected to be material on the financial position of the company.
 - ii. The Company did not have any long-term contracts, including derivative contracts, for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. No disclosure is required in the SFS regarding holdings as well as dealings in Specified Bank Notes (SBN) for the period from 8 November, 2016 to 30 December, 2016.
- (C) With respect to matter to be included in the Auditor's Report under Section 197 (16):
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.

For N. N. Jambusaria & Co.

Chartered Accountants

Firm Registration No. 104030W

Nimesh N. Jambusaria

Partner

M. No. 038979

Mumbai, May 30, 2019

ANNEXURE A

A To the Independent Auditor's Report on the CFS of Swan Energy Limited for the year ended 31st March, 2019

(Referred to in Paragraph VIII (A) (f), under 'Report on other legal and Regulatory Requirements section of our report)

Report on the Internal Financial Controls under Section 143(3)(i) of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the CFS of the Company as of and for the year ended 31st March, 2019, we have audited the internal financial controls over financial reporting of Swan Energy Limited ('the Company') and its subsidiaries companies, which are incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors of the Company and its subsidiaries, which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal financial control over financial reporting criteria established by the respective Companies considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting, issued by the Institute of Chartered Accountants of India (the 'Guidance Note') . 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 respective 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company and its subsidiaries, which are incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and 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 such 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 internal financial controls system over financial reporting of the Company and its subsidiaries, which are incorporated in India.

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 controls over financial reporting include those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and

expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company and its subsidiaries, which are incorporated in India, have, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal financial controls over financial reporting criteria established by the respective Companies considering the essential components of internal controls stated in the 'Guidance Note'.

For N. N. Jambusaria & Co.
Chartered Accountants
Firm Registration No. 104030W

Nimesh N. Jambusaria
Partner
M. No. 038979

Mumbai, May 30, 2019

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2019

(₹ in lacs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
ASSETS			
A Non-Current Assets			
a. Property, Plant and Equipment	2	13,478.74	14,161.57
b. Capital Work in Progress		122,442.13	61,708.79
c. Investment Property	3	42,880.78	43,515.65
d. Investment in Equity Shares	4	36.00	51.00
e. Non Current Tax Assets	5	3,508.53	7,622.38
f. Other Non Current Assets	6	674.47	569.89
Total (A)		183,020.65	127,629.28
B Current Assets			
a Inventories	7	15,202.74	60,557.24
b Financial Assets			
(i) Current Investments	8	14,874.65	32,352.56
(ii) Trade Receivable	9	4,218.37	5,715.72
(iii) Cash and Cash Equivalents	10	1,974.25	2,835.16
(iv) Bank Balances Other Than Cash and cash equivalents	11	2,054.26	2,628.90
(v) Loans	12	7,252.02	12,060.21
(vi) Other Financial Assets	13	3,275.58	132.75
c Other Current Assets	14	88,272.59	19,725.23
Total (B)		137,124.46	136,007.77
TOTAL ASSETS (A+B)		320,145.11	263,637.05
EQUITY AND LIABILITIES			
A Equity			
a Equity Share Capital	15	2,442.57	2,442.57
b Other Equity	16	89,923.26	90,748.18
c Non-Controlling Interest		20,088.32	2.85
Total (A)		112,454.15	93,193.60
Liabilities			
B Non-Current Liabilities			
a Financial Liabilities			
(i) Long Term Borrowings	17	21,519.38	34,316.33
(ii) Other Financial Liabilities	18	2,385.30	2,171.41
b Deferred Tax Liability (Net)	19	552.55	597.08
c Long Term Provisions	20	142.22	119.07
Total (B)		24,599.45	37,203.89
C Current Liabilities			
a Financial Liabilities			
(i) Short Term Borrowings	21	74,430.12	55,305.65
(ii) Trade Payables	22	53,385.73	27,047.51
(iii) Other Financial Liabilities	23	11,766.17	1,540.49
b Other Current Liabilities	24	4,236.10	44,238.38
c Short Term Provisions	25	39,273.39	5,107.54
Total (C)		183,091.51	133,239.56
TOTAL LIABILITIES (A+B+C)		320,145.11	263,637.05

Significant Accounting Policies 1
Notes on Financial Statements

As per our Report of even date

For N. N. Jambusaria & Co.
Chartered Accountants
Firm Registration No. 104030W

Nimesh N. Jambusaria
Partner

M No. 038979

Mumbai, May 30, 2019

For and on behalf of the Board of Directors

Navinbhai C. Dave
Chairman
DIN: 01787259

Paresh V. Merchant
Executive Director
DIN: 00660027

Nikhil V. Merchant
Managing Director
DIN:00614790

Chetan K. Selarka
Chief Financial Officer

Arun S. Agarwal
Company Secretary
Mumbai, May 30, 2019

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2019

(₹ in lacs)

Particulars	Note No.	Year Ended March 31, 2019	Year Ended March 31, 2018
Income:			
Revenue from Operations	26	89,161.98	34,669.17
Other Income	27	1,936.58	12,140.41
Total Revenue		91,098.56	46,809.58
Expenses:			
Cost of Materials Consumed	28	30,261.00	28,810.86
(Increase)/Decrease in Finished Goods and Work-in-Progress	29	45,232.12	(3,132.23)
Employee Benefit Expenses	30	1,176.30	1,300.00
Finance Costs	31	5,400.44	5,778.79
Depreciation and Amortization Expense	2	1,407.85	1,409.50
Other Expenses	32	4,712.30	5,305.44
Total Expenses		88,190.01	39,472.36
Profit/(Loss) before Tax		2,908.55	7,337.22
Tax Expense:			
(1) Current tax		951.87	1,976.07
(2) Short/(Excess) Provisions of Previous Years		2,599.53	-
(3) Deferred Tax		(44.52)	(108.06)
(Loss) / Profit for the year		(598.33)	5,469.21
Other Comprehensive Income for the year		-	-
Total Comprehensive Income for the year		(598.33)	5,469.21
Attributable to			
Owners of the Company		(530.93)	5,469.30
Non-Controlling Interest		(67.39)	(0.09)
Earnings Per Equity Share			
Basic and diluted (in ₹)		(0.22)	2.25

Significant Accounting Policies
Notes on Financial Statements

1

As per our Report of even date

For N. N. Jambusaria & Co.
Chartered Accountants
Firm Registration No. 104030W

Nimesh N. Jambusaria
Partner
M No. 038979
Mumbai, May 30, 2019

For and on behalf of the Board of Directors

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Chetan K. Selarka
Chief Financial Officer

Arun S. Agarwal
Company Secretary
Mumbai, May 30, 2019

SWAN ENERGY LIMITED  **ANNUAL REPORT 2018-19**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019 (SOCIE)

(a) Equity Share Capital (Refer Note No.15)

Particulars	March 31, 2019		March 31, 2018	
	No. of Shares	₹ in lacs	No. of Shares	₹ in lacs
Outstanding At the beginning of the year (Face Value ₹ 1/- per share)	244,257,000	2,442.57	221,180,000	2,211.80
Shares Issued during the year (Face Value ₹ 1/- per share)	-	-	23,077,000	230.77
Outstanding At the end of the year (Face Value ₹ 1/- per share)	244,257,000	2,442.57	244,257,000	2,442.57

(b) Other Equity (Refer Note No.16)

Particulars	March 31, 2019		March 31, 2018	
	₹ in lacs	₹ in lacs	₹ in lacs	₹ in lacs
Capital Reserve		5,811.32		5,811.32
Capital Redemption Reserve		14.25		14.25
Securities Premium Reserve				
At the beginning of the year	67,842.58		23,073.20	
Add: On shares issued during the year	-		44,769.38	
At the end of the year		67,842.58		67,842.58
General Reserve		372.00		372.00
Other Reserves				
Currency Translation Reserve				
At the beginning of the year	-		191.77	
Add: Exchange translation difference on investment in foreign subsidiary	-		(191.77)	
At the end of the year		-		-
Retained Earnings				
At the beginning of the year	16,708.03		11,459.21	
Add: Profit during the year	(530.93)		5,469.30	
Add:- Ind AS Adjustment	-		-	
Less:- Dividend on equity shares Paid	(244.26)		(183.19)	
Less:- Tax on equity dividend Paid	(49.73)		(37.29)	
At the end of the year		15,883.11		16,708.03
Total		89,923.26		90,748.18

As per our Report of even date

For N. N. Jambusaria & Co.
Chartered Accountants
Firm Registration No. 104030W

Nimesh N. Jambusaria
Partner
M No. 038979
Mumbai, May 30, 2019

For and on behalf of the Board of Directors

Navinbhai C. Dave
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Managing Director
DIN:00614790

Chetan K. Selarka
Chief Financial Officer

Arun S. Agarwal
Company Secretary
Mumbai, May 30, 2019

CONSOLIDATED CASH FLOW STATEMENT FOR YEAR ENDED MARCH 31, 2019

(₹ in lacs)

	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
A	Cash Flow from Operating Activities		
	Profit/(Loss) before tax	2,908.55	7,337.22
	Adjustments for :		
	Depreciation	1,407.85	1,409.50
	(Profit) / Loss on sale of Mutual Funds	(1,285.24)	(466.36)
	(Profit) / Loss on sale of assets	2.88	(8,880.22)
	Preliminary Expenses	-	0.12
	Loss on Sale of Investment in subsidiary	-	1,083.72
	Considered Separately:		
	Interest Expenses	5,400.44	5,778.79
	Interest Income	(606.16)	(2,397.21)
	Operating Profit before Working Capital Changes	7,828.32	3,865.56
	Adjustments for :		
	Decrease/ (Increase) in Other Non Current Assets	(104.58)	(208.30)
	Decrease / (Increase) in Inventory	45,354.50	(1,368.11)
	Decrease / (Increase) in Trade and Other Receivable	1,497.35	(32,196.02)
	Decrease / (Increase) in Other Financial Assets	(3,142.83)	(41.28)
	Decrease / (Increase) in Other Current Assets	(68,547.36)	17,454.05
	(Decrease) / Increase in Other Financial Liabilities	213.89	198.98
	(Decrease) / Increase in Other Current Liabilities	(7,948.44)	(1,338.21)
	(Decrease) in Long Term & Short Term Provisions	7.84	166.94
	(Decrease) / Increase in Trade and Other Payables	26,338.22	17,937.07
	Increase in Short Term Provisions	4,048.00	1,972.69
	Cash generated from operations	5,544.91	6,443.36
	Direct Taxes (Paid)/Received	(1,358.23)	(211.68)
	Net Cash from Operating Activities (A)	4,186.68	6,231.68
B	Cash Flow from Investing Activities		
	Purchase of Property, Plant and Equipment	(94.31)	(3,155.59)
	Increase in Capital Work In Progress (Net)	(60,733.34)	(30,427.19)
	Proceeds from Sale of Fixed Assets	1.29	11,500.57
	Proceeds from Sale of Mutual Funds	73,143.74	955.65
	Investment in Mutual Funds	(54,365.59)	(31,579.33)
	Inter Corporate Loan	(39,977.69)	-
	Loan to Others	5,073.46	(3,007.05)
	Interest Income	606.16	2,397.21
	Net Cash from Investing Activities (B)	(76,346.28)	(53,315.72)

CONT... CONSOLIDATED CASH FLOW STATEMENT FOR YEAR ENDED MARCH 31, 2019

(₹ in lacs)

	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
C	Cash Flow from Financing Activities		
	Proceeds from Issue of Equity Shares	20,152.87	230.77
	Securities Premium received on issue of Shares	-	44,769.38
	Loan from / (Refund) of Loan to Related Parties	23,591.81	(2,075.54)
	(Refund) of / Loan from Other Parties	20,495.84	12,210.56
	Interest Expenses	(5,400.44)	(5,778.79)
	Proceed / (Repayment) of Term Loan	12,177.96	(1,065.08)
	Dividend Paid	(244.26)	(183.19)
	Tax on Dividend	(49.73)	(37.29)
	Net Cash from Financing Activities (C)	70,724.05	48,070.82
	Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(1,435.55)	986.78
	Opening Balance of Cash & Cash Equivalents	5,464.06	4,477.28
	Closing Balance of Cash & Cash Equivalents	4,028.51	5,464.06

As per our Report of even date

For N. N. Jambusaria & Co.
Chartered Accountants
Firm Registration No. 104030W

Nimesh N. Jambusaria
Partner
M No. 038979
Mumbai, May 30, 2018

For and on behalf of the Board of Directors

Navinbhai C. Dave
Chairman
DIN: 01787259

Paresh V. Merchant
Executive Director
DIN: 00660027

Nikhil V. Merchant
Managing Director
DIN:00614790

Chetan K. Selarka
Chief Financial Officer

Arun S. Agarwal
Company Secretary
Mumbai, May 30, 2018

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

1 SIGNIFICANT ACCOUNTING POLICIES

1.1 Company Overview

Swan Energy Limited (SEL) is a public limited company incorporated on 22/02/1909 at Bombay, under the erstwhile Indian Companies Act, VI of 1882, as 'Swan Mills Limited' and is listed on BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) in India.

The registered office of the company is situated at 6, Feltham House, 2nd Floor, 10, J. N. Heredia Marg, Ballard Estate, Mumbai - 400 001.

The Company has three verticles of business, i.e., Textiles, Real Estate and Energy. SEL has 4 (four) subsidiary companies. 2 (two) subsidiaries are engaged in Real estate business. Other 2(two) are engaged in construction of LNG Port Project at Gujarat.

1.2 Statement of compliance

The Consolidated Financial Statements have been prepared in accordance with Ind AS's notified under the Companies (Indian Accounting Standards) Rules, 2015.

1.3 Basis of preparation and presentation

- (i) The financial statements of the subsidiary companies used in the consolidation are drawn upto the same reporting date as of the Company i.e. year ended March 31, 2019.
- (ii) The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. The intra-group balances and intra-group transactions and unrealised profits have been fully eliminated.
- (iii) Non controlling interests in the net assets of subsidiaries consists of:
 - (a) The amount of equity attributable to the minorities at the date on which investment in subsidiary is made and
 - (b) The minorities share of movements in equity since the date the parent - subsidiary relationship came into existence.

1.4 Use of Estimates

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable.

1.5 Property Plant and Equipment

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated. Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation and Amortisation

The Company depreciates its fixed assets over the useful life in the manner prescribed in Schedule II of the Companies Act 2013. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period,

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

1.6 Financial Instruments

(A) Financial Assets

(i) Classification

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

(ii) Initial Recognition and Measurement

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

(iii) Subsequent Measurement

For purposes of subsequent measurement financial assets are classified into two broad categories:

(a) Financial asset at fair value

(b) Financial asset at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit or loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

(iv) Equity Investments

All equity investments other than investment in subsidiaries are measured at fair value. No Equity instruments are held for trading.

(B) Financial Liability

(i) Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost or at fair value through Profit and Loss.

(ii) Initial Recognition and Measurement

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings and payables, net off directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and financial guarantee contracts.

(iii) Subsequent Measurement

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss. This category generally applies to interest amortised bearing loans and borrowings.

1.7 Inventories

Inventory representing project work-in-progress is valued at cost, which includes expenditure incurred for development, other related cost and cost of land. Further, inventories are also in the nature of textile goods, consisting of Raw Material, Work-in-Progress, Finished goods, Stores & spares, Consumables, Packing Materials and are valued at lower of cost and net realizable value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

1.8 Revenue Recognition

- a) The Company is engaged in the Business of textiles and development of property. Revenue from sale of properties under construction is recognised on the basis of actual bookings done (provided the significant risks and rewards have been transferred to the buyer and there is reasonable certainty of realisation of the monies). Revenue from textiles is recognised when it is earned and no significant uncertainty exists as to its realization or collection.
- B) Further Sales from real estate are net of cancellation of sale and amount payable to the developer and taxes, if any.
- c) All expenses incurred, including interest and selling & distribution expenses, on project is shown under Work-in-progress and amount received from Customer towards booking of the area is shown in Project Advances in respect of properties under construction.
- d) Rent for the immovable properties is recognised on accrual basis as per the respective agreements with the parties.
- e) Interest income is recognised on time basis determined by the amount outstanding and the rate applicable.
- f) Dividend income is recognised when the right to receive the payment is established.

1.9 Foreign Currency Transactions

Transactions in Foreign Exchange are accounted at the exchange rate prevailing on the date the transaction has taken place.

1.10 Taxation

Tax expenses are the aggregate of current tax and deferred tax charged or credited in the statement of Profit and Loss for the year.

a) Current Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.

b) Deferred Tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements. Deferred income tax asset 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. Deferred tax assets are not recognised where it is more likely than not that the assets will not be realised in the future.

Minimum Alternative Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period.

1.11 Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss account.

1.12 Impairment of Assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

1.13 Provisions and Contingencies

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

Contingent Assets are not recognised in Financial Statements. If an inflow of economic benefits has become probable, contingent assets are disclosed.

1.14 Government Grants

Government grants and subsidies are recognized when there is reasonable assurance that the company will comply with the conditions attached to them and the grants / subsidy will be received. Government grants whose primary condition is that the company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognized as income over the life of depreciable assets by way of a reduced depreciation charge while grants related to expenses are treated as other income in the income statement.

1.15 Segment Reporting

The Chief Operational Decision Maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The operating segments have been identified on the basis of nature of product /services. The Board of Directors of the holding Company has appointed the Managing Director as the Chief Operating Decision Maker (CODM) who is assessing the financial performance and position of the Company and makes strategic decisions.

1.16 Cash & Cash Equivalents

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

1.17 Cash Flow Statement

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

1.18 Earnings Per Share

Basic EPS is arrived at based on net profit after tax available to equity shareholders to the weighted average number of equity shares outstanding during the year.

The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless impact is anti-dilutive. if any

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

2 Property, Plant and Equipment

(₹ in lacs)

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01/04/2018	Additions for the Year	Deductions for the Year	As at 31/03/2019	As at 01/04/2018	For the Year	Adjustments for the Year	As at 31/03/2019	As at 31/03/2019	As at 31/03/2018
Land	6,839.91	-	-	6,839.91	-	-	-	-	6,839.91	6,839.91
Buildings	1,233.18	-	-	1,233.18	280.59	38.19	-	318.78	914.40	952.59
Plant & Machinery	8,804.25	70.74	-	8,874.99	3,087.54	551.08	-	3,638.62	5,236.37	5,716.71
Computers	107.15	21.64	0.78	128.01	75.06	14.78	-	89.84	38.17	32.09
Furniture, fixtures & Equipments	1,106.68	1.93	-	1,108.61	721.15	113.10	-	834.25	274.36	385.53
Motor Vehicles	728.85	-	10.94	717.91	494.11	55.83	7.56	542.38	175.53	234.74
Total - Current Year	18,820.02	94.31	11.72	18,902.61	4,658.45	772.98	7.56	5,423.87	13,478.74	14,161.57
Capital work-in-progress	61,708.79	61,529.13	795.79	122,442.13	-	-	-	-	122,442.13	61,708.79

Property, Plant and Equipment

(₹ in lacs)

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01/04/2017	Additions for the Year	Deductions for the Year	As at 31/03/2018	As at 01/04/2017	For the Year	Adjustments for the Year	As at 31/03/2018	As at 31/03/2018	As at 31/03/2017
Land	9,451.67	-	2,611.76	6,839.91	-	-	-	-	6,839.91	9,451.67
Buildings	1,233.18	-	-	1,233.18	241.78	38.81	-	280.59	952.59	991.40
Plant & Machinery	8,480.27	323.98	-	8,804.25	2,532.56	554.98	-	3,087.54	5,716.71	5,947.71
Computers	75.09	32.06	-	107.15	65.82	9.24	-	75.06	32.09	9.27
Aircraft	1,980.88	-	1,980.88	-	156.89	-	156.89	-	0.00	1,823.99
Furniture, fixtures & Equipments	1,037.78	68.90	-	1,106.68	610.05	111.10	-	721.15	385.53	427.73
Motor Vehicles	713.94	27.83	12.92	728.85	437.94	60.50	4.33	494.11	234.74	276.00
Total - Current Year	22,972.81	452.77	4,605.56	18,820.02	4,045.04	774.63	161.22	4,658.45	14,161.57	18,927.77
Capital work-in-progress	31,281.93	49,790.42	19,363.56	61,708.79	-	-	-	-	61,708.79	31,281.93

3 Investment Property

(₹ in lacs)

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01/04/2018	Additions for the Year	Deductions for the Year	As at 31/03/2019	As at 01/04/2018	For the Year	Adjustments for the Year	As at 31/03/2019	As at 31/03/2019	As at 31/03/2018
Tangible assets										
Land	2,573.06	-	-	2,573.06	-	-	-	-	2,573.06	2,573.06
Buildings	43,203.40	-	-	43,203.40	2,260.81	634.87	-	2,895.68	40,307.72	40,942.59
Total - Current Year	45,776.46	-	-	45,776.46	2,260.81	634.87	-	2,895.68	42,880.78	43,515.65

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

Investment Property

Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	As at 01/04/2017	Additions for the Year	Deductions for the Year	As at 31/03/2018	As at 01/04/2017	For the Year	Adjustments for the Year	As at 31/03/2018	As at 31/03/2018	As at 31/03/2017	
Tangible assets											
Land	2,573.06		-	2,573.06	-	-	-	-	2,573.06	2,573.06	
Buildings	40,500.58	2,702.82	-	43,203.40	1,625.94	634.87	-	2,260.81	40,942.59	38,874.64	
Total - Current Year	43,073.64	2,702.82	-	45,776.46	1,625.94	634.87	-	2,260.81	43,515.65	41,447.70	

The Company has mortgaged few of its Property, Plant and Equipment and Investment Property against borrowings, Refer Note No. 17, 21 & 23 for details.

4 Investments in Equity Shares

(₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
(i) Others - Unquoted *	36.00	51.00
Total	36.00	51.00

* The fair value of other investments are similar to carrying amounts as carrying amounts are a reasonable approximation of the fair values due to its unquoted nature.

5 Non Current Tax Assets

(₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Advance Tax	3,508.53	7,622.38
Total	3,508.53	7,622.38

6 Other Non Current Assets

(₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Security Deposits	674.47	569.89
Unamortised Expenses	-	-
Total	674.47	569.89

7 Inventories

(₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Work-in-progress and Advances	4,453.94	49,745.40
Construction Finished Goods	-	-
Textiles		
(a) Raw materials	3,497.13	3,640.44
(b) Work-in-process	3,895.15	3,927.39
(c) Finished goods	3,245.36	3,153.79
(d) Stores and spares	111.16	90.22
Total	15,202.74	60,557.24

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

8 Current Investments (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Investment in Mutual Funds	14,874.65	32,352.56
Total	14,874.65	32,352.56

9 Trade Receivable (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Trade Receivable - Considered Good	4,218.37	5,715.72
Total	4,218.37	5,715.72

10 Cash and cash equivalents (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Cash in hand	21.98	56.79
Balances with banks		
In Current Accounts	1,097.84	1,036.01
In Deposit Accounts	854.43	1,742.36
Total	1,974.25	2,835.16

11 Bank Balances Other Than Cash and Cash Equivalents (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Balances with Banks		
In Deposit Accounts (where original maturity does not exceed twelve months)	2,046.34	2,620.05
In Unpaid Dividend Accounts	7.92	8.85
Total	2,054.26	2,628.90

12 Loans (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Loans to Related Parties		
Loans to Related Parties	566.36	1,222.46
Loans to other than Related Parties		
Loan to Employees	115.21	139.22
Loan to Others	6,570.45	10,698.53
Total	7,252.02	12,060.21

13 Other Financial Assets (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Balances with Banks		
In Deposit Accounts (where original maturity exceed twelve months)	3,155.00	-
Interest Accrued on Fixed Deposit	120.58	132.75
Total	3,275.58	132.75

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

14 Other Current Assets

(₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Prepaid Expenses	326.46	6.58
Security Deposit	35.51	34.66
Advance to Suppliers	459.68	226.11
Other Receivable	970.77	-
Other Advances	679.44	686.55
Project Advances	78,085.45	16,821.49
Input Tax Credit	7,715.28	1,949.84
Total	88,272.59	19,725.23

15 Share Capital

(a) Authorised Share Capital:

(₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
15,000 11% Cumulative Redeemable Preference Shares of ₹ 100/- each	15.00	15.00
10,000 11% Cumulative Preference Shares of ₹ 100/- each	10.00	10.00
1,00,00,00,000 Equity Shares of ₹ 1/- each	10,000.00	10,000.00
Total	10,025.00	10,025.00

(b) Issued, Subscribed and Paid up:

(₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
24,42,57,000 Equity Shares of ₹ 1/- each fully paid up.	2,442.57	2,442.57
Total	2,442.57	2,442.57

c) A Reconciliation of the Number of Shares Outstanding is set out below:

Particulars	March 31, 2019		March 31, 2018	
	No. of Shares	₹ in lacs	No. of Shares	₹ in lacs
Outstanding At the beginning of the year (Face Value ₹ 1/- per share)	244,257,000	2,442.57	221,180,000	2,211.80
Shares Issued during the year (Face Value ₹ 1/- per share)	-	-	23,077,000	230.77
Outstanding At the end of the year (Face Value ₹ 1/- per share)	244,257,000	2,442.57	244,257,000	2,442.57

Terms/rights attached to Equity shares :

The Company has only one class of issued Equity Shares having a par value of ₹ 1 per share. Each Shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the residual assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

SWAN ENERGY LIMITED  **ANNUAL REPORT 2018-19**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

d) Details of shareholders, holding more than 5% shares in the company:

Name of the shareholders	March 31, 2019		March 31, 2018	
	No. of Shares	% holding	No. of Shares	% holding
Dave Impex Private Limited	46,030,400	18.85	46,030,400	18.85
Swan Engitech Works Private Limited	38,402,858	15.72	38,402,858	15.72
Swan Realtors Private Limited	41,589,000	17.03	41,589,000	17.03
2i Capital PCC	23,077,000	9.45	23,077,000	9.45

16 Other Equity

Particulars	March 31, 2019		March 31, 2018	
	₹ in lacs	₹ in lacs	₹ in lacs	₹ in lacs
Capital Reserve		5,811.32		5,811.32
Capital Redemption Reserve		14.25		14.25
Securities Premium Reserve				
At the beginning of the year	67,842.58		23,073.20	
Add: On shares issued during the year	-		44,769.38	
At the end of the year		67,842.58		67,842.58
General Reserve		372.00		372.00
Other Reserves				
Currency Translation Reserve				
At the beginning of the year	-		191.77	
Add: Exchange translation difference on investment in foreign subsidiary	-		(191.77)	
At the end of the year		-		-
Retained Earnings				
At the beginning of the year	16,708.03		11,459.21	
Add: Profit during the year	(530.93)		5,469.30	
Add:- Ind AS Adjustment	-		-	
Less:- Dividend on equity shares Paid	(244.26)		(183.19)	
Less:- Tax on equity dividend Paid	(49.73)		(37.29)	
At the end of the year		15,883.11		16,708.03
Total		89,923.26		90,748.18

17 Long Term Borrowings

(₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Secured Loan		
From Banks (Term Loan)	17,747.04	29,254.88
From Banks (Vehicle Loan)	22.34	61.45
Redeemable Non-Convertible Debentures	3,750.00	5,000.00
Total	21,519.38	34,316.33

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

Term loan from Banks / NBFC include:

- i) JM Financial Products Ltd. : ₹ NIL Lacs (as at March 31, 2018: ₹ 9,000 Lacs). Secured by mortgage of flats at Ashok Garden located at Parel, Mumbai and by pledge of Equity Shares of Swan Energy Limited held by the promoters/group company(s).
- ii) IIFL Private Wealth Finance Ltd.: ₹ Nil (as at March 2017: ₹ 1325 lacs) secured by pledge of equity shares of Swan Energy Limited held by promoters/group companies)
- iii) Vehicle loan: Secured by hypothication of Vehicle.

Term loan from Banks / NBFC in Cardinal Energy and Infrastructure Private Limited include:

- i) PNB Housing Finance Limited loan: ₹ 9,176.01 Lacs (as at March 31, 2018: ₹ 10,335.52 Lacs) is secured by the Whitefield property at Bengaluru.
- ii) HDFC LTD Loan: ₹ 8,571.03 (as at March 31, 2018: ₹ 8,594.36 Lacs) is secured by Gachhibawali property at Hyderabad.

Redeemable Non-Convertible Debentures in Pegasus Ventures Private Limited Include :

Debentures of ₹ 3,750.00 Lacs (as at March 31, 2018: ₹ 5,000.00 Lacs) are secured by mortgage of immovable property at Kovilambakkam village, Chennai, HD Kote, Mysore and pledge of unencumbered dematerialized equity shares of Swan Energy Limited.

18 Other Financial Liabilities (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Rental Deposits	2,385.30	2,171.41
Total	2,385.30	2,171.41

19 Deferred Tax Liability (Net) (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Related to Fixed Assets	552.55	597.08
Total	552.55	597.08

20 Long Term Provision (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Provision for Gratuity	142.22	119.07
Total	142.22	119.07

21 Short Term Borrowings (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Unsecured		
Loan from Related Parties	675.65	-
From Banks/NBFC (Secured)	2,672.72	5,968.74
Loan from Other Parties	71,081.75	49,336.91
Total	74,430.12	55,305.65

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

Working Capital and Other Short Term Loans Loan from Banks / NBFC (secured) include:

- i) Union Bank of India ₹ 2,198.67 Lacs (as at March 31, 2018: ₹ 3656.41).
- ii) Oriental Bank of Commerce ₹ 80.38 Lacs (as at March 31, 2018: ₹ 1296.89 Lacs).
- iii) Dena Bank ₹ 0.61 Lacs (as at March 31, 2018: ₹ 580.26 Lacs).
- iv) The Mehsana urban Co-op Bank Ltd ₹ 393.06 Lacs (as at March 31, 2018: ₹ 435.18 Lacs).

All the above loans are secured by pari passu mortgage of building, plant/machinery & factory land at Ahmedabad. Also, secured against pari passu charge on hypothecation of Inventories and Book debts of the textile division.

22 Trade Payables (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Due to Micro and Small Enterprises	-	-
Others	53,385.73	27,047.51
Total	53,385.73	27,047.51

Note - In absence of information regarding dues outstanding to Micro, Small and Medium Enterprise, the Company has not classified the payables outstanding to Micro, Small and Medium Enterprise.

23 Other Financial Liabilities (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Current Maturities of Long Term Liabilities (Secured)		
From Banks (Term Loan)	10,477.58	1,505.33
From Banks (Vehicle Loan)	38.59	35.16
Redeemable Non-Convertible Debentures	1,250.00	-
Total	11,766.17	1,540.49

- i) JM Financial Products Ltd. : ₹ 9,000 Lacs (as at March 31, 2018: ₹ NIL Lacs). Secured by mortgage of flats at Ashok Garden located at Parel, Mumbai and by pledge of Equity Shares of Swan Energy Limited held by the promoters/group company(s).
- ii) Vehicle loan in Swan Energy Limited and Swan LNG Private Limited: Secured by hypothecation of Vehicle.

Current maturities of long-term debt in Cardinal Energy and Infrastructures Private Limited includes:

- ii) PNB Housing Finance Limited Loan: ₹ 1,193.61 lacs (as at March 31, 2018: ₹ 970.82 Lacs) is secured by the Whitefield property at Bengaluru.
- ii) HDFC LTD Loan: ₹ 283.97 Lacs (as at March 31, 2018: ₹ 534.51 Lacs) is secured by Gachhibawali property at Hyderabad.

Current maturities of long-term debt in Pegasus Private Limited includes:

Debentures of ₹ 1,250.00 Lacs (as at March 31, 2018: NIL) are secured by mortgage of immovable property at Kovilambakkam village, Chennai, HD Kote, Mysore and pledge of unencumbered dematerialized equity shares of Swan Energy Limited.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

24 Other Current Liability (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Income Received in Advance	438.76	642.51
Advance from Customers	49.11	57.76
Project Advances	-	42,333.05
Statutory Dues Payable	845.74	843.74
Retention Money	2,892.49	352.47
Unpaid Dividend	7.92	8.85
Creditors for Expenditure	2.08	-
Total	4,236.10	44,238.38

25 Short Term Provision (₹ in lacs)

Particulars	March 31, 2019	March 31, 2018
Provision for Tax	3,138.99	5,059.67
Provision for Gratuity	32.19	47.86
Provision for Expenses	36,102.21	-
Total	39,273.39	5,107.54

26 Revenue from Operations (₹ in lacs)

Particulars	Apr'18-Mar'19	Apr'17-Mar'18
Sale of Products		
-Textile Goods	32,594.88	31,502.80
-Construction	53,261.16	-
Other Operating Revenues		
-Rental Income from Investment Property	3,189.25	3,032.99
-Revenue from Services	116.69	133.38
Total	89,161.98	34,669.17

27 Other Income (₹ in lacs)

Particulars	Apr'18-Mar'19	Apr'17-Mar'18
Interest Income	606.16	2,397.21
Interest on Income Tax Refund	-	241.41
Profit on sale of Investments	1,285.24	466.36
Profit on sale of Fixed Assets	-	8,888.24
Sundry Balances Written Back	11.97	131.61
Miscellaneous Income	33.21	15.58
Total	1,936.58	12,140.41

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

28 Cost of Materials Consumed (₹ in lacs)

Particulars	Apr'18-Mar'19	Apr'17-Mar'18
Material used in Construction Activities	856.37	1,158.73
Textile		
Greige	26,802.99	24,863.46
Stores & Spares	285.23	524.74
Dyes, Chemicals and others	2,316.41	2,263.93
Total for Textiles	29,404.63	27,652.13
Total	30,261.00	28,810.86

29 Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade (₹ in lacs)

Particulars	Apr'18-Mar'19	Apr'17-Mar'18
Finished Goods		
Opening Stock	3,153.79	3,144.10
Closing Stock	3,245.36	3,153.79
Changes in Inventory of Finished Goods	(91.57)	(9.69)
Work in Progress		
Opening Stock	53,672.78	50,550.24
Closing Stock	8,349.09	53,672.78
Changes in Inventory Work in Progress	45,323.69	(3,122.54)
Total	45,232.12	(3,132.23)

30 Employee Benefit Expenses (₹ in lacs)

Particulars	Apr'18-Mar'19	Apr'17-Mar'18
Salaries Wages and Bonus	1,144.05	1126.39
Contribution to Provident Fund and Other Funds	15.43	13.96
Gratuity	11.68	150.48
Staff Welfare Expenses	5.14	9.17
Total	1,176.30	1,300.00

31 Finance Costs (₹ in lacs)

Particulars	Apr'18-Mar'19	Apr'17-Mar'18
Interest expense	5,266.32	5,502.47
Other Borrowing cost	134.12	276.32
Total	5,400.44	5,778.79

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

32 Other Expenses

(₹ in lacs)

Particulars	Apr'18-Mar'19	Apr'17-Mar'18
Advertisement Expenses	0.84	2.40
Audit Fees	7.13	5.45
Architect Fees	21.06	25.97
Brokerage & Commision	10.34	128.57
Business Development Expenses	240.45	90.81
Communication cost	23.79	30.13
Donation	22.99	14.00
Freight Charges	118.26	252.25
Insurance	15.21	26.33
Labour Charges	493.26	469.71
Legal & Professional fees	188.90	182.55
Listing and related expenses	9.70	6.28
Loss on sale of Fixed Assets	2.88	8.02
Loss on Sale of Investment	-	1,083.72
Membership & Subscription	5.57	5.73
Other Development Expenses	2,208.44	713.90
Printing & Stationery	19.50	6.90
Power & Fuel	519.93	470.62
Preliminary Expenses Written Off	-	0.12
Rates & Taxes	210.21	296.31
Rent	67.24	17.70
Repair & Maintainence - Building	21.84	7.99
Repair & Maintainence - Machinery	69.88	165.44
Repair & Maintainence - Others	84.83	76.85
Security Charges	43.27	80.53
TUF Subsidy Written Off	-	888.53
Travelling & Conveyance Charges	14.37	10.00
Vehicle Expenses	24.91	20.85
Miscellaneous Expenses	267.50	217.78
Total	4,712.30	5,305.44

33 Financial Instruments - Fair Values and Risk Management

Accounting classification and fair values

A Carrying Value as on reporting date & Fair Value hierarchy:

The following table shows carrying amount and fair values of financial assets and financial liabilities, including their levels in fair value hierarchy. It does not include fair value information of financial assets and liabilities not measured at fair value if the carrying amount is reasonable approximation of fair value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

(₹ in lacs)

Particulars	March 31, 2019				Fair Value hierarchy			
	FVTPL	FV-TOCI	Amor-tised Cost	Total	Level 1	Level 2	Level 3	Total
Financial Assets								
(i) Current Investments	14,874.65			14,874.65	14,958.86			14,958.86
(ii) Trade Receivable			4,218.37	4,218.37				
(iii) Cash and Cash Equivalents			1,974.25	1,974.25				
(iv) Bank Balances Other Than Cash and cash equivalents			2,054.26	2,054.26				
(v) Loans			7,252.02	7,252.02				
(vi) Other Financial Assets			3,275.58	3,275.58				
Total	14,874.65	-	18,774.48	33,649.13	14,958.86	-	-	14,958.86
Financial Liabilities								
(i) Long Term Borrowings			21,519.38	21,519.38				
(ii) Other Financial Liabilities			2,385.30	2,385.30				
(iii) Short Term Borrowings			74,430.12	74,430.12				
(iv) Trade Payables			53,385.73	53,385.73				
(v) Other Financial Liabilities			11,766.17	11,766.17				
Total	-	-	163,486.70	163,486.70	-	-	-	-

With respect to disclosure of fair value of financial instruments such as cash and cash equivalents, other bank balances, trade receivables and other receivables, other current and non current financial assets, short term borrowings and other current financial liabilities at March 31 2019 is similar to carrying value because their carrying amounts are a reasonable approximation of the fair values due to their short term nature.

B Financial Risk Management

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

- Credit risk ;
- Liquidity risk ; and
- Market risk

The source of risk are as follows -

Risk	Exposure from	Measurement
Credit Risk	Trade Receivable, Cash and cash equivalents, financial assets measured at amortised cost	Credit Ratings
Liquidity Risk	Borrowings, Trade Payables and other liabilities	Cash flow forecast
Market Risk - Interest Rate Risk, Currency Risk and Price Risk	Price risk from investments, currency risk from foreign currency payables	Sensitivity analysis

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework, which is reviewed by them periodically.

a Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and investment in debt securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

The Company's maximum exposure to credit risk as at March 31, 2019; is the carrying value of each class of financial assets.

i Trade and other receivables

Credit risk on trade receivables is limited based on past experience and management's estimate.

Ageing of trade and other receivables that were not impaired was as follows. (₹ in lacs)

Particulars	Carrying Amount	
	March 31, 2019	March 31, 2018
Neither Past due nor impaired	2,933.29	3,773.41
Past due but not impaired		
Past due more than 180 days	1,285.08	1,942.31

ii Loans

The Loans have been given in the ordinary course of business and the management does not expect any impairment in the same.

Carrying amount of Loans that were not impaired was as follows -

(₹ in lacs)

Particulars (Current & Non Current)	Carrying Amount	
	March 31, 2019	March 31, 2018
Loans to related parties	566.36	1,222.46
Loan to employees	115.21	139.22
Loan to Others	6,570.45	10,698.53

iii Cash and Cash Equivalents

The Company held cash and bank balance with credit worthy banks of ₹ 7,183.51 lacs at March 31, 2019 (March 31, 2018: ₹ 5464.05 lacs lacs). The credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks where credit risk is largely perceived to be extremely insignificant. Further the Company has an interest accrued but not due on above fixed deposit of ₹ 120.58 lacs at March 31, 2019 (March 31, 2018: ₹ 132.75 lacs)

b Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Management monitors rolling forecasts of the Company's liquidity position on the basis of expected cash flows. The Company manages its liquidity risk by preparing monthly cash flow projections to monitor liquidity requirements. In addition, the Company projects cash flows and considering the level of liquid assets necessary to meet these, monitoring the Balance Sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

Exposure to Liquidity Risk

The company has outstanding borrowing through Long Term and short term borrowings from Banks / NBFCs and third parties.

Carrying amount is as below

(₹ in lacs)

Particulars	March 31, 2019			
	Carrying Amount	Within 1 Year	Between 1-5 years	More than 5 Years
Long Term Borrowings	21,519.38	-	21,519.38	-
Other Financial Liabilities (Long Term)	2,385.30	-	2,385.30	-
Short Term Borrowings*	74,430.12	74,430.12	-	-
Trade Payables	53,385.73	53,385.73	-	-
Other Financial Liabilities (Short Term)	11,766.17	11,766.17	-	-
Total	163,486.70	139,582.02	23,904.68	-

* The amount shown under 'Short term borrowings' is interest free advances received from third parties. These have been received in the ordinary course of business and are repayable on demand.

c Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices and will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The Company is exposed to market risk primarily related to interest rate risk and the market value of the investments.

i Currency Risk

The Company is exposed to currency risk on account of its trade and other payables in foreign currency. The functional currency of the Company is Indian Rupee. Currency risk is not material, as the Company does not have any significant exposure in foreign currency,

The currency profile of Financial Assets and Financial Liabilities as at March 31, 2019 is as below:

(₹ in lacs)

Particulars (Current & Non Current)	Currency	Carrying Amount	
		March 31, 2019	March 31, 2018
Financial Liabilities			
Trade and Other Payables	(₹ in lacs)	32,053.83	270.98
	(\$ in lacs)	461.60	4.16

ii Interest Rate Risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

iii Price Risk

Price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. It arises from financial assets such as investments in quoted instruments and units of mutual funds.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

a Fair value sensitivity analysis for fixed rate Instruments

The Company does not account for any fixed rate financial assets or financial liabilities at fair value through Profit or Loss. Therefore, a change in interest rates at the reporting date would not affect Profit or Loss.

b Cash flow sensitivity analysis for variable rate Instruments

The company does not have any variable rate instrument in Financial Assets or Financial Liabilities.

34 Employee Benefits - Gratuity

Gratuity is payable to all eligible employees of the Company on superannuation, death and permanent disablement in terms of provisions of the Payment of Gratuity Act as per the Company's Scheme whichever is more beneficial. Benefit would be paid at the time of separation based on the last drawn base salary.

Gratuity Disclosure Statement as Per Indian Accounting Standard 19 (Ind AS 19) For Year 01/04/2018 - 31/03/2019

Type of Benefit	Gratuity
Country	India
Reporting Currency	INR
Reporting Standard	Indian Accounting Standard 19 (Ind AS 19)
Funding Status	Unfunded
Starting year	01-04-18
Date of Reporting	31-03-19
year of Reporting	12 Months

Assumptions (Previous Year 01/04/2017 to 31/03/2018)	
Expected Return on Plan Assets	N.A.
Rate of Discounting	7.82%
Rate of Salary Increase	8.33%
Rate of Employee Turnover	5.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2006-08)
Mortality Rate After Employment	N.A.

Assumptions (Current Year 01/04/2018 to 31/03/2019)	
Expected Return on Plan Assets	N.A.
Rate of Discounting	7.69%
Rate of Salary Increase	8.33%
Rate of Employee Turnover	5.00%
Mortality Rate During Employment	Indian Assured Lives Mortality (2006-08)"
Mortality Rate After Employment	N.A.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

Gratuity Disclosure Statement as Per Indian Accounting Standard 19 (Ind AS 19) For The year 01/04/2018 - 31/03/2019

Table Showing Change in the Present Value of Projected Benefit Obligation	
Present Value of Benefit Obligation at the Beginning of the year	16,693,652
Interest Cost	1,303,633
Current Service Cost	2,150,253
Past Service Cost	-
Liability Transferred In/ Acquisitions	-
(Liability Transferred Out/ Divestments)	-
(Gains)/ Losses on Curtailment	-
(Liabilities Extinguished on Settlement)	-
(Benefit Paid Directly by the Employer)	(278,076)
(Benefit Paid From the Fund)	-
The Effect Of Changes in Foreign Exchange Rates	-
"Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions"	-
"Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions"	131,225
Actuarial (Gains)/Losses on Obligations - Due to Experience	(2,561,062)
Present Value of Benefit Obligation at the End of the year	17,439,625

Table Showing Change in the Fair Value of Plan Assets	
Fair Value of Plan Assets at the Beginning of the year	-
Interest Income	-
Contributions by the Employer	-
Expected Contributions by the Employees	-
Assets Transferred In/Acquisitions	-
(Assets Transferred Out/ Divestments)	-
(Benefit Paid from the Fund)	-
(Assets Distributed on Settlements)	-
Effects of Asset Ceiling	-
The Effect of Changes In Foreign Exchange Rates	-
Return on Plan Assets, Excluding Interest Income	-
Fair Value of Plan Assets at the End of the year	-

Gratuity Disclosure Statement as Per Indian Accounting Standard 19 (Ind AS 19) For The year 01/04/2018 - 31/03/2019

Amount Recognized in the Balance Sheet	
(Present Value of Benefit Obligation at the end of the year)	(17,439,625)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

Fair Value of Plan Assets at the end of the year	-
Funded Status (Surplus/ (Deficit))	(17,439,625)
Net (Liability)/Asset Recognized in the Balance Sheet	(17,439,625)

Net Interest Cost for Current year	
Present Value of Benefit Obligation at the Beginning of the year	16,693,652
(Fair Value of Plan Assets at the Beginning of the year)	-
Net Liability/(Asset) at the Beginning	16,693,652
Interest Cost	1,303,633
(Interest Income)	-
Net Interest Cost for Current year	1,303,633

Expenses Recognized in the Statement of Profit or Loss for Current year	
Current Service Cost	2,150,253
Net Interest Cost	1,303,633
Past Service Cost	-
(Expected Contributions by the Employees)	-
(Gains)/Losses on Curtailments And Settlements	-
Net Effect of Changes in Foreign Exchange Rates	-
Expenses Recognized	3,453,886

Expenses Recognized in the Other Comprehensive Income (OCI) for Current year	
Actuarial (Gains)/Losses on Obligation For the year	(2,429,837)
Return on Plan Assets, Excluding Interest Income	-
Change in Asset Ceiling	-
Net (Income)/Expense For the year Recognized in OCI	(2,429,837)

Gratuity Disclosure Statement as Per Indian Accounting Standard 19 (Ind AS 19) For The year 01/04/2018 - 31/03/2019

Balance Sheet Reconciliation	
Opening Net Liability	16,693,652
Expenses Recognized in Statement of Profit or Loss	3,453,886
Expenses Recognized in OCI	(2,429,837)
Net Liability/(Asset) Transfer In	-
Net (Liability)/Asset Transfer Out	-
(Benefit Paid Directly by the Employer)	(278,076)
(Employer's Contribution)	-
Net Liability/(Asset) Recognized in the Balance Sheet	17,439,625

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

Category of Assets	
Government of India Assets	-
State Government Securities	-
Special Deposits Scheme	-
Debt Instruments	-
Corporate Bonds	-
Cash And Cash Equivalents	-
Insurance fund	-
Asset-Backed Securities	-
Structured Debt	-
Other	-
Total	-

Other Details	
No of Active Members	133
Per Month Salary For Active Members	6,075,868
Weighted Average Duration of the Projected Benefit Obligation	7
Average Expected Future Service	12
Projected Benefit Obligation (PBO)	17,439,625
Prescribed Contribution For Next Year (12 Months)	-

Gratuity Disclosure Statement as Per Indian Accounting Standard 19 (Ind AS 19) For The year 01/04/2018 - 31/03/2019

Net Interest Cost for Next Year	
Present Value of Benefit Obligation at the End of the year	17,439,625
(Fair Value of Plan Assets at the End of the year)	-
Net Liability/(Asset) at the End of the year	17,439,625
Interest Cost	1,339,883
(Interest Income)	-
Net Interest Cost for Next Year	1,339,883

Expenses Recognized in the Statement of Profit or Loss for Next Year	
Current Service Cost	1,819,676
Net Interest Cost	1,339,883
(Expected Contributions by the Employees)	-
Expenses Recognized	3,159,559

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

Maturity Analysis of the Benefit Payments: From the Fund	
Projected Benefits Payable in Future Years From the Date of Reporting	
1st Following Year	-
2nd Following Year	-
3rd Following Year	-
4th Following Year	-
5th Following Year	-
Sum of Years 6 To 10	-
Sum of Years 11 and above	-

Maturity Analysis of the Benefit Payments: From the Employer	
Projected Benefits Payable in Future Years From the Date of Reporting	
1st Following Year	3,218,369
2nd Following Year	2,571,279
3rd Following Year	2,330,883
4th Following Year	1,194,437
5th Following Year	2,129,321
Sum of Years 6 To 10	4,269,889
Sum of Years 11 and above	18,083,388

Gratuity Disclosure Statement as Per Indian Accounting Standard 19 (Ind AS 19) For The year 01/04/2018 - 31/03/2019

Sensitivity Analysis	
Projected Benefit Obligation on Current Assumptions	17,439,625
Delta Effect of +1% Change in Rate of Discounting	(958,271)
Delta Effect of -1% Change in Rate of Discounting	1,109,862
Delta Effect of +1% Change in Rate of Salary Increase	789,612
Delta Effect of -1% Change in Rate of Salary Increase	(746,263)
Delta Effect of +1% Change in Rate of Employee Turnover	(39,193)
Delta Effect of -1% Change in Rate of Employee Turnover	41,441

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting year, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting year, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

Gratuity Disclosure Statement as Per Indian Accounting Standard 19 (Ind AS 19) For The year 01/04/2018 - 31/03/2019

Qualitative Disclosures
Para 139 (a) Characteristics of defined benefit plan: The Company has a defined benefit gratuity plan in India (unfunded). The company's defined benefit gratuity plan is a final salary plan for employees. Gratuity is paid from company as and when it becomes due and is paid as per company scheme for Gratuity.
Para 139 (b) Risks associated with defined benefit plan: Gratuity is a defined benefit plan and company is exposed to the Following Risks: Interest rate risk: A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability. Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Company has to manage pay-out based on pay as you go basis from own funds. Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.
Para 139 (c) Characteristics of defined benefit plans: During the year, there were no plan amendments, curtailments and settlements.
Para 147 (a) Gratuity plan is unfunded.

35 Earning Per Share

(₹ in lacs)

	Particulars	Apr'18-Mar'19	Apr'17-Mar'18
i)	Net profit after tax as per Statements of Profit & Loss attributable to Equity Shareholders (₹ In lacs)	(530.93)	5,469.30
ii)	Weighted average number of shares used as denomination for calculating Basic and Diluted earning per share	244,257,000	243,245,405
iii)	Face value of shares (₹ Per Share)	1.00	1.00
iv)	Basic/Diluted earning per share (in ₹)	(0.22)	2.25

36 Contingent Liabilities

(₹ in lacs)

i)	Income Tax (₹ In lacs)	3,161.14	1,522.98
ii)	Bank guarantee (₹ In lacs)	10,412.00	9,757.00
iii)	Corporate guarantee (₹ In lacs)	187,311.81	32,694.00

37 Payment to Auditors (Excluding Service Tax)

(₹ in lacs)

i)	Statutory Audit Fees (₹ In lacs)	4.70	4.20
ii)	Tax Audit Fees (₹ In lacs)	1.50	1.25
iii)	Other Capacity	1.06	0.58

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

38 Related Party Disclosures, as required by Ind AS 24 are given below:

A List of Related Parties

Sr No.	Name of the parties	Relationship
i)	Mr. Nikhil V. Merchant	Key Management Personnel
ii)	Mr. Paresh V. Merchant	
iii)	Mr. Sugavanam Padmanabhan	
iv)	V N M Associates	Relative of Key Management Personnel
v)	Mr. Bhavik N. Merchant	
vi)	Mr. Vivek P. Merchant	
vii)	Good Earth Commodities (India) Private Limited	Enterprise over which Key Management Personnel is able to exercise significant influence
viii)	Feltham Trading Private Limited	
ix)	Ami Tech (india) Private Limited	
x)	Altamount Estates Private Limited	
xi)	Swan Constructions Private Limited	
xii)	Dave Impex Private Limited	
xiii)	Dave Leasing & Holdings Private Limited	
xiv)	Gazdar Baandh Developers Private Limited	
xv)	Swan Engitech Works Pvt. Ltd.	
xvi)	Swan Realtors Pvt. Ltd.	
xvii)	Swan International Limited	
xviii)	Sahajanand Soaps and Chemicals Private Limited	
xix)	Gujarat Maritime Board	



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

38 B (i) Transaction during the year Apr'18-Mar'19 with related parties (₹ in lacs)

Sr No.	Name of the Company	Opening Balance Dr	Opening Balance Cr	Remuneration Paid	Sales	Purchase	Rent Paid	Advance Given	Advance received back	Advance taken	Advance paid back	Closing Balance Dr	Closing Balance Cr
i)	Mr. Nikhil Merchant	-	-	125.84	-	-	-	-	-	-	-	-	-
ii)	Mr. Parash Merchant	-	-	125.84	-	-	2.70	1.36	1.36	389.00	389.00	-	-
iii)	Mr. Sugavanam Padmanabhan	-	-	32.04	-	-	-	-	-	-	-	-	-
iv)	V N M Associates	-	-	13.75	-	-	-	-	-	-	-	-	-
v)	Mr. Bhavik Merchant	-	-	13.49	-	-	-	-	-	-	-	-	-
vi)	Mr. Vivek Merchant	-	-	13.49	-	-	-	-	-	-	-	-	-
vii)	Good Earth Commodities (India) Private Limited	1,782.70	-	-	2,533.38	387.37	-	742.96	-	1,894.35	-	-	631.31
viii)	Feltham Trading Pvt Ltd	-	-	-	-	-	1.80	-	-	-	-	-	-
ix)	Anni Tech (India) Private Limited	-	-	-	-	-	-	1,652.35	1,652.35	-	-	-	-
x)	Altamount Estates Private Limited	-	-	-	-	-	60.00	-	-	-	-	-	-
xi)	Swan Constructions Private Limited	15.00	-	-	-	-	-	117.55	8.63	-	-	108.92	-
xii)	Dave Impex Pvt. Ltd	-	-	-	-	-	-	-	-	500.00	500.00	-	-
xiii)	Dave Leasing & Holdings Private Limited	-	-	-	-	-	-	-	-	-	-	-	-
xiv)	Sahjanand Soaps and Chemicals Pvt Ltd.	-	-	-	-	-	-	-	-	-	-	-	-
xv)	Gazdar Baandh Developers Private Limited	-	-	-	-	-	-	17.42	17.42	-	-	-	-
xvi)	Gujarat Maritime Board	-	-	-	-	-	213.55	-	-	-	-	-	-
xvii)	Swan Engitech Works Pvt. Ltd.	-	298.27	-	-	-	-	-	-	-	-	-	298.27
xviii)	Swan Realtors Pvt. Ltd.	-	377.38	-	-	-	-	-	-	-	-	-	377.38
xix)	Swan International Limited	-	-	-	-	-	-	-	-	0.02	0.02	-	-
	Total	1,797.70	675.65	324.45	2,533.38	387.37	278.05	2,531.63	1,679.76	2,783.37	889.02	108.92	1,306.96

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

38 B (ii) Transaction during the year Apr'17-Mar'18 with related parties (₹ in lacs)

Sr No.	Name of the Company	Opening Balance Dr	Opening Balance Cr	Remuneration Paid	Sales	Purchase	Rent Paid	Advance Given	Advance received back	Advance taken	Advance paid back	Closing Balance Dr	Closing Balance Cr
i)	Mr. Nikhil Merchant	-	-	125.84	-	-	-	-	-	-	-	-	-
ii)	Mr. Paresh Merchant	-	-	125.84	-	-	2.70	1.36	1.36	389.00	389.00	-	-
iii)	Mr. Sugavanam Padmanabhan	-	-	32.04	-	-	-	-	-	-	-	-	-
iv)	Ms.Vinita N. Merchant	-	-	10.89	-	-	-	-	-	-	-	-	-
v)	Mr. Bhavik Merchant	-	-	10.89	-	-	-	-	-	-	-	-	-
vi)	Mr. Vivek Merchant	-	-	10.89	-	-	-	-	-	-	-	-	-
vii)	Good Earth Commodities (India) Private Limited	-	839.03	-	924.59	1,879.67	-	1,782.70	-	-	839.03	1,782.70	-
viii)	Feltham Trading Pvt Ltd	-	-	-	-	-	1.80	-	-	-	-	-	-
ix)	Ami Tech (India) Private Limited	-	-	-	-	-	-	2,841.20	2,841.20	185.00	185.00	-	-
x)	Altamount Estates Private Limited	-	-	-	-	-	-	990.78	990.78	-	-	-	-
xi)	Swan Constructions Private Limited	-	-	-	-	-	-	35.49	20.49	-	-	15.00	-
xii)	Dave Impex Pvt. Ltd	-	-	-	-	-	-	-	-	433.54	433.54	-	-
xiii)	Dave Leasing & Holdings Private Limited	-	-	-	-	-	-	-	-	54.16	54.16	-	-
xiv)	Sahajanand Soaps and Chemicals Pvt Ltd.	-	-	-	-	-	-	-	-	59.82	59.82	-	-
xv)	Swan Engitech Works Pvt. Ltd.	-	515.27	-	-	-	-	-	-	28.00	245.00	-	298.27
xvi)	Swan Realtors Pvt. Ltd.	-	-	-	-	-	-	-	-	377.38	-	-	377.38
xvii)	Swan International Limited	-	-	-	-	-	-	-	-	23.54	23.54	-	-
	Total	-	1,354.30	316.39	924.59	1,879.67	4.50	5,651.53	3,853.83	1,550.44	2,229.09	1,797.70	675.65

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

39 Segment Reporting

The company has identified business segment as primary segments. The reportable business segments are textile and Property development/others

(₹ in lacs)

Particulars	Apr'18-Mar'19	Apr'17-Mar'18
Segment Revenue		
Textiles	32,649.41	31,502.80
Property development/Others	58,449.15	15,306.78
Total	91,098.56	46,809.58
Segment Results (Before Interest & Tax)		
Textiles	1,024.63	2,046.52
Property development/Others	7,284.36	11,069.49
Total	8,308.99	13,116.01

(₹ in lacs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Segment Assets		
Textiles	19,702.34	21,862.49
Property development/*Others	296,934.24	234,096.18
Total	316,636.58	255,958.67
Segment Liabilities		
Textiles	6,083.54	10,777.25
Property development/*Others	197,915.88	153,953.47
Total	203,999.42	164,730.72

Note:

- i) * Others include expenses/ investments made on the projects related to Energy/FSRU.
- ii) All development and Trading activity have been undertaken in India only, hence Geographical segment reporting is not required.

40 Investment Property in Swan Energy Limited has been reclassified as on March 31, 2018 itself and hence no separate details have been provided.

Details of Investment Property in Cardinal Energy and Infrastructure Private Limited are as below:

i) Amount Recognised in Profit and Loss for Investment Properties

(₹ in lacs)

Particulars	Apr'18-Mar'19	Apr'17-Mar'18
i) Rental Income	3,189.26	3,032.99
ii) Depreciation	634.87	634.87
iii) Finance Cost	2,921.34	2,558.65
iv) Direct Operating Expenses from Property that generated rental income	113.00	160.02
Loss from Investment Property	(479.96)	(320.56)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

ii) Leasing Arrangements

The Company has entered into the leasing arrangements with tenants at different properties for different period ranging upto 8 years. The same are cancellable and hence no details of minimum lease payments are provided.

41 Details of Subsidiary considered for Consolidation along with Net Assets, Other Comprehensive Income and Total Comprehensive Income and Non Controlling Interest considered in the Consolidated Financial Statement

(₹ in lacs)

Sr. No.	Name	March 31, 2019		March 31, 2019		March 31, 2019	
		Net Assets (Total Assets minus Total Liabilities)		Share in Profit /(Loss)		Share in total Comprehensive Income	
		As a % of consolidated net assets	Net Assets	As a % of consolidated Profit & Loss	Amount	As a % of consolidated Comprehensive Income	Amount
1	Swan Energy Limited (Parent Company)	85.47%	96,118.29	-44.08%	234.03	-44.08%	234.03
	Minority Interests	17.92%	20,155.77	-13%	67.34	-12.68%	67.34
2	Cardinal Energy and Infrastructure Private Limited	-3.23%	(3,627.45)	125%	(664.48)	125.15%	(664.48)
3	Pegasus Ventures Private Limited	-0.01%	(7.47)	-3%	14.87	-2.80%	14.87
4	Swan LNG Private Limited	-0.16%	(183.87)	34%	(182.14)	34.31%	(182.14)
5	Triumph Offshore Private Limited	0.00%	(1.12)	0%	(0.55)	0.10%	(0.55)
		100%	112,454.15	100%	(530.93)	100%	(530.93)

41 Details of Subsidiary's performance and net assets

(₹ in lacs)

	Name	Country of Incorporation	Activities	Reporting Currency	Activity Period	Capital	Other Equity	Turnover	Profit / (Loss) before taxation	Provision for Taxation	Profit / (Loss) after taxation	% Holding
1	Cardinal Energy and Infrastructure Private Limited	India	Real estate Development	INR	2018-19	1,501.00	(3,627.45)	3,659.04	(664.34)	0.14	(664.48)	100%
2	Pegasus Ventures Private Limited	India	Real estate Development	INR	2018-19	1,001.00	(7.47)	21.86	20.11	5.236	14.87	100%
3	Swan LNG Private Limited	India	FSRU Terminal	INR	2018-19	54,475.14	(183.87)	-	(1.55)	180.59	(182.14)	63%
4	Triumph Offshore Private Limited	India	FSRU Vessel	INR	2018-19	1.00	(1.12)	-	(0.55)	-	(0.55)	100%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENT FOR YEAR ENDED MARCH 31, 2019

- 42** The Company had entered into Development Agreement with Peninsula Land Limited (Formerly Piramal Holdings Ltd) to develop and sale properties at Mumbai and as per the said agreement, they are entitled to 22% of the gross receipt. The transactions and effect thereof are already given in these accounts.
- 43** Previous Year's figures are regrouped/rearranged wherever necessary.

As per our Report of even date

For N. N. Jambusaria & Co.
Chartered Accountants
Firm Registration No. 104030W

Nimesh N. Jambusaria
Partner
M No. 038979

Mumbai, May 30, 2019

For and on behalf of the Board of Directors

Navinbhai C. Dave
Chairman
DIN: 01787259

Paresh V. Merchant
Executive Director
DIN: 00660027

Nikhil V. Merchant
Managing Director
DIN:00614790

Chetan K. Selarka
Chief Financial Officer

Arun S. Agarwal
Company Secretary
Mumbai, May 30, 2019

SWAN ENERGY LIMITED  **ANNUAL REPORT 2018-19**



SWAN ENERGY LIMITED

CIN No. : L17100MH1909PLC000294; website: www.swan.co.in

Registered Office : 6, Feltham House, 2nd Floor, 10, J.N Heredia Marg, Ballard Estate, Mumbai – 400 001.

Attendance Slip

To be handed over at the entrance of the Meeting venue

Folio No. DP ID No. Client ID No.

Full Name of the Shareholder/ Proxy Signature

I record my presence at the 111th Annual General Meeting at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Industry & Agriculture (MACCIA), Orion House, 6th Floor, Maharashtra Chamber of Commerce Lane, Kala Ghoda, Fort, Mumbai -400 001 on 11th September, 2019 at 11.30 A.M.

Member's/Proxy's Signature



SWAN ENERGY LIMITED

CIN No. : L17100MH1909PLC000294; website: www.swan.co.in

Registered Office : 6, Feltham House, 2nd Floor, 10, J.N Heredia Marg, Ballard Estate, Mumbai – 400 001.

PROXY FORM

I/We:

of:

being a Member/Members of SWAN ENERGY LTD. hereby appoint :

.....

of

or failing him :

of :

or failing him

of

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 111th Annual General Meeting of the Company to be held at Mumbai on Wednesday, 11th September, 2019 at 11.30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	For	Against
1.	Adoption of IND AS Financial Statements (standalone & consolidated)		
2.	Declaration of dividend		
3.	Re-appointment of Mr. Sugavanam Padmanabhan, Director retiring by rotation		
4.	Alteration in object clause of Memorandum of Association		
5.	Approval for giving Loan or Guarantee or Providing Security in connection with Loan availed by any of the Company's subsidiary(ies) or any other person specified under Section 185 of the Companies Act, 2013		
6.	Approval for giving Loan and/or Guarantee, providing Security and/or making Investment under Section 186 of the Companies Act, 2013		
7.	Ratification of Cost Auditor's Remuneration		
8.	Re-appointment of Mr. Rajkumar Sukhdevsinhji as Independent Director of the Company		
9.	Re-appointment of Mr. Pitamber Teckchandani as Independent Director of the Company		
10.	Re-appointment of Mr. Rajat Kumar Dasgupta as Independent Director of the Company		
11.	Re-appointment of Mr. Shobhan Diwanji as Independent Director of the Company		
12.	Re-appointment of Mr. Nikhil V. Merchant as Managing Director of the Company		
13.	Re-appointment of Mr. Paresh V. Merchant as Executive Director of the Company		
14.	Raising of Capital		

Signed this day of 2019

Signature of Shareholder

Signature of Proxyholder(s).....



Note : If a Member is unable to attend the Meeting, he may sign this form and send it to the Company's Registered Office so as to reach not less than 48 hours before the Meeting.

Route Map to the AGM Venue

