



INDIA GLYCOLS LIMITED

Plot No. 2-B, Sector- 126, NOIDA- 201304, Distt. Gautam Budh Nagar, Uttar Pradesh, Tel : +91 120 3090100, 3090200
Fax : +91 120 3090111, 3090211, E-mail : iglho@indiaglycols.com, Website: www.indiaglycols.com

27th July, 2019

The Manager (Listing),
BSE Limited,
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street,
Mumbai- 400 001.

Code No.500201

Dear Sirs,

The Manager (Listing),
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400051.

Code :INDIAGLYCO

Sub: : Notice of 35th Annual General Meeting, Annual Report for FY 2018-19, Book Closure and intimation of remote E-Voting facility

Pursuant to Regulation 30 and 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), kindly find enclosed herewith **Notice of the 35th Annual General Meeting ("AGM") of the members of the Company scheduled to be held on Thursday, 22nd August, 2019 at 11.00 A.M.** at A- 1, Industrial Area, Bazpur Road, Kashipur-244713, Distt. Udham Singh Nagar, Uttarakhand to transact the business set out therein along with the Annual Report for the financial year 2018-19.

The above Annual Report including the AGM Notice is also available on the Company's website at <https://www.indiaglycols.com/investors/downloads/annual-report-2018-19.pdf> and dispatch thereof is being commenced by permitted mode.

The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 16th August, 2019 to Thursday, 22nd August, 2019 (Both days inclusive) for determining the entitlement of the shareholders for the purpose of payment of dividend for the financial year ended 31st March, 2019 and the AGM. The dividend, if declared at the AGM, will be paid/dispatched on or after Tuesday, 27th August, 2019 to all those (a) beneficial owners holding shares in electronic form, as per beneficial ownership data made available to the Company by the depositories on Wednesday, 14th August, 2019 (b) shareholders holding shares in physical form, after giving effect to all the valid share transmission or transposition requests lodged with the Company/Share Transfer Agent, M/s MCS Share Transfer Agent Limited on or before Wednesday, 14th August, 2019.

As per Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is providing the facility to cast vote by electronic means (Remote e-voting) on all resolutions set out in the Notice of 35th AGM to those shareholders, who are holding shares either in physical or in electronic form as on the **cut-off date i.e. Wednesday, 14th August, 2019. The remote e-voting will commence on Sunday, 18th August, 2019 (9:00 A.M.) and end on Wednesday, 21st August, 2019 (5:00 P.M.)**. The instructions for e-voting are mentioned in the said Notice.

Further, pursuant to Regulation 29 of the SEBI Listing Regulations, kindly note that the Company is also seeking shareholders' approval to enable raising of funds for an amount not exceeding Rs. 250 Crores (Rupees Two Hundred Fifty Crores only) or its equivalent in any other currency, by way of issuance of securities including through public offering/ private placement/ qualified institutional placement or otherwise, in terms of the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable guidelines/ provisions.

This is for your information and records please.

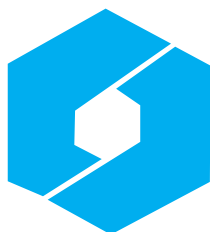
Thanking you,

Yours truly,
For **India Glycols Limited**


Ankur Jain
Head (Legal) & Company Secretary

Encl: A/a

**Thirty Fifth
Annual Report
2018-19**



India Glycols Limited

Forward-looking statement

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements-written and oral-that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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Corporate Information

Board of Directors

U.S. Bhartia	Chairman & Managing Director
Jayshree Bhartia	Director
Pradip Kumar Khaitan	Independent Director
Jitender Balakrishnan	Independent Director
Ravi Jhunjunwala	Independent Director
Jagmohan N. Kejriwal	Independent Director
Sajeve Deora (w.e.f. 1 st May, 2018)	Independent Director
Ashwini Kumar Sharma	Nominee Director
M.K. Rao	Executive Director

Audit Committee

Pradip Kumar Khaitan	Chairman
Ravi Jhunjunwala	Member
Jagmohan N. Kejriwal	Member
Sajeve Deora (w.e.f. 1 st May, 2018)	Member
M.K. Rao	Member

Stakeholders' Relationship Committee

Pradip Kumar Khaitan	Chairman
U.S. Bhartia	Member
Jagmohan N. Kejriwal	Member
Jitender Balakrishnan (w.e.f. 1 st May, 2018)	Member

Chief Executive Officer

Rakesh Bhartia

Chief Financial Officer

Anand Singhal

Company Secretary

Ankur Jain

Statutory Auditors

K. N. Gutgutia & Co., Chartered Accountants

Cost Auditors

R.J. Goel & Co., Cost Accountants

Bankers

State Bank of India
IDBI Bank Limited
Axis Bank Limited
Punjab National Bank
Union Bank of India

Registered Office

India Glycols Limited
CIN: L24111UR1983PLC009097
A-1, Industrial Area,
Bazpur Road, Kashipur -244 713
Distt. Udham Singh Nagar, Uttarakhand
Phone : +91-5947-269000/269500/275320
Fax : +91-5947-275315/269535
Website : www.indiaglycols.com
E-mail : compliance.officer@indiaglycols.com

Corporate Office

3A, Shakespeare Sarani,
Kolkata - 700 071

Head Office

Plot No. 2B, Sector-126, Noida - 201304
Distt. Gautam Budh Nagar,
Uttar Pradesh

Registrars & Transfer Agents

MCS Share Transfer Agent Limited
F-65, 1st Floor, Okhla Industrial Area, Phase-I
New Delhi - 110 020

Notice

Notice is hereby given that the Thirty Fifth Annual General Meeting (AGM) of the members of India Glycols Limited will be held on **Thursday, the 22nd day of August, 2019 at 11.00 A.M. at A-1, Industrial Area, Bazpur Road, Kashipur 244713, Distt. Udham Singh Nagar, Uttarakhand** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year 2018-19.
3. To appoint a Director in place of Shri M. K. Rao (DIN: 02168280), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration payable to M/s. R.J. Goel & Co., Cost Accountants (Registration No. 000026), appointed by the Board of Directors (the “Board”) to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020, amounting to ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) plus applicable tax and out-of-pocket expenses, if any, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and is hereby authorized to do all acts and take all such steps and give all directions as it may in its absolute discretion deem necessary, proper or expedient to give effect to this resolution.”

5. To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT further to the Resolution passed by the members at the 32nd Annual General Meeting held on 24th September, 2016, pursuant to provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder read with Schedule V of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or re-enactments thereof, for the time being in force), Article 127 of the Articles of Association of the Company and subject to approval of other

authorities, if required, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Shri U.S. Bhartia (DIN: 00063091), Chairman & Managing Director, for the remaining period of his current tenure of two years i.e. from 1st April, 2019 till 31st March 2021 as under:

a) **Salary:**

The Managing Director shall be paid a salary of ₹ 4.80 Crores p.a.

b) **Perquisites:**

In addition to the above, the Managing Director shall be entitled to the following perquisites which shall be evaluated as per Income Tax rules wherever applicable and in the absence of any such rule, perquisite shall be evaluated at actual cost, however, shall not exceed ₹ 30 lakhs p.a.:

- i) unfurnished residential accommodation;
- ii) furnishing of residence;
- iii) gas, electricity, water;
- iv) medical reimbursement – medical expenses on actuals for self and family;
- v) club fees for two clubs including admission and other fees;
- vi) leave travel concession once in a year for self and family to any place in India by Air/ Rail/Road as per Rules of the Company;
- vii) Mediclaim and Personal Accident Insurance;
- viii) Company’s car with driver for official and personal use;
- ix) Telephone facility at residence and mobile phone for business purposes;

c) **Others:**

Gratuity, Provident Fund and leave encashment as per Company’s rules.

d) **Commission:**

4% of the net profits of the Company for each financial year computed in a manner laid down in section 198 of the Act.

RESOLVED FURTHER THAT the aggregate of remuneration by way of salary, commission, perquisites and allowances etc. payable to Shri U.S. Bhartia may exceed the overall limits prescribed under Section 197 read with Schedule V of the Act and Listing Regulations or any amendment(s) thereto from time to time.

RESOLVED FURTHER THAT subject to the above, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, if deem appropriate may vary, alter, revise and/or increase the remuneration and other terms as specified above, from time to time, provided that such revision, variation or increase, as the case may be, agreed to by Shri U. S. Bhartia.

RESOLVED FURTHER THAT notwithstanding to the above, in the event of any loss or inadequacy of profits in any financial year, during the tenure of Shri U. S. Bhartia, the aforesaid remuneration shall be paid as the minimum remuneration subject to the necessary approvals, if any required under the Act and Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to enter into such agreement(s), deed(s) or any other documents with Shri U. S. Bhartia; to settle any question, difficulty or doubt that may arise in this regard and to do all such acts, deeds, matters and things, as they may in their absolute discretion, consider necessary, expedient or desirable in order to give effect to this Resolution or as otherwise considered necessary by them in the best interest of the Company.”

6. To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or re-enactments thereof, for the time being in force) and subject to approval of other authorities, if required, consent of the Members of the Company be and is hereby accorded for the payment of commission to the Non-Executive Directors and Independent Directors of the Company (other than the Managing Director and/or Whole-time Directors) for a period of five years commencing from 1st April 2019, as may be determined by the Board of Directors for each Non-Executive Director and Independent Director for each financial year and distributed between such Directors in such a manner as the Board of Directors may from time to time determine within the overall maximum limit of 1% (one percent) per annum or such other percentage as may be specified by the Act from time to time in this regard, of the net profits of the Company to be calculated in accordance with the provisions of Section 198 of the Act.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fee payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board, Committee(s) and other meetings.”

7. To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and

Qualification of Directors) Rules, 2014, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Pradip Kumar Khaitan (DIN: 00004821), who was appointed as an Independent Director and who holds office upto 30th September 2019 and has attained the age of 75 years, and being eligible and in respect of whom the Company has received the requisite notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from 1st October 2019 to 30th September 2024.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

8. To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Jagmohan N. Kejriwal (DIN: 00074012), who was appointed as an Independent Director and who holds office upto 30th September 2019 and has attained the age of 75 years and being eligible and in respect of whom the Company has received the requisite notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from 1st October 2019 to 30th September 2024.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

9. To consider and if thought fit to pass the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Ravi Jhunjhunwala (DIN: 00060972), who was appointed as an Independent Director and who holds office upto 30th September 2019 and being eligible and in respect of whom the Company has received the requisite notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from 1st October 2019 to 30th September 2024.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

10. To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Jitender Balakrishnan (DIN: 00028320), who was appointed as an Independent Director and who holds office upto 30th September 2019 and being eligible and in respect of whom the Company has received the requisite notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from 1st October 2019 to 30th September 2024 and to continue to hold such directorship post attaining the age of seventy five (75) years.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

11. To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 23, 41, 42, 62 and 71 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) [“the Act”], Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”), the Foreign Exchange Management Act, 1999 (“FEMA”), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and industry (“DIPP”), and the rules, regulations, guidelines, policies, notifications, circulars & clarifications issued/ to be issued by the Ministry of Finance (Department of Economic Affairs), Ministry of Corporate Affairs (“MCA”), Reserve Bank of India (“RBI”), Government of India, Registrar of Companies (“ROC”), Securities and Exchange Board of India (“SEBI”), Stock Exchanges and/or any other Regulatory / Statutory / Competent Authorities, whether in India or outside (hereinafter referred to as the “Appropriate Authorities”), from time to time and to the extent applicable, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions of the Appropriate Authorities and subject to such conditions and modifications, as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which shall include any Committee authorized for the purpose), approval of the Members of the Company be and is hereby accorded to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), in the course of one or more domestic or international offering(s), or a combination thereof, with or without Green Shoe option, including by way of a Qualified Institutional Placement (QIP) in accordance with Chapter VI of SEBI ICDR Regulations, to eligible investors [whether or not such investors are Members of the Company, or whether or not such investors are Indian or foreign, including Qualified Institutional Buyers (QIBs) as defined under SEBI ICDR Regulations such as mutual funds, venture capital funds, alternative investment funds and foreign venture capital investors registered with SEBI, foreign portfolio investor other than Category III, public financial institutions, scheduled commercial banks, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies, pension funds and provident funds, National Investment funds, Insurance funds, systematically important non-banking financial Companies], whether by way of a public offering or

by way of a private placement and whether by way of circulation of an offering circular or placement document or otherwise, securities including equity shares and/or instruments or securities convertible into equity shares of the Company, Global Depository Receipts and/or American Depository Receipts and/or convertible preference shares and/or convertible debentures or bonds (compulsorily and/ or optionally, fully and / or partly), and/or non-convertible debentures with warrants and/or securities with or without detachable / non-detachable warrants and / or warrants with a right exercisable by the warrant-holder to subscribe for equity shares and/or Foreign Currency Convertible Bonds (FCCBs) convertible into equity shares at the option of the Company or the holder(s) thereof (hereinafter referred to as "Securities"), up to an aggregate amount of ₹ 250.00 Crores (Rupees Two Hundred Fifty Crores Only) or its equivalent in any other currency, to be denominated in foreign currency or Indian rupees, as the case may be, which, at the option of the Company or the holders of the Securities may be surrendered for the purpose of cancellation against receipt of corresponding number of underlying equity shares of the Company, as the case may be, and such issue and allotment to be made, in one or more tranche(s), at such price or prices, at a discount or premium to market price or prices, as may be determined in accordance with relevant guidelines, for cash or otherwise, on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s), and/or other advisor(s) for such issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above and subject to all applicable laws, the aforesaid issue of Securities may have all or any terms or combination of terms as are provided in issue of securities of such nature internationally including terms relating to surrender of the Securities for the purposes of cancellation against receipt of the corresponding number of underlying equity shares and the Board be and is hereby authorized to enter into and execute all such arrangements/ agreements as the case may be with any lead managers, managers, underwriters, advisors, guarantors, depositories, custodians and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate all such agencies including the payment of commissions, brokerage, fees or the like, and also to seek the listing of such Securities in one or more stock exchanges outside India and the listing of equity shares underlying the Securities in one or more Stock Exchanges in India.

RESOLVED FURTHER THAT in the event of issue of Securities by way of Global Depository Receipts and / or American Depository Receipts or FCCBs, the relevant date on the basis of which price of

the resultant equity shares shall be determined as specified under applicable laws or regulations of the Appropriate Authorities, shall be the date of the meeting in which the Board decides to open the proposed issue of such Securities.

RESOLVED FURTHER THAT in the event of issue of Securities by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- (i) the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the issue of Equity Shares and in the event the QIP entails an issuance of Securities other than Equity Shares, the Relevant Date for the purpose of pricing shall be either the date of the meeting in which the Board decides to open the issue of securities or the date on which holders of Securities other than Equity Shares become eligible to apply for Equity Shares, as may be determined by the Board.
- (ii) the same shall be issued at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the "QIP Floor Price"). The Company may, however, in accordance with applicable laws, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the QIP Floor Price.
- (iii) the allotment of Securities shall be completed within 365 days (three hundred sixty five days) from the date of this resolution approving the proposed issue or such other time as may be allowed under the SEBI ICDR Regulations from time to time; and
- (iv) the Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT such of Share Warrants or FCCBs as are not subscribed, may be disposed off by the Board in its absolute discretion in such a manner, as the Board may deem fit and as permissible by law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and approve the offering circular / placement document for the proposed issue of the Securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/ or authorities as may, in the opinion of

such authorized person(s), be required from time to time, and to arrange for the submission of the offering circular / placement document, and any amendments and supplements thereto, with any applicable stock exchanges (whether in India or abroad), government and regulatory authorities, institutions or bodies, as may be required.

RESOLVED FURTHER THAT the Securities issued in foreign markets shall be treated to have been issued abroad and / or in the international market and/ or at the place of issue of the Securities in the international market and may be governed by applicable foreign laws.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution, the Equity Shares that may be issued (including issuance of the Equity Shares pursuant to conversion of any Securities, as the case may be in accordance with the terms of the offering) shall rank pari-passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the issue of the Securities and to give effect to these resolutions, including, without limitation, the following:

- (i) approve, adopt, modify, sign, execute, issue and file, wherever required all documents, agreements, undertakings, deeds, declarations etc. as may be necessary in connection with the issue of the Securities including the offer documents such as Red Herring Prospectus/Prospectus, listing application(s) with Registrar of Companies, SEBI, Stock Exchanges (whether in India or abroad) and other Appropriate Authorities;
- (ii) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the Securities;
- (iii) appoint/engage, enter into and execute arrangements / agreements with Lead Managers / Underwriters / Guarantors / Depository(ies) / Custodians / Lawyers / Payment & Collection Agents / Advisors / Banks / Trustees / Merchant Bankers / Practicing Chartered Accountant/ Practicing Cost Accountant/ Practicing Company Secretary and all such agencies as may be involved or concerned in such offering of securities and to remunerate all such Lead Managers, Underwriters, and all other Advisors and Agencies by way of commission, brokerage, fees, expenses incurred in relation to the issue of securities and other expenses, if any or the like.
- (iv) giving or authorizing the giving, by concerned persons, of such declarations, affidavits,

certificates, consents and authorities as may be required from time to time; and

- (v) settling any questions, difficulties or doubts that may arise in regard to any such issue or allotment of Securities as it may in its absolute discretion deem fit, to dispose of such securities that are not subscribed and utilisation of the issue proceeds in such manner as may be determined by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the terms of issue including identification and class of investors, time, securities to be offered, number of securities, series, tranches, issue price, tenor, interest rate, creation of mortgage/charge, premium/discount, listing or otherwise howsoever, as it may think fit, take such steps and to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including appointment of intermediaries and to sign and execute any deed(s)/document(s)/ undertaking(s)/ agreement(s)/ paper(s)/ underwriting(s)/ transaction document(s) and also to delegate all or any of the above powers, or as otherwise considered by the Board to be in the best interest of the Company as may be required to give effect to this resolution and settle all questions or difficulties that may arise in regard to such Issue 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."

**By order of the Board
For India Glycols Limited**

Place: Noida
Date : 21st May, 2019

**Ankur Jain
Company Secretary**

Registered Office:
A-1, Industrial Area, Bazpur Road,
Kashipur-244713, District Udham Singh Nagar,
Uttarakhand
CIN: L24111UR1983PLC009097
Telephone no: +91-5947-269000, 269500
Fax: +91-5947-275315 , 269535
Website: www.indiaglycols.com
e-mail: compliance.officer@indiaglycols.com

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/herself. The proxy need not be a member of the Company. The instrument of Proxy(ies), in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is enclosed.**

A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten percent) of the total share capital of the company carrying voting rights. A member holding more than 10% (Ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy of the relevant Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of the DP ID and Client ID/ Folio No. etc.
3. A Statement pursuant to section 102 of the Companies Act, 2013 ("the Act"), in respect of Special Business to be transacted at the AGM is annexed hereto and forms part of this Notice.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
5. Pursuant to the provisions of Section 91 of the Act and SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), the Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 16th August, 2019 to Thursday, 22nd August, 2019 (Both days inclusive)** for determining the entitlement of the shareholders for the purpose of payment of dividend for the financial year ended 31st March, 2019 and the AGM. The dividend of ₹ 6/- per equity share (@ 60%), as recommended by the Board of Directors, if declared at the AGM, will be paid/dispatched on or after **Tuesday, 27th August, 2019** as under:
 - To all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as on **Wednesday, 14th August, 2019**.
 - To all those shareholders holding shares in physical form, after giving effect to all the valid share transmission or transposition request lodged with the Company/Share Transfer Agent, M/s MCS Share Transfer Agent Limited ("RTA"), F-65, 1st Floor, Okhla Industrial Area Phase-I, New Delhi 110020 on or before **Wednesday, 14th August, 2019**.

Any query related to dividend should be directed to the RTA of the Company

6. As per the SEBI Listing Regulations, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment of dividend to the members. Where the dividend cannot be paid through electronic mode, the same will be paid by warrants with bank account details printed thereon. In case of non-availability of bank account details, address of the members will be printed on the warrants.
7. Members holding shares in electronic mode may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) by the members.
8. In pursuance to the provisions of Section 124 and 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, ('IEPF rules'), the Company has, during the financial year 2018-19, transferred the unpaid/unclaimed dividends declared pertaining to the financial year 2010-11 to the credit of the Investor Education and Protection Fund ('the IEPF') established by the Central Government. Further, pursuant to the applicable provisions, during the FY 2018-19, the Company has transferred all the equity shares to the IEPF Authority in respect of which dividend had remained unpaid/unclaimed for seven consecutive years or more as on the due date of transfer i.e. 26th October, 2018 after completing all the procedural formalities in this regard.

The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on the date of the previous AGM i.e. 4th August, 2018, on the website of the IEPF i.e. www.iepf.gov.in. These details along with details of shareholders whose shares were transferred to the IEPF authority have also been uploaded on the website of the company at https://www.indiaglycols.com/investors/investor_index.htm

Members may note that the due date of transfer of unclaimed/unpaid dividend for the FY 2011-12 and the concerned shares is 13th October, 2019. Therefore, Members who have not encashed the dividend warrants so far in respect of the aforesaid period(s), are requested to make their claim to the Company, well in advance of the above due date to avoid transferring the unpaid/unclaimed dividend and respective shares to the IEPF Authority. The Members may note that no claim shall lie against the Company in respect of said dividend(s) and shares, upon their transfer to IEPF.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them after complying with the procedure prescribed under the IEPF rules by visiting the weblink: <http://iepf.gov.in/IEPF/refund.html>. For any related information, RTA or the Company may also be contacted.

9. Shri M.K. Rao, Executive Director shall retire by rotation at the ensuing Annual General Meeting and is eligible for re-appointment as per Item No. 3 of this notice. His retirement and simultaneous re-appointment shall not affect his holding and continuing to hold the office of Whole-time Director in terms of his appointment. Shri M.K. Rao is interested in the ordinary business as set out in item No. 3 with regard to his re-appointment.

Details of the Director(s) retiring by rotation/seeking re-appointment at the 35th AGM in pursuance to Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standard- 2 of the ICSI are attached as Annexure to this notice and forms part of the explanatory statement.

10. As per Section 139 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, M/s K.N. Gutgutia & Co., Chartered Accountants (Registration No. 304153E) ["KNG"] were appointed as the Statutory Auditors of the Company with the approval of members at the 33rd Annual General Meeting (AGM) held on 1st September, 2017, for a period of 5 years to hold office till the conclusion of 38th AGM, subject to ratification of the appointment at every AGM, if required.

Pursuant to the amendments made to Section 139 of the Act by the Companies (Amendment) Act, 2017 effective from 7th May, 2018, the requirement of ratification of Statutory Auditor's appointment by the members, every year has been dispensed with. In view of the above, KNG shall continue as Statutory Auditors till the conclusion of 38th Annual General Meeting to be held in the year 2022. Hence, approval of the Members for the ratification of Auditor's appointment is not being sought at the 35th AGM.

The Company has received the consent letter and a certificate under Section 139 of the Act from KNG to the effect that continuation of their appointment shall be in accordance with the applicable provisions of the Act and the Rules made thereunder.

11. Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act will also be available for inspection at the AGM.

12. Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration)

Amendment Rules, 2015 and Regulation 44 of SEBI Listing Regulations, the Company is pleased to provide the Members facility to exercise their right to vote on resolutions proposed to be considered at the 35th AGM by electronics means and 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). Resolution(s) passed by Members through remote e-voting is/ are deemed to have been passed as if they have been passed at the AGM.

- 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 at the AGM.
- IV. **The remote e-voting period will commence on Sunday, 18th August, 2019 (9:00 A.M.) and end on Wednesday, 21st August, 2019 (5:00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Wednesday, 14th August, 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, he/she shall not be allowed to change it subsequently or cast the vote again.**
- V. Members can opt for only one mode of voting i.e. either by Ballot Form or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- VI. The process and manner for remote e-voting are as under:

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 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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.

- If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- If you are unable to retrieve or have not received the "initial password" or have forgotten your password :
 - Click on "**Forgot User Details/ Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - Members can also use the OTP (one Time Password) based login for casting the votes on the e-voting system of NSDL.
 - After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - 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?

- 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.
- 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.
- Select "EVEN" of **India Glycols Limited**.
- 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 "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

- (a) 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 ashish@asandco.net with a copy marked to evoting@nsdl.co.in.
- (b) 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.
- (c) 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.

VII. The voting rights of members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of Wednesday, 14th August, 2019. A person who is not a member as on the cut-off date should treat this office for information only.

VIII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of the AGM and holds shares as on the cut-off date Wednesday, 14th August, 2019, may obtain the User ID and password by sending a request at evoting@nsdl.co.in or to the RTA at admin@mcsregistrars.com.

com. 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.

- IX. 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 i.e. Wednesday, 14th August, 2019 only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- X. Shri Ashish Saxena (C.P. No. 7096) of Ashish Saxena & Co., Company Secretaries, having their office at A-32, Nyay Khand-I, Indrapuram, Ghaziabad-201014, Uttar Pradesh has been appointed as the Scrutinizer 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 AGM, 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 a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be submitted to the Chairman or a person authorized by him in writing, within 48 (forty eight) hours from the conclusion of the AGM, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results of the AGM shall be declared by the Chairman or person authorized or any one of the director of the Company after the AGM within the prescribed time limits.
- XIV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.indiaglycols.com and on the website of NSDL www.evoting.nsdl.com and the results shall also be immediately forwarded to the BSE Limited (BSE) and National Stock Exchange Limited (NSE).

13. MEMBERS ARE REQUESTED TO:

- A. Note that SEBI has mandated registration of Permanent Account Number (PAN) and bank accounts details such as bank account number, name of the bank and branch details, MICR code, IFSC code etc. of all security holders. Members

- holding shares in physical form are therefore, requested to submit their PAN and Bank account details to RTA /Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. Members holding shares in demat form are requested to submit the aforesaid information to their respective depository participant (DP).
- B. Immediately notify any change if any, of address, e-mail address, change of name, contact numbers, bank details, bank mandates, nominations, power of attorney etc. and their PAN to their DP with whom they maintain their demat account and to the RTA in respect of their holding in physical form.
- Non-resident Indian members are requested to immediately inform the RTA /respective DP, immediately of change in their residential status on return to India for permanent settlement and the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- C. Send their queries, if any, on the financial statements or on any agenda item proposed in the notice of AGM at least 10 days prior to the date of AGM at the Company's Head Office at Plot No. 2-B, Sector-126, Distt. Gautam Budh Nagar, Noida-201304, Uttar Pradesh, to enable the Company to collect the relevant information and make available at the AGM.
- D. Fill the attendance slip for attending the meeting and those who hold the shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the AGM.
- E. Note that SEBI vide its notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further amendment vide Notification No SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018, has mandated that requests for effecting transfer of securities (except in case of transmission or transposition of securities) of listed companies shall not be processed from 1st April, 2019 unless the securities are held in dematerialized form. Therefore, the Company/ RTA has stopped accepting any fresh request for transfer of shares in physical form w.e.f. 1st April, 2019. However, members can continue holding shares in physical form. Therefore, members are advised to dematerialize shares of the Company held by them in physical form.
- F. Note that relevant documents referred to in the Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the AGM and shall also be available for inspection at the AGM.
- G. Note that in terms of the provisions of Section 136 of the Act read with Rule 11 of the Companies (Accounts) Rules, 2014, service of notices/ documents to the members can be made through electronic mode. Members who have registered their e-mail IDs with depositories or with the Company/RTA are being sent this Notice along with the Annual Report of the Company with Attendance Slip and Proxy Form by e-mail. The Members who have not registered their e-mail address, the physical copies are being sent to them through any recognized mode of delivery as specified under Section 20 of the Act. The notice of the 35th AGM along with Annual Report of the Company, attendance slip and proxy form will also be available on the Company's website www.Indiaglycols.com under "Investor Relations" section.
- In order to receive faster communication and enable the Company to serve the members better and to promote the "Green Initiative", members are requested to register their e-mail address(es) and changes therein, from time to time, by directly sending the relevant e-mail address along with the details of name, address, Folio No., shares held:**
- i. **To the Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Limited at the address at Note No. 5 above for shares held in physical form and;**
 - ii. **In respect of shares held in demat mode, also provide DP ID/ Client ID with the above details and register the same with their respective Depository Participants.**
- Upon registration of the e-mail address(es), the Company proposes to send Notices, Annual Report and other documents/ communication to those Members via electronic mode/e-mail.
14. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
 15. As per the provisions of Section 72 of the Act, the facility for making nomination or cancellation/ variation in nomination already made is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 for making nomination and Form SH-14 for cancellation/ variation as the case may be. The said forms can be downloaded from the Company's website www.indiaglycols.com (under 'Investor Relations' section). Members holding shares in physical form may submit the same to RTA. Members holding shares in electronic form may submit the same to their respective depository participant(s).
 16. Route map showing directions to reach the venue of the Thirty Fifth AGM is annexed.
 17. No gifts/coupons will be distributed at the AGM.

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

The following statement sets out all the material facts related to the Special Businesses mentioned under item Nos. 4 to 11 of the Notice dated 21st May, 2019.

ITEM NO. 4

The Board of Directors (the "Board") of the Company on the recommendation of the Audit Committee, approved the appointment of M/s R.J. Goel & Co., Cost Accountants to conduct the audit of cost records of the Company for the financial year ending 31st March, 2020.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board has to be ratified by the members of the Company.

Accordingly, consent of the members is being sought by way of an ordinary resolution for ratification of the remuneration payable to the cost auditor for the financial year 2019-20.

None of the Directors / Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution at Item No. 4 of the Notice.

The Board recommends the resolution set out at Item no. 4 of this notice for approval of the members as an Ordinary Resolution.

ITEM NO. 5

Shri U. S. Bhartia was re-appointed as Chairman and Managing Director of the Company w.e.f. 1st April, 2016 for a period of 5 years. During that period, the Company was in losses, accordingly, in pursuance to the provisions of Section 197 and Schedule V of the Companies Act, 2013 ("the Act"), the Members at their Annual General Meeting held on 24th September, 2016 approved by way of a special resolution, an annual remuneration of Shri U. S. Bhartia for an amount of ₹ 2.67 Crores (excluding Commission not exceeding 4% of the Net Profits for each financial year) for a period of 3 years till 31st March, 2019 subject to the approval of Central Government. Pursuant to the provisions of Section 203 of the Act, Shri U. S. Bhartia is also a Key Managerial Personnel.

The Central Government vide their letter dated 26th December, 2017 bearing No. SRN G29878543/1/2016-CL-VII had granted its approval for payment of remuneration for a period of 3 years till financial year 31st March, 2019. Accordingly, payment of remuneration for the remaining period of Shri Bhartia's current tenure i.e. from 1st April, 2019 till 31st March, 2021 is to be approved.

The Ministry of Corporate Affairs vide its Notification dated 12th September 2018, notified the relevant provisions of the Companies (Amendment) Act, 2017 and Schedule V thereto. The amended provisions of Section 197 (3) of the Act read with Schedule V thereto allows a Company having losses or inadequate profits or otherwise to pay such amount as remuneration to its Managerial personnel, as it may deem fit, subject to the approval of members by way of a special resolution and compliance of certain conditions and disclosures as mentioned therein. Further, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 also requires approval of the members by Special Resolution for payment of fee or compensation to the executive directors who are promoters or members of promoter group.

Shri Bhartia, aged about 65 years (DOB: 13th December, 1953) is a Bachelor of Commerce with Honours from Calcutta University. Shri Bhartia was appointed as a Director and Managing Director of the Company w.e.f. 29th November, 1996 and is the Chairman of the Company since March, 2008. Shri Bhartia is involved in the day to day management of the Company and takes keen interest in all the on-going projects right from conception and planning till its execution and has been guiding the activities of the Company all through. Also, under his able guidance, the Company continues to de-risk its business and entered in liquor and nutraceutical business during recent times and both these businesses are doing well. Shri Bhartia holds 4,48,722 shares of the Company.

Considering Shri Bhartia's abilities, contribution in the growth of the Company, his present and future responsibilities, his previous remuneration paid, industry norms and his role in placing the Company in pre-eminent position in the Industry, the Board of Directors in its meeting held on 14th February, 2019, upon the recommendation of the Nomination and Remuneration Committee, subject to the approval of the members, approved the remuneration of Shri U.S. Bhartia as the Chairman and Managing Director of the Company for the remaining period of his current tenure of 2 years i.e. from 1st April, 2019 up to 31st March 2021 as set out in resolution no. 5 of this Notice.

Shri Bhartia is a Director on the Board of Hindustan Wires Ltd., Polylink Polymers (I) Ltd., the listed companies. He also serves as a Director on the Board of unlisted companies namely Lund & Blockley Pvt. Ltd., Kashipur Holdings Ltd., IGL Finance Ltd., JB Commercial Co. Pvt. Ltd., Facit Commosales Pvt. Ltd., Ajay Commercial Co. Pvt. Ltd., J. Boseck & Co. Pvt. Ltd., Supreet Vyapaar Pvt. Ltd., IGL Infrastructure Pvt. Ltd., JB Trustee Pvt. Ltd., PB

Trustee Pvt. Ltd., PJ Trustee Pvt. Ltd. and USB Trustee Pvt. Ltd. He is the member of Stakeholders' Relationship Committee and Chairman of the Finance Committee, CSR Committee, Risk Management Committee and Share Transfer Committee of the Company. Shri Bhartia is also a member of the Audit Committee and Nomination and Remuneration Committee of Hindustan Wires Ltd., Polylink Polymers (I) Ltd. and Kashipur Holdings Ltd. Further, he is a member of the Stakeholders' Relationship Committee of Polylink Polymers (I) Ltd. and Chairman of Stakeholders' Relationship Committee of Kashipur Holdings Ltd. During the FY 2018-19, Shri Bhartia attended all the meetings of the Board/Committee(s) of the Company.

With the continuous efforts of Shri Bhartia, the Company came out from the losses and is earning profits since FY 2016-17 and as on 31st March, 2019, the past accumulated losses pursuant to the provisions of Section 198 of the Act have been fully absorbed. The performance of the Company have improved in the recent past and it is expected to further strengthen in the coming years. However, due to unforeseeable fluctuation in the market and other uncontrollable reasons, there may be losses or inadequate profits in any of the future year(s) to pay managerial remuneration. In such an event, Shri U. S. Bhartia shall be entitled to minimum remuneration as provided in the resolution of item no. 5 of this notice. Accordingly, the information in pursuance to the provisions of Section II Part II of the Schedule V to the Act is as under:

I. GENERAL INFORMATION:

(i) Nature of Industry

India Glycols Limited is engaged in the manufacturing and marketing of Chemicals including specialty Chemicals, Ethyl Alcohol (Potable), Nutraceutical and herbal extraction, Natural Gum & its derivatives, Industrial Gases, etc. having an aggregate revenue of over 5,100 crores. The Company has the advantage of producing Chemicals through agro route (green route) while the other manufacturers are manufacturing through Petroleum. The Company has diversified its activities from MEG and EO derivatives to other specialty chemicals, Ethyl Alcohol (potable), Natural Gums and its derivatives, nutraceuticals and Herbal extractions and Industrial Gases.

India Glycols Limited is a growing industry in the current economic scenario due to inevitable demand of Pharmaceutical & Nutraceutical industries, Food industries, Textile industry, Automobile industry, and Potable segment. India Glycols Limited is leading manufacturer of Chemicals including Mono Ethyl Glycols (MEG), Ethoxylates and Glycols Ethers through Molasses route, which is most appreciable due to eco-friendly nature in all over world.

(ii) Date of commencement of commercial production

1st January, 1990.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not Applicable

(iv) Financial Performance based on given indicators

The relevant financial figures (Audited) for the last 5 years are as under:-

(Amount in ₹ crores)

Particulars	2014-15	2015-16	2016-17*	2017-18*	2018-19*
Paid-up share capital	30.96	30.96	30.96	30.96	30.96
Reserve and Surplus	424	396	815	910	1,043
Total Turnover including other income	2,601	2,329	3,590	4,165	5,133
Profit/(loss) before Depreciation and Tax	22	61	122	218	301
Depreciation and exceptional item	138	113	68	69	72
Profit/(loss) before Tax	(116)	(52)	54	149	229
Provision for Tax	(55)	(18)	9	51	81
Profit/(loss) after Tax	(61)	(34)	45	98	148

* as per Indian Accounting Standards.

(v) Foreign Investments or collaborators, if any: NIL

II. INFORMATION ABOUT THE APPOINTEE:

(a) Background Details

Shri U.S. Bhartia is having over 40 years of experience of managing various types of Industries. Shri U.S. Bhartia is associated with India Glycols Limited for over 22 years as Managing Director and involved in the day to day managerial activities of the Company. As is evident from his experience and industrialist background, Shri U.S. Bhartia is ideally suited to the nature of our Industry, the benefits of which, the Company has reaped over the years.

(b) Past Remuneration

During the last two years i.e. 2017-18 and 2018-19, Shri U.S. Bhartia was paid a remuneration of ₹ 2,70,64,000/- p.a. and ₹ 2,83,69,155/- p.a., respectively. Additionally, an amount of ₹ 63,00,000/- towards commission for FY 2018-19 will be paid after approval of financial statements by the shareholders at the ensuing Annual General Meeting.

(c) Recognition or Awards

He is renowned personality in the chemical industries and had immensely contributed to the nation in developing and introducing quality chemical including MEG and other speciality chemicals, Ethyl Alcohols, Natural Gums etc. Shri U. S. Bhartia was also conferred as Business Leader of the Year for the year 2013.

(d) Job Profile and his Suitability

Shri U.S. Bhartia is a commerce graduate with honours with over 40 years of experience of managing various types of Industries and is vested with substantial powers of management of the Company.

Under the able leadership of Shri U.S. Bhartia, the Company has grown from single product of Mono Ethylene Glycols at single plant at Kashipur to multi products including EOD, Glycols Ethers, Ethyl Alcohol (Potable), Natural Gums, Industrial Gases, Nutraceuticals Herbal Extraction, Sugar etc. at four different plant locations including Sugar plant at Saharanpur, Uttar Pradesh. The plant capacity of MEG and equivalent has been increased from 60 MT per day in the year 1996 to presently 1,20,000 MT per day. The Company's revenue has since been increased from ₹ 122 crores in the year 1996 to over ₹ 5,100 crores in the year 2018-19.

The Company is exporting its products in various countries around the globe and the Company has registered exports turnover of ₹ 858 crores in the year 2019. The Fixed Assets base has been increased from ₹ 156 crores in the year 1996 to ₹ 2,346 crores in the year 2019.

Under the diversification plan initiated by Shri U.S. Bhartia, the Company has also set up Ethyl Alcohol Division at its distilleries in Kashipur and Gorakhpur with an overall capacity of 725 KL per day and is among few Companies in the country having license of operations in and sale of Country Liquor and Indian Made Foreign Liquor (IMFL) in two states of Uttar Pradesh and Uttarakhand. The turnover of Ethyl Alcohol Division has increased from ₹ 67 Crores in the year 2006 to ₹ 2,125 crores in the year 2019.

The Company has also set up an Industrial Gases division producing Oxygen, Nitrogen and Argon with an overall capacity of 13000 NM³/h. The Company has also set up Carbon dioxide producing plant at Kashipur with a capacity of 160 MT/day.

The Company has also modified its existing Guar Gum Plant to produce value added derivatives

for Oil Field Industry, specialty derivatives for food & paper industry and Textile Industry. Further, the Company has set-up Power Alcohol plants at Kashipur and Gorakhpur units each with a capacity of 100 KL per day. Power Alcohol shall be made available to Oil Manufacturing companies for blending in Petrol as per Govt. Policy.

As a further step towards diversification plan initiated by Shri U. S. Bhartia, Company has set up an Ennature Bio-pharma division. The Company has taken 47 acres land on lease from Uttarakhand government, where it is growing a wide variety of medicinal plants etc. The Company has also set up a Supercritical Fluid Extraction facility (SCFE) at Dehradun, which is cGMP compliance. The unit is being used for extraction of Dietary Food supplements, Natural Colors, Health care fruits & vegetables, Herbal Extracts, Fruit flavors & fragrances & Spice flavors & extracts. Future thrust is to become supplier of more refined natural active pharmaceutical ingredients (API) & intermediates to pharmaceutical & natural health product industries. All these are very high value added products.

All the four plants of the Company are being controlled from the head office at NOIDA, U.P. under the supervision, guidance and direction of Shri U. S. Bhartia, who takes keen interest in various on-going projects conception, planning and execution and has been guiding the activities of the Company all through. Since various projects of the Company are in the advanced stage of completion, Shri U. S. Bhartia's guidance and direction would continue to be of great asset and advantage to the Company.

The work profile of Shri U.S. Bhartia has increased a lot due to the capacity increase, establishment of new plants at different locations, diversification of activities into new areas of operations etc.

(e) Remuneration Proposed

As mentioned in the Resolution proposed at Item No. 5 of the Notice.

(f) Comparative remuneration Profile with respect to industry, size of the Company, profile of the position and person

The prevalent levels of remuneration in manufacturing industries, in general and the industry in particular are higher. Taking into account the turnover of the Company and responsibilities of Shri U.S. Bhartia, the proposed remuneration is reasonable and in line with the

remuneration levels in the Industry, across the country and befits his position.

(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Shri U.S. Bhartia is one of the Promoters of the Company and has been instrumental in bringing significant growth in the volume of its business since inception. He is not related to any other Director, Manager and other Key Managerial Personnel of the Company except Smt. Jayshree Bhartia, director belonging to Promoter group and who is related as Spouse.

III. OTHER INFORMATION:

(a) Reasons of loss or inadequacy of Profits

With various cost reduction measures taken by the management under guidance of Shri U.S. Bhartia during past some time, the Company has come out of losses and is consistently earning profits for the last 3 FY's i.e. 2016-17, 2017-18 and 2018-19. Also, the Company has profits under Section 198 of the Act as the past accumulated losses has been fully absorbed as on 31st March, 2019.

However, as the proposed remuneration payable to the Chairman and Managing Director being the minimum remuneration even in case of losses or inadequacy of profits, the same may exceed the limits prescribed under Section 197 and Schedule V of the Act and in such scenerio profits of the Company may be inadequate to such extent.

(b) Steps taken or proposed to be taken for improvement

Under the current challenging business environment, the Company is making all possible efforts to increase the turnover, managing costs, improve productivity, planning and management. The Company also continuously takes measures towards improvement in internal efficiencies. The Company continues to de-risk its business and entered in liquor and nutraceutical business during recent times and both these businesses are doing well. In furtherance to this, the Company has set-up Power Alcohol plants at Kashipur and Gorakhpur units each with capacity of 100 KL per day. The Company is continuously striving for exploring new markets and launching new products in its liquor business.

With various cost reduction measures taken by the management during past some time, the Company has come out from the losses and under the current scenario, the outlook remains optimistic in the near term.

(c) Expected increase in productivity and profits in measurable terms

The Company expects increase in the turnover in the quantum and endeavor remains to improve the bottom line.

The Company has not made any default in repayment of dues to any bank or public financial institution or any other secured creditor.

The above may be treated as an abstract and written memorandum setting out the terms of remuneration of Shri U. S. Bhartia under Section 190 of the Act.

Accordingly, approval of the Members is sought by way of special resolution for the payment of remuneration to Shri U.S. Bhartia for the remaining period of his current tenure of 2 years i.e. from 1st April, 2019 upto 31st March, 2021.

Copy of relevant documents including the memorandum(s) setting out the terms of remuneration are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturday, during business hours up to the date of Annual General Meeting and shall also be available at the Meeting.

Shri U.S. Bhartia and Smt. Jayshree Bhartia are interested in the resolution set out at Item No. 5 of this Notice. Also, the relatives of both of them may be deemed to be interested in the same to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at item no. 5 of this notice for approval of the members as a Special Resolution.

ITEM NO. 6

Pursuant to the provisions of Section 197, 198 and Schedule V of the Companies Act, 2013 ("the Act"), the Non-Executive Directors of the Company may receive remuneration by way of commission every year in such manner as may be decided by the Board of Directors ("the Board"), not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act and such payment shall be made out of the profits of the Company.

The members of the Company at their 30th AGM held on 20th September, 2014 approved by way of a Special Resolution under Section 197 of the Act, the payment of remuneration by way of commission to the Non-Executive Directors of the Company, of a sum not exceeding one percent per annum of the net profits of the Company, subject to the availability of profits calculated in accordance with the provisions of Section 198 of the Act, for a period of five years commencing from 1st April, 2014 and the said approval is valid upto the profits earned till FY 2018-19.

Pursuant to provisions of the Sections 149, 197 and other relevant provisions of the Act and considering the roles and responsibilities of the Non-Executive and Independent Directors, the Board of Directors (“the Board”) at their meeting of 21st May 2019 on the recommendation of Nomination and Remuneration Committee has recommended the remuneration by way of Commission to such Directors (apart from the Managing Director and Whole-time Directors) to be paid, for each of the five consecutive financial years commencing 1st April, 2019, at a rate not exceeding one percent per annum of the net profits of the Company or such other percentage as may be specified by the Act and other applicable laws, from time to time in this regard, subject to the availability of the profits calculated in accordance with the provisions of Section 198 of the Act. This remuneration will be distributed amongst all or some of these Directors in accordance with the directions given by the Board on the recommendation of the Nomination and Remuneration Committee.

This remuneration shall be in addition to fee payable to the Directors for attending the meetings of the Board or Committee(s) thereof or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

Accordingly, approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Act, for payment of remuneration by way of commission to the Directors of the Company other than the Managing Director and the Whole-time Directors, for a period of five years commencing from 1st April, 2019 as set out in the Resolution at item No. 6 of the Notice of the AGM.

Additional information in respect of the Non-Executive Directors, pursuant to the Secretarial Standard on General Meetings, are attached as Annexure and forms part of this notice.

Save and except all the non-executive directors of the Company and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested financially or otherwise in the resolution set out at Item No. 6 of the notice.

The Board of Directors recommends the resolution set out at item No. 6 of this notice for approval of the members as a Special Resolution.

ITEM NOS. 7, 8, 9 AND 10

The Members of the Company in the Annual General Meeting held on 20th September, 2014 appointed Shri Pradip Kumar Khaitan (DIN: 00004821), Shri Jagmohan N. Kejriwal (DIN: 00074012), Shri Ravi Jhunjunwala (DIN: 00060972) and Shri Jitender Balakrishnan (DIN: 00028320) as Independent Directors of the Company to hold office for five consecutive year w.e.f. 1st October 2014. Further, in pursuance to the provisions of Regulation 17(1A) of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), continuation of appointment of Shri Pradip Kumar Khaitan and Shri Jagmohan N. Kejriwal who has attained the age of 75 (seventy five) years was also approved by the Members in their 34th Annual General Meeting held on 4th August, 2018 by way of special resolution. All the above Independent Directors will complete their first term on 30th September, 2019.

Pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the ‘Act’”) and SEBI Listing Regulations, the Board of Directors (“the Board”) in their meeting held on 21st May 2019, on the recommendations of the Nomination and Remuneration Committee (“NRC”) and on the basis of report of performance evaluation, has recommended the re-appointment of Shri Pradip Kumar Khaitan, Shri Jagmohan N. Kejriwal, Shri Ravi Jhunjunwala and Shri Jitender Balakrishnan, as Independent Directors, not liable to retire by rotation, for a second term of five years i.e. from 1st October 2019 to 30th September 2024, subject to the approval of the Members.

The NRC and the Board are of the view that given the knowledge, enriched experience and performance of Shri Pradip Kumar Khaitan, Shri Jagmohan N. Kejriwal, Shri Ravi Jhunjunwala and Shri Jitender Balakrishnan, their continued association with the Company as Independent Directors would be of immense benefit to the Company. Also, in the best interest of the Company, it is desirable to continue to avail their services. Their presence on the Board of the Company adds more value to the deliberations at the Committee and Board meetings. Further, their association supports a good balance in the composition of the Board.

In terms of Section 160 of the Companies Act, 2013, the Company has received notices in writing proposing the candidature of Shri Pradip Kumar Khaitan, Shri Jagmohan N. Kejriwal, Shri Ravi Jhunjunwala and Shri Jitender Balakrishnan. Further, all these Directors fulfill all conditions specified by applicable laws for the position of an Independent Director of the Company and also have given a declaration that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. It has also been confirmed by each of them that they are not disqualified from being appointed as Director under Section 164 of the Act and along with a declaration that they have not been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI or Ministry of Corporate Affairs or any such statutory authority and the Company has also obtained a certificate from a practicing Company Secretary.

In the opinion of the Board, Shri Pradip Kumar Khaitan, Shri Jagmohan N. Kejriwal, Shri Ravi Jhunjunwala

and Shri Jitender Balakrishnan fulfils the conditions for their re-appointment as an Independent Director for the second term as specified in the Act and the SEBI Listing Regulations and are independent of the management and possesses appropriate skills, experience and knowledge.

Consent of the Members by way of Special Resolution is required for re-appointment of Shri Pradip Kumar Khaitan, Shri Jagmohan N. Kejriwal, Shri Ravi Jhunjunwala and Shri Jitender Balakrishnan, in terms of Section 149 of the Act for a second terms of Five years i.e. 1st October, 2019 to 30th September, 2024. Further, pursuant to Regulation 17 of the SEBI Listing Regulations, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. Shri Pradip Kumar Khaitan and Shri Jagmohan N. Kejriwal has already attained the age of 75 years. Whereas, during the proposed term of re-appointment, Shri Jitender Balakrishnan will attain the age of 75 years on 8th May, 2024. The Special Resolution under Item No 10, once passed, shall also be deemed as your approval under the SEBI Listing Regulations for continuation of Shri Jitender Balakrishnan as Independent Director beyond the age of seventy five years.

Copy of the draft letter of appointment of the proposed appointees as Independent Directors setting out terms and conditions are open for inspection by the Members at the Registered Office of the Company on all working day, except Saturday during business hours.

Shri Pradip Kumar Khaitan, Shri Jagmohan N. Kejriwal, Shri Ravi Jhunjunwala and Shri Jitender Balakrishnan are interested in their respective resolutions as set out at item Nos. 7, 8, 9 and 10 of this Notice with regard to their re-appointments. Further, their relatives may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/ Key managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7, 8, 9 and 10.

The details of Shri Pradip Kumar Khaitan, Shri Jagmohan N. Kejriwal, Shri Ravi Jhunjunwala and Shri Jitender Balakrishnan pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI are attached as Annexure 4 and forms part of this notice.

The Board recommends the resolution set out at item nos. 7, 8, 9 and 10 of this notice for approval of the members as Special Resolution(s).

ITEM NO. 11

The growth plans of the Company envisage promotion of Green technology based Chemicals and expansion in other areas of operation. These projects will necessitate external infusion of funds at different points of time in the future.

With a view to raise long term finance as well as meeting Company's fund requirements for expansion, capital expenditure, general corporate purposes and for other expenditures as permitted under the prevailing guidelines in this regard, the Company proposes to raise funds through issue of Equity Shares and/or instruments or securities convertible into equity shares of the Company such as Global Depository Receipts and/or American Depository Receipts and/ or convertible preference shares and/or convertible debentures or bonds (compulsorily and/or optionally, fully and/or partly), and/ or non-convertible debentures with warrants and/or securities with or without detachable / non-detachable warrants and/ or warrants with a right exercisable by the warrant-holder to subscribe for equity shares and/or Foreign Currency Convertible Bonds (FCCBs) convertible into equity shares at the option of the Company or the holder(s) thereof, (the "Securities"), including by way of a Qualified Institutions Placement ("QIP") in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement 2018) ("SEBI ICDR Regulations") in one or more tranches, up to an aggregate amount of ₹ 250.00 Crores (Rupees Two Hundred Fifty Crores) or its equivalent in any other currency on the terms and conditions as stated in Resolution no. 11 of this Notice.

The above issue would be subject to the approval of the Government of India (GOI), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and other authorities concerned, wherever applicable.

The pricing of the equity shares to be issued pursuant to the resolution to be approved at the Meeting upon exercise of the option of conversion of the FCCBs will be in accordance with the prescribed guidelines under Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 as amended as also in accordance with the terms of offering.

These FCCBs may be listed on Stock Exchange(s), abroad, as may be deemed fit by the Board. The equity shares issued and allotted upon exercise of the option available on the FCCBs shall be listed on the Stock Exchanges in India where the Company's securities are listed.

This resolution is proposed as an enabling resolution to authorize the Board of Director ("the Board") including any Committee thereof to raise long term funds as well as meeting Company's fund requirements for expansion, capital expenditure, general corporate purposes and for other expenditures as the Board may decide and as permitted under the prevailing guidelines in this regard and shall be utilised for permitted business purpose as may be decided by the Board of Directors. This resolution

also gives adequate flexibility in respect of working out the modalities of issue as also to issue including QIP or FCCBs in such tranches, at such times as the Board may in its absolute discretion deem fit to any eligible person, including Qualified Institutional Buyers (“QIBs”) as defined under the SEBI ICDR Regulations in accordance with Chapter VI of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, insurance companies, non-resident Indians, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not as may be decided by the Board.

Further, if any issue of securities is made by way of QIP, the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The “Relevant Date” for this purpose will be the date of the meeting in which the Board decides to open the issue of Equity Shares and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the issue of same or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board.

Pursuant to the provisions of Sections 41, 42, 62 and 71 of the Companies Act, 2013, SEBI ICDR Regulations read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing

Regulations”), a Company proposing to issue Securities to persons other than the existing members required to obtain the approval of the members by way of a Special Resolution.

As the Securities may be offered to the persons other than the existing members, it is proposed to obtain the approval of members by way of a special resolution in pursuance to the provisions of Section 62 and other applicable provisions, if any, of the Companies act, 2013, SEBI ICDR Regulations and SEBI Listing Regulations.

The Directors or Key managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in resolution at item no. 11 of the Notice to the extent of securities that may be subscribed by the entities in which they are directors or members.

The Board recommends the resolution set out at item No. 11 of this Notice for approval of the Members as a Special Resolution.

**By order of the Board
India Glycols Limited**

**Ankur Jain
Company Secretary**

Place: Noida

Date : 21st May, 2019

Registered Office:

A-1, Industrial Area, Bazpur Road,
Kashipur-244713, District Udham Singh Nagar,
Uttarakhand

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Annexure to the AGM Notice dated 21st May, 2019

Details of Director(s) retiring by rotation/ seeking re-appointment at the 35th Annual General Meeting and Non-Executive Directors in pursuance to the Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard- 2 of ICSI.

Name of Director	Shri Pradip Kumar Khaitan (DIN: 00004821)	Shri Jagmohan N. Kejriwal (DIN: 00074012)	Shri Ravi Jhunjhunwala (DIN: 00060972)	Shri Jitender Balakrishnan (DIN: 00028320)	Shri M. K. Rao (DIN: 02168280)	Smt. Jaysree Bhartia (DIN: 00063018)	Shri Sajeve Deora (DIN: 00003305)	Shri Ashwini Kumar Sharma (DIN: 00157371)	
Age (Date of Birth)	78 years (25/03/1941)	79 years (15/07/1939)	63 years (28/10/1955)	70 years (08/05/1949)	61 years (30/11/1957)	62 years (09/09/1956)	59 Years (27/12/1959)	71 years (19/11/1947)	
Date of First Appointment on the board	29/11/1996	28/05/1999	26/10/2009	13/08/2010	01/05/2008	28/05/1999	01/05/2018	09/11/2017*	
Qualifications	Bachelor of Commerce, LL.B. from University of Calcutta.	Bachelor of Commerce and Bachelors of Science in Economics.	Bachelor of Commerce (Hons.) and Masters in Business Administration (Corp. Finance) from the Centre D'études Industrielles (CEI), Geneva.	BE (Mechanical) from National Institute of Technology (NIT), Madras University and a Post Graduate Diploma in Industrial Management from Bombay University.	B.Tech. (Chemical Engineering) from Andhra University College of Engineering and M.Tech. (Chemical Plant Design) from IIT, Madras.	Bachelor of Arts from the University of Calcutta	Graduate in Commerce (Honors), fellow member of the Institute of Chartered Accountants of India and an Insolvency Professional registered with Insolvency and Bankruptcy Board of India.	M.Sc. (Physics), CAIIB	
Experience and Expertise in Specific functional Area/ Brief Resume	Shri Pradip Kumar Khaitan is the senior partner of M/s Khaitan & Co., and is widely regarded amongst the most influential legal practitioners in India. With over 50 years of experience, Shri Khaitan has advised on a wide range of transactions. Shri Khaitan's practice includes advising domestic business houses and International Corporations, Banks, Development Agencies and Governments on all aspects of commercial and corporate laws, Taxation, Joint Ventures, IPOs, Mergers & demergers, corporate governance, restructuring and insolvency issues. He regularly advises on strategic decisions and sensitive commercial and legal issues. He is also an Attorney-at-Law (Bell Chambers Gold Medalist) and has professional affiliations with Bar Council of India, West Bengal, Incorporated Law Society, Kolkata and Indian Council of Arbitration, New Delhi.	Shri Jagmohan N. Kejriwal is an Industrialist and has over 47 years' experience in managing business enterprise. He is the founder promoter of Dynatron (P) Ltd.	Shri Ravi Jhunjhunwala, is the Chairman, Managing Director and CEO of HEG Limited, which is one of the entities of the LNJ Bhiwara Group. LNJ Bhiwara Group is a diversified conglomerate with interests in Textiles, Graphite Electrodes, Power and IT enabled services. He serves as Director on Board of various Companies.	Shri Jitender Balakrishnan is a former Deputy Managing Director of IDBI Bank Ltd. He has over 47 years of experience. During his tenure with IDBI Bank Ltd., he has held various positions and has obtained experience in various areas of Banking and Financial Services. After holding the post of Executive Director of IDBI Bank in July 2004, he was promoted as Deputy Managing Director of IDBI Bank Ltd. in March 2006. He also has relevant and adequate capital market experience to be a Designated Director of a Company on the Stock Exchange, as required under the Stock Exchange rules and regulations.	Shri M.K. Rao is having an experience of more than 31 years of Plant operations, maintenance of projects execution. Shri M.K. Rao had joined the Company in the year 1988 as Dy. Manager (Technical Services) and rose to the level of Sr. Vice President and Plant Head in the year 2005. Shri Rao has led the team of processing engineers in developing engineering packages for various expansions, process improvement schemes and cost effective energy conservation schemes. Shri Rao is involved in the day to day management of the Manufacturing Plant at Kashipur and various on-going projects with regard to conception, planning and execution thereof and has been guiding the activities all through. Shri Rao is also the Occuper of the manufacturing facilities of the Company at Kashipur, Gorakhpur and Dehradun under the Factories Act, 1948.	Shri Deora is having rich and diversified experience of over 35 years as an Advisor for Restructuring and turnaround of Business and Debt. Making Representations before Regulatory Authorities & Tribunals in matters pertaining to Corporate & Economic Legislations, Advising & Implementing plans for Business Development & Consolidation, and Acquisition / Divesting / Takeover of Business and Real Estate Securing Financing / Refinancing Arrangements. He also holds experience in providing Audit and Assurance Services, and Advising Businesses on Inbound & Outbound Investments and Divestments.	Shri Jaysree Bhartia holds Bachelor's degree in Arts from the University of Calcutta. Bhartia is a business woman and is holding position of Director in various Companies. Smt. Bhartia also has keen interest in Social work activities and is associated with various renowned Social welfare organizations.	Shri Deora is having rich and diversified experience of over 35 years as an Advisor for Restructuring and turnaround of Business and Debt. Making Representations before Regulatory Authorities & Tribunals in matters pertaining to Corporate & Economic Legislations, Advising & Implementing plans for Business Development & Consolidation, and Acquisition / Divesting / Takeover of Business and Real Estate Securing Financing / Refinancing Arrangements. He also holds experience in providing Audit and Assurance Services, and Advising Businesses on Inbound & Outbound Investments and Divestments.	Shri Ashwini Kumar Sharma is a Retired Dy. Managing Director of State Bank of India and is currently working as an Independent Consultant.

Name of Director	Shri Pradip Kumar Khaitan (DIN: 00004821)	Shri Jagmohan N. Kejriwal (DIN: 00074012)	Shri Ravi Jhunjhunwala (DIN: 00069572)	Shri Jitender Balakrishnan (DIN: 00028320)	Shri M. K. Rao (DIN: 02166280)	Smt. Jayshree Bhartiya (DIN: 00063016)	Shri Sajeev Deora (DIN: 00003305)	Shri Ashwini Kumar Sharma (DIN: 00157371)
Terms and Conditions of appointment/ re-appointment	As per the resolution at item no. 7 of this Notice read with explanatory statement, Shri Pradip Kumar Khaitan is proposed to be re-appointed as an Independent Director for a second term of 5 consecutive years.	As per the resolution at item no. 8 of this Notice read with explanatory statement, Shri Jagmohan N. Kejriwal is proposed to be re-appointed as an Independent Director for a second term of 5 consecutive years.	As per the resolution at item no. 9 of this Notice read with explanatory statement, Shri Ravi Jhunjhunwala is proposed to be re-appointed as an Independent Director for a second term of 5 consecutive years.	As per the resolution at item no. 10 of this Notice read with explanatory statement, Shri Jitender Balakrishnan is proposed to be re-appointed as an Independent Director for a second term of 5 consecutive years.	As per the resolution at item no. 3 of the Notice convening this Meeting read with explanatory statement thereto, Shri M. K. Rao is retiring by rotation and is proposed to be re-appointed as Director liable to retire by rotation.	As per the resolution passed by the shareholders at the Annual General Meeting held on 18 th September, 1999, Smt. Jayshree Bhartiya was appointed as Director, liable to retire by rotation.	As per the resolution passed at the 34 th Annual General Meeting dated 4 th August 2018, Shri Sajeev Deora was appointed as an Independent Director for a period of 5 consecutive years.	As per the resolution passed at the Board Meeting dated 9 th November, 2017, Shri Ashwini Kumar Sharma was appointed as a Nominee Director of State Bank of India, Lead Lender of the Company, till 31.08.2019.
Directorships of other Companies	Listed Companies: 1. CESC Limited 2. Dhunseri Ventures Limited 3. Electrosteel Castings Limited 4. Enamri Limited 5. Firssource Solutions Limited 6. Graphite India Limited 7. Daimia Bharat Limited (erstwhile Odisha Cement Limited) Unlisted Companies: 8. Woodlands Multiplespecialty Hospital Limited	Listed Companies: 1. Dynatron Private Limited 2. Sunshine Fitness Private Limited	Listed Companies: 1. HEG Limited 2. RSWM Limited 3. Mazal Overseas Limited 4. BSL Limited 5. JK Lakshmi Cement Limited Unlisted Companies: 6. BMD Private Limited 7. RLJ Family Trustee Private Limited 8. SKLNU Family Trustee Private Limited 9. RANDR Trustee Private Limited 10. RRJ Family Trustee Private Limited 11. Bhilwara Energy Limited 12. AD Hydro Power Limited 13. Malana Power Company Limited	Listed Companies: 1. Usha Martin Limited 2. Polypex Corporation Limited 3. Sarda Energy & Minerals Limited 4. Bharti Infratel Limited 5. CG Power and Industrial Solutions Limited Unlisted Companies: 6. Bharti AXA Life Insurance Co Limited 7. Bharti AXA General Insurance Co Limited 8. Bhoruka Power Corporation Limited 9. Aditya Birla Finance Limited	Nil	Unlisted Companies: 1. IGI Finance Limited 2. Kashipur Holdings Limited 3. Alay Commercial Co. Private Limited 4. Fact Composites Private Limited 5. IGI Infrastructure Private Limited 6. J. Boseck & Co. Private Limited 7. JB Commercial Co. Private Limited 8. JB Trustee Private Limited 9. Lund & Blockley Private Limited 10. PB Trustee Private Limited 11. PJ Trustee Private Limited 12. Supreet Vyapaar Private Limited 13. USB Trustee Private Limited	Listed Companies: 1. Integrated Capital Services Limited Unlisted Companies: 2. Vippy Industries Limited 3. Greenway Advisors Private Limited 4. Green Infra Profiles Private Limited.	Unlisted Companies: 1. SBI Cards and Payment Services Private Limited
Committee membership(s)/ Chairmanship(s) of other Companies	Listed Companies: 1. CESC Limited –Nomination and Remuneration Committee (Member), Finance & Forex Committee (Member), Project Management Committee (Member), Risk Management Committee (Chairman), Restructuring Committee (Member) 2. Dalmia Bharat Limited – Audit cum Risk Management Committee (Member), Nomination & Remuneration Committee (Member), Group Governance Committee (Member) 3. Dhunseri Ventures Limited – Nomination and Remuneration Committee (Member), Corporate Social Responsibility Committee (Chairman)	Nil	Listed Companies: 1. HEG Limited- Stakeholders' Relationship Committee (Member), Risk Management Committee (Chairman) 2. BSL Limited- Stakeholders' Relationship Committee (Member) 3. JK Lakshmi Cement Limited - Audit Committee (Member) & Nomination & Remuneration Committee (Member) Unlisted Companies: 4. Bhilwara Energy Limited- Nomination & Remuneration Committee (Member) 5. AD Hydro Power Limited- Audit Committee (Chairman) & Nomination & Remuneration Committee (Chairman)	Listed Companies: 1. Usha Martin Limited- Audit Committee (Chairman), Nomination and Remuneration Committee (Chairman) 2. Polypex Corporation Limited- Audit Committee (Member), Nomination and Remuneration Committee (Member) 3. Sarda Energy & Minerals Limited- Stakeholders' Relationship Committee (Chairman) & Nomination and Remuneration Committee (Member) 4. Bharti Infratel Limited- Audit Committee (Member) 5. CG Power and Industrial Solutions Limited- Audit Committee (Chairman), Nomination and Remuneration Committee (Member)	Nil	Unlisted Companies: 1. Kashipur Holdings Limited – Stakeholders' Relationship Committee (Member)	Listed Companies: 1. Integrated Capital Services Limited - Audit Committee (Member) Unlisted Companies: 2. Vippy Industries Limited- Audit Committee (Chairman), CSR Committee (Chairman), Nomination & Remuneration Committee (Member)	Unlisted Companies: 1. SBI Cards and Payment Services Private Limited- Nomination & Remuneration Committee (Member)

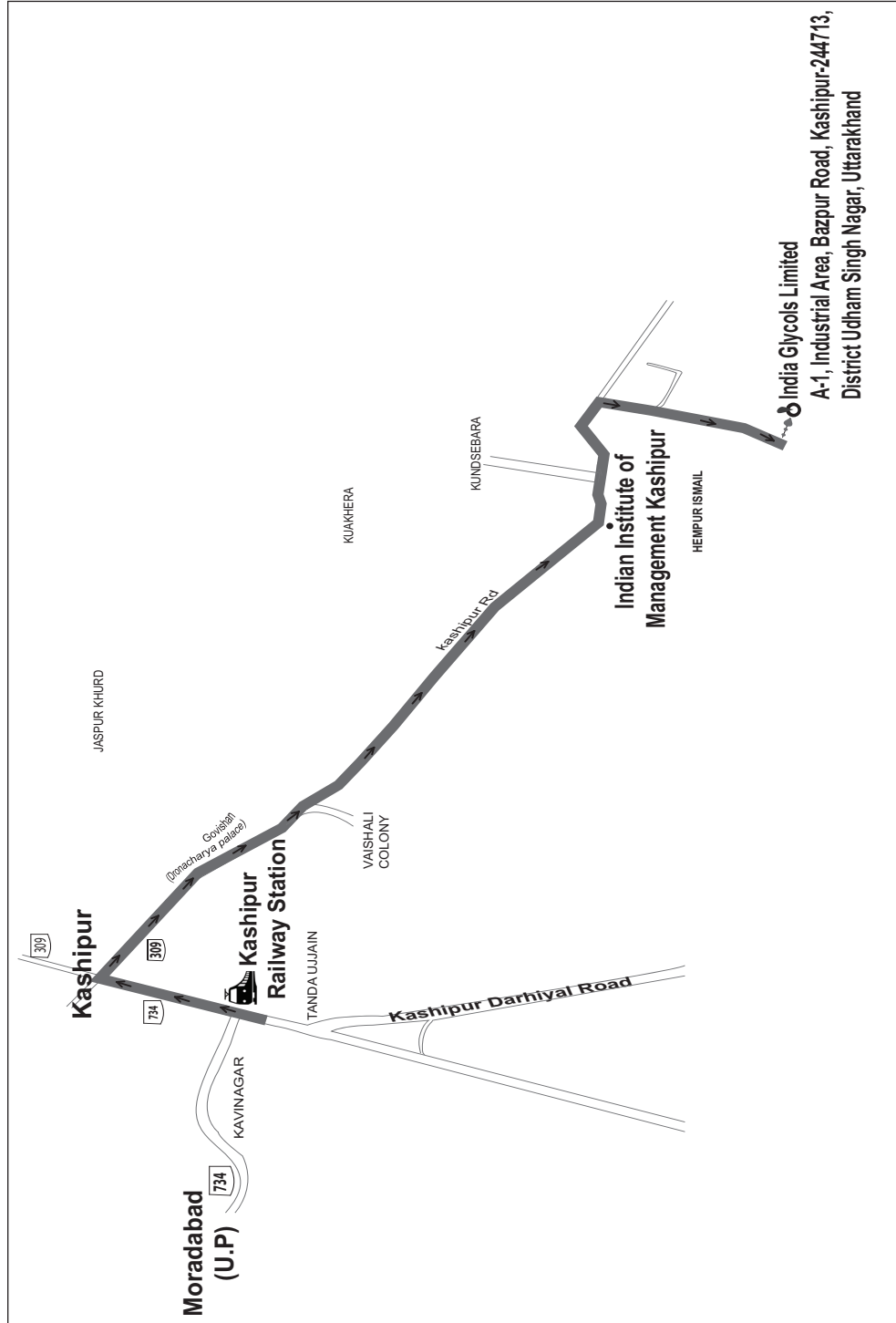
Name of Director	Shri Pradij Kumar Khaitan (DIN: 00004821)	Shri Jagmohan N. Kejriwal (DIN: 00074012)	Shri Ravi Jhunjhunwala (DIN: 00060972)	Shri Jitender Batakrishnan (DIN: 00028320)	Shri M. K. Rao (DIN: 02168280)	Smt. Jaysree Bhartia (DIN: 00063018)	Shri Sajeev Deora (DIN: 00003305)	Shri Ashwini Kumar Sharma (DIN: 00157371)
	4. Electrosteel Castings Limited - Audit Committee (Member), Nomination & Remuneration Committee (Member), Corporate Social Responsibility Committee (Member) 5. Graphite India Limited - Stakeholders Relationship Committee (Member), Nomination and Remuneration Committee (Chairman), Committee for Borrowings (Member) 6. Woodlands Multispecialty Hospitals Limited - Share Allotment Committee (Chairman), Audit Committee (Member), Nomination and Remuneration Committee (Member)			Unlisted Companies: 6. Bharti AXA Life Insurance Co Limited- Policy Holders' Protection Committee (Chairman), Audit Committee (Member), Nomination and Remuneration Committee (Member) & With Profit Committee (Member) 7. Bharti AXA General Insurance Co Limited- Policy Holders' Protection Committee (Chairman), Audit Committee (Member) & Nomination and Remuneration Committee (Member) 8. Aditya Birla Finance Limited - Risk Committee (Chairman) & Nomination and Remuneration Committee (Member)				
Shareholding in the Company as on 31 st March, 2019	Nil	Nil	Nil	Nil	Nil	2.29.003	Nil	Nil
Details of Interest Relationship with Directors/ Key Managerial Personnel	Nil	Nil	Nil	Nil	Nil	Shri Uma Shankar Bhartia, Chairman and Managing Director, is the spouse of Smt. Jaysree Bhartia.	Nil	Nil
Number of Board Meetings Attended in FY 2018-19	4	1	3	3	4	2	3**	4
Remuneration last drawn (including sitting fees, if any)	Sitting fees: ₹ 5,40,000/- #Commission: ₹4,00,000/-	Sitting fees: ₹ 1,30,000/- #Commission: ₹2,00,000/-	Sitting fees: ₹ 4,70,000/- #Commission: ₹2,00,000/-	Sitting fees: ₹ 2,20,000/- #Commission: ₹2,00,000/-	₹ 68,78,869/-	Sitting fees: ₹ 2,20,000/- #Commission: ₹1,95,000/-	Sitting fees: ₹3,20,000/- #Commission: ₹2,00,000/-	Sitting fees: ₹2,00,000/- #Commission: ₹2,00,000/-
Remuneration proposed to be paid	Sitting fees for attending Board and Committee Meetings and Commission as per the policy of the Company.	Sitting fees for attending Board Meetings and Commission as per the policy of the Company.	Sitting fees for attending Board and Committee Meetings and Commission as per the policy of the Company.	Sitting fees for attending Board and Committee Meetings and Commission as per the policy of the Company.	As approved by the shareholders in their meeting held on 4 th August, 2018.	Sitting fees for attending Board Meetings and Commission as per the policy of the Company.	Sitting fees for attending Board and Committee Meetings and Commission as per the policy of the Company.	Sitting fees for attending Board and Committee Meetings and Commission as per the policy of the Company.

* earlier also, he served as a Nominee Director of State Bank of India from 1st September, 2015 till 31st August, 2017.

** appointed in the Board Meeting held on 1st May, 2018, hence, not counted.

relates to FY 19 and shall be paid after the approval of financial statements for the financial year 2018-19 by the shareholders at the ensuing AGM.

ROUTE MAP OF 35th AGM VENUE



Board's Report

To The Members

Your Directors are pleased to present the 35th Annual Report on the business and operations of the Company, together with the Audited Financial Statements of your Company for the financial year ended 31st March, 2019.

FINANCIAL RESULTS

(₹ in Crores)
(except earnings per share)

Particulars	Year ended 31.03.2019	Year ended 31.03.2018*
Gross Sales and other income	5,133	4,165
Earnings before interest, taxes, depreciation and amortization	436	335
Profit/(loss) before depreciation and amortization, exceptional item and tax	301	218
Depreciation and amortization	72	69
Profit/(loss) before tax	229	149
Provision for tax	81	51
Net profit/(loss)	148	98
Earnings per share (in ₹)	47.87	31.68
Proposed dividend on Equity Shares	18.58	12.38
Tax on dividend	3.82	2.55

*Gross Sales for FY 2017-18 (till 30th June, 2017) includes Central Excise Duty, as applicable, and thereafter is net of Goods and Service Tax in accordance with the provisions of Ind-AS.

DIVIDEND

Keeping in view the good performance of your Company, your Directors are pleased to recommend a dividend of ₹ 6/- (Rupee Six Only) per equity share of face value of ₹ 10/- each (i.e. 60 %) for the financial year ended 31st March, 2019 subject to the approval of the Shareholders in the ensuing Annual General Meeting. The total outgo on account of dividend will be ₹ 22.40 Crores including dividend tax.

PERFORMANCE REVIEW

The Company continued its good financial performance during the year under review. During the FY 2018-19 on a standalone basis, your Company recorded total revenue of ₹ 5,133 Crores as compared to ₹ 4,165 Crores in FY 2017-18, an increase of about 23%. The profit after depreciation and tax for the FY 2018-19 increased to ₹ 148 Crores as compared to ₹ 98 Crores earned during the FY 2017-18, an increase of about 51% representing sturdy growth over the previous year.

With opening of liquor market for all players in State of Uttar Pradesh, the liquor business performed exceptionally well and became a major revenue contributor. Further, despite challenging international conditions i.e. US-China trade

war tension and low crude prices, the Chemical business garnered good revenue. The nutraceutical business was adversely impacted due to steep depreciation of the currency in one of its major markets. Despite this, the Nutraceutical business did fairly well.

The Company's green feedstock molasses remained available through the year at attractive prices giving a strength to the bottom line. The Company continued to source ethyl alcohol, the principal raw material majorly from overseas market due to lack of its availability in domestic markets as bulk of the product is being diverted for ethanol blending.

Under the current scenario, the outlook continues to remain optimistic in the near term.

During the year under review, no amount was transferred to reserves.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY.

There were no material changes and commitments affecting the financial position of the Company between the end of financial year and date of this report. There has been no change in the nature of the business of the Company.

AWARDS AND RECOGNITIONS

During the year under review, your Company has been awarded/conferred the following awards:

1. "Best Innovative Logistics Award" for second consecutive year in the category of "Smart Exporter - Chemicals" by Maritime Gateway;
2. Award in 'Sustainability' Category at the event 'Manufacturing Today': Reinventing The Future' by Aditya Birla Group;
3. Award for 'Efficiency in Energy Usage' in petrochemicals at the event FICCI- India Chemical & Petrochemical Awards 2018 by FICCI.
4. "LARGE SCALE SECTOR EXPORT" Award for outstanding performance in Specialty Chemical Exports for the year 2017-18 by the Indian Specialty Chemical Manufacturers Association (ISCMA).
5. Award under the Large Scale Sector category of Inorganic, Organic and Agro Chemicals for outstanding export performance for the year 2016-17 by CHEMEXCIL (Basic Chemicals, Cosmetics & Dyes Export Promotion Council).

During the year under review, India Ratings & Research (Ind-Ra), a credit rating Agency up-graded the Company's Long-term Issuer Rating to 'IND A-' from 'IND BBB+' with Outlook stable. The instrument wise ratings are as follows:

Instrument Type	Rating/outlook	Rating Action
Fund-based Limit	IND A- /Stable/ IND A2+	Upgraded
Non Fund based Limit	IND A2+	Upgraded
Term Loan	IND A- /Stable	Upgraded

CHEMICALS

The Company is the largest manufacturer of Bio-Mono Ethylene Glycol (Bio-MEG) in the world made out of renewable feedstock i.e. Molasses and Ethanol. Bio-MEG has an application, inter-alia, in making PET bottles, which is used for packaging of beverage products.

The global chemical trade was adversely affected by US-China trade war and low crude oil prices. The Bio-MEG sales grew in Far East markets but experienced a slowdown in US/European markets. Sales of Glycol Ethers showed a marginal growth despite being adversely affected by low prices of competition product in China.

Sales of Glycols [Monoethylene Glycol (MEG), Diethylene Glycol (DEG), Triethylene Glycol (TEG) and Heavy Glycols] have increased from 1,13,439 MT during the FY 2017-18 to 1,20,585 MT in FY 2018-19 and whereas, the sales value was at ₹ 965 Crores and ₹ 1,118 Crores, respectively.

Sales under Ethylene Oxide Derivatives (EODs) business increased to 1,01,443 MT in FY 2018-19 from 99,609 MT during previous year and the sales value was ₹ 1,065 Crores and ₹ 980 Crores, respectively.

During the year, your Company produced 1,20,884 MT of Glycols compared to 1,13,562 MT last year. Ethylene Oxide Derivatives (EODs) production has been 1,04,138 MT compared to 98,283 MT last year.

EXPORTS

In spite of challenging global scenario in chemical trade, the export sales value remained steady at ₹ 858 Crores during the year under review as compared to ₹ 917 Crores during previous year.

The Company continue to hold the 'Three Star Export House' status as granted by Government of India.

ETHYL ALCOHOL (POTABLE) & EXTRA NEUTRAL ALCOHOL AND POWER ALCOHOL

During the year, your Company registered total sales value of ₹ 2,125 Crores as compared to ₹ 1,379 Crores last year in the Ethyl Alcohol (Potable) division. Due to persistent efforts for export of high quality Extra Neutral Alcohol (ENA), the Company has gained the position of premium quality ENA supplier in the international markets.

The existing tie-up with Bacardi for bottling of their products at the Kashipur bottling unit continues to grow in strength.

Your Company is having license for operations in and sale

of Country Liquor and Indian Made Foreign Liquor (IMFL) in the States of Uttar Pradesh and Uttarakhand. Further, during the year under review, the Company launched 'Soulmate Blu', a Premium Whisky in semi-premium segment in eastern states such as Assam, Odisha in addition to existing States of Uttarakhand, Himachal Pradesh and Haryana. Also, under the new liquor policy of State of Uttar Pradesh effective from 1st April, 2018 opening the market for all players for their brands, the Company has started Country Liquor operations from its Gorakhpur Unit and also plans to launch IMFL brands soon in the state. In the current fiscal, the Company intends to commission the tetra pack machine at its Gorakhpur Unit with an aim to produce medium liquor 180 ML in tetra pack.

The Company being a registered supplier to Indian Defense forces through CSD, under the brand premiumisation plan, will introduce premium brands V2O Vodka and Soulmate Blu Whisky in addition to already introduced premium Rum under the brand name 'Beach House XXX Premium Rum.

Further, in our continued thrust towards manufacturing sustainable/ renewable components, the Company has set up Power Alcohol plants at Kashipur and Gorakhpur units each with a capacity of 100 KL per day. Power Alcohol shall be made available to Oil Manufacturing companies ("OMC's") for blending in Petrol as per Govt. Policy. Post receipt of necessary permissions for the Kashipur Unit, production and supplies of Power Alcohol to OMC's were started from Kashipur Unit during the year under review.

ENNATURE BIO-PHARMA DIVISION

The Ennature Bio-pharma division of the Company is operating in the space of Nutraceuticals, Phytochemicals & health supplement ingredients. The manufacturing facility is located at Dehradun and is accredited with EU written confirmation, WHO GMP, Current Good Manufacturing Practices (cGMP), ISO 9001, ISO 22000, Hazard Analysis and Critical Control Points (HACCP), Kosher and Halal.

The unit has an advanced production facility, including organic certified super critical Fluid extraction & ethanol extraction facility, for production of Standardized Botanical Extract, Phytochemicals, food supplements, Spice Extracts and Active Pharmaceuticals ingredients (API) of natural plant origin. During the year, additional capacity has been created to meet the surging demands of the products.

The APIs derived from plant sources have been doing exceedingly well with some of the molecules having gained significant growth and captured major market share in the burgeoning global pharmaceutical market.

Your Company is continuously working on many new APIs which will be launched in the next few years.

The division has achieved sales of ₹ 160 Crores for FY

2018-19, as compared to ₹ 180 Crores over previous year. Export of major API sales has shown slight declining trend due to currency fluctuations in the major market of consumption during the year, however by the fourth quarter ending sales returned back to normalcy with currency stability in the importing country.

Some of the products developed successfully in the recent past include Liquid Nicotine & various salts, for the cigarette replacement therapy. Additionally, the Company has developed another good molecule Centella Asiatica for skin repair and poised to do well. The Company is growth & result oriented with an objective & concern for environment, transforming lives through green technology for isolation & purification of phytochemicals. This segment is expected to improve the profitability during the current fiscal on account of improved efficiency in many areas and expanding market share and size.

INDUSTRIAL GASES

During the year under review, the Company from its Air separation unit produced 20,305 MT of Liquid Oxygen and 1,072 MT of Liquid Nitrogen. Both Liquid Oxygen and Liquid Nitrogen were sold in the market and also used for in house requirements. In addition, Argon of 2,596 MT was also produced and its sales were 2,558 MT.

Industrial Gas Division also produced Beverage and Industrial Grade Liquid Carbon Di-oxide (LCO_2) at Kashipur. During the year, your Company has produced 36,679 MT of LCO_2 and its sale was 35,874 MT.

Your Company also produced ETO (Ethylene Oxide & Carbon Dioxide Gas Mixtures) under the trade name IGL-STERI GAS at its Kashipur Plant. It is suitable for sterilization of Disposable Surgical & Medical Devices, spices and packing substances like rubber, plastic etc.

The Company has in house facility for production of EO and LCO_2 which are also used in production of ETO and as such it is the only plant in India to have such manufacturing facility, which gives us a distinct edge over other suppliers in the market. During the year under review, the Company has sold 1062 MT of Steri Gas as compared to 1,051 MT in the last year.

Further, the Industrial Gases segment registered total sales of all gases of ₹ 40 Crores during FY 2018-19 against a sale of ₹ 37 Crores during the last year.

BIOMASS

India's first multi feedstock continuous flow plant has been commissioned at India Glycols Ltd., Kashipur site with a capacity of 10 ton per day biomass processing based on DBT-ICT Technology.

This Technology is feedstock agnostic and can be used with various agricultural residues like Bagasse, Rice Straw, Wheat Straw, Bamboo, Cotton Stalk, Corn Stover, Wood chips etc. with optimum product yields.

So far, your Company has determined optimal plant performance and finally validated this technology for feed stocks like Bagasse, Rice Straw & Wheat Straw & cotton stalk. The Company has also generated detailed performance data sufficient to transform into full scale commercial plant. Altogether, this plant is capable of building a sugar platform which can further be transformed into various value added sugar based chemicals through biotech (green) route, other than Alcohol. Currently, we are working at lab scale on the production of Green lactic acid in the form Ammonium Lactate through Bacterial fermentation route and look forward for the production of Green Chemicals e.g. Lactates of different molecules & PHA from Agro waste.

FUTURE OUTLOOK OR EXPANSION / MODERNISATION / DIVERSIFICATION PLANS

In our continued thrust towards manufacturing sustainable/renewable components, the Company has recently set-up Power Alcohol plants at Kashipur and Gorakhpur units each with a capacity of 100 KL per day. Power Alcohol shall be made available to Oil Marketing companies for blending in Petrol as per Govt. policy.

Your Company has continuously been focusing on innovations for products as well as for processes to maintain market leadership and competitive advantage. In order to ensure that the new products are delivered in time as per the needs of the customers, a system of New Product Development has been put in place. Also, improvements in cost of many of our large-volume products were done through process validation to improve yield, production efficiency and usage of alternative Raw Materials. This has brought the batch cycle time of these products down, bringing the utility costs etc. to their minimum possible level while ensuring the availability of products on time.

Your Company already has a well established position in the domestic specialty ethoxylates market segment. The Company intends to use its wide experience in this segment in the domestic market to give thrust to exports of similar products in the international market.

The lower carbon footprint and the use of green feedstock for production by the Company finds a mass appeal with many major global companies. Manufacture of Bio-MEG/Green MEG, going into packaging products with green label used in niche markets such as processed food, health care including pharmaceutical and personal care etc., is one of the most prominent success stories of your Company, in recent times. In addition, multiple initiatives have been taken to develop more Green products to meet the rising demand of environment-friendly surfactants and specialty chemicals based on renewable resources like Rice bran oil, Coconut oil, Groundnut oil, Soybean oil,

Palm oil, Cashew-nut shell liquid etc. A large number of products based on Alkyl Phenols (APEO) will have to be replaced with base materials from renewable resources. Thus, meeting the needs of customers especially those who are engaged in Exports, your Company has developed specialty surfactants to replace APEO-based products. Some of the notable products introduced in recent time includes 'Ether Carboxylates' the specialty surfactants, 'Specialty Ethoxylates', 'Environment-friendly surfactants', 'New generation green brake fluids' of DOT 4+ & 5.1 and Green & Bio-Poly Glycol.

The focus for the future would be in the area of marketing Bio-MEG, Bio-Ethoxylates and performance chemicals such as specialty surfactants and specialty chemicals to niche markets for achieving better contribution with a special focus on North American, European and Far East (Japanese/Korean) markets.

Also, a range of personal care products with 'Bio' and 'Green' level are launched across USA and China based on Bio- Polyol designed by R&D of your Company, which gets the distinction of being the first and only Company to supply such products. Your Company is also embarking upon manufacturing Amine based EO derivatives in near future. This will further add to the diversified portfolio of the Company and will give a competitive edge.

FINANCE

During the year under review, your Company has raised term loan and other credit facilities amounting to ₹ 378 Crores. The Company renewed the EPBG advance for USD 68.40 million (₹ 435.84 Crores) after meeting repayment obligations for 2 years. The Company repaid an amount of USD 17.80 million (₹ 113.42 Crores) to the customers against the commitments reducing the total liability to USD 68.40 million (₹ 435.80 Crores) as on 31st March, 2019. Further, the Company has re-paid, upon maturity, term loan of ₹ 60.53 Crores during the year.

The Company has been regular in meeting its obligations towards payment of principal/interest to Financial Institutions/Banks.

Details of the Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 ("the Act") are provided in the notes to the standalone financial statements which form part of the Annual Report. The Company had discontinued its fixed deposits scheme in the FY 2009-10 and has not accepted any fresh deposits covered under Chapter V of the Act during the year. There are no overdue deposits as on 31st March, 2019. During the year under review, unclaimed deposit of ₹ 0.20 Lakhs was transferred to Investor Education and Protection Fund (IEPF).

For the Company, Ind-AS is applicable from 1st April, 2016 with a transition date of 1st April, 2015. The financial statements of the Company (including subsidiaries)

have been prepared in accordance with the recognition and measurement principles laid down under Ind-AS as presented under Section 133 of the Act read with the relevant rules issued thereunder and the other accounting principles generally accepted in India as applicable.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. The Company periodically discusses and reviews at its Audit Committee and with its auditors the effectiveness of the internal financial control measures implemented by the Company including with reference to the Financial Statements of the Company.

The Company has a proper and adequate system of internal financial controls which includes the policies and procedures 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.

LISTING OF SECURITIES

The shares of the Company are listed on BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The respective stock code no. and symbol of the Company are 500201 and INDIAGLYCO. The annual listing fees for the year 2019-20 have been paid in advance to the Stock Exchanges

SUBSIDIARY COMPANIES AND JOINT VENTURE AND CONSOLIDATED FINANCIAL STATEMENTS

As on 31st March, 2018, the Company had Four (4) subsidiaries and One (1) Joint Venture Company. During the year under review there were no changes in subsidiary and Joint Ventures of the Company. A brief of each of them is given below:

Shakumbari Sugar and Allied Industries Limited

The Company has a sugar manufacturing plant in the state of Uttar Pradesh through its subsidiary Company Shakumbari Sugar and Allied Industries Ltd. (SSAIL) with a crushing capacity of 5,500 tons crushed per day (TCD) along with a modern distillery of 65 KL per day (KLPD) producing high quality rectified spirit and an internal bagasse fired co-generation plant of 11 MW catering to the captive power needs of the sugar and distillery units.

With the abolition of BIFR, SSAIL continues to evaluate and explore options in consultation with expert(s) and stakeholders for restructuring/revival/disinvestment.

During the year under review, SSAIL paid all the installments of One Time Settlement (OTS) sanctioned by the Central Bank of India (CBOI) on due dates.

Further, during the year, no operations at the sugar manufacturing plant were carried out. During the year ended 31st March, 2019, SSAIL has incurred a loss of ₹1592 Lakhs.

IGL Finance Limited

IGL Finance Ltd. (IGLFL) is a 100% subsidiary of the Company. IGLFL had invested funds in short term commodity financing contracts of the National Spot Exchange Ltd. (NSEL).

NSEL has defaulted in settling the contracts on due dates, for which IGLFL has initiated legal and other action. IGLFL is confident of recovery of its dues from NSEL over a period of time in view of the measures which have so far been taken for and pending before the Government and other agencies. During the year ended 31st March, 2019, IGLFL has earned a profit of ₹ 334.38 Lakhs.

IGL Chem International Pte. Ltd.

IGL Chem International Pte. Ltd. is a 100% subsidiary of the Company in Singapore to augment its activities in South Eastern region and help the marketing of products from Chemical Plant, Natural Gums Plant and Supercritical Fluid Extraction facility to large buyers in US, Europe and South East Asia. During the year ended 31st March, 2019, IGL Chem International Pte. Ltd. suffered a loss of ₹ 33.35 Lakhs.

IGL Chem International USA LLC

Your Company has also set up a 100% subsidiary Company in USA named as IGL Chem International USA LLC with the main objective of marketing of the Company's products and related activities in the American and Latin American regions. During the year ended 31st March, 2019, IGL Chem International USA LLC has suffered a loss of ₹ 169.99 Lakhs.

Kashipur Infrastructure and Freight Terminal Private Limited

Kashipur Infrastructure and Freight Terminal Pvt. Ltd. (KIFTPL), a joint venture of your Company and Apollo Logisolutions Limited ("ALS"), engaged in the business of providing railway based logistic services and other facilities through its Private Freight Terminal and Inland Container Depot at Bazpur Road, Kashipur, Uttarakhand is fully operational and the facility serves as a multi-modal logistic facility for both EXIM and domestic cargo handling.

As on 31st March, 2019, your Company along with its affiliates hold 48.91% of the share Capital (41.78 % by the Company and 7.13 % by the affiliates) of KIFTPL while 51% of the share capital is held by ALS. ALS is engaged in the business of providing complete and comprehensive services relating to container freight station, transportation of containers, cargo handling and has the requisite technical expertise to operate and manage inland container depot.

KIFTPL has achieved revenue growth during the year

under review and shown marked improvement in its performance. In the near future, it is expected to continue to keep the same trend. During the year ended 31st March, 2019, KIFTPL has suffered a loss of ₹ 279.61 Lakhs.

The consolidated financial statements of the Company and its subsidiaries, joint venture for the FY 2018-19, prepared in accordance with the applicable provisions of the Act and applicable accounting standards notified by Ministry of Corporate Affairs ("MCA"), Govt. of India, forms part of the Annual Report. Pursuant to the provisions of Section 136 of the Act, financial statements of the subsidiary companies are not required to be sent to the members of the Company. The Company will provide a copy of separate annual accounts in respect of each of its subsidiary/associate to any member of the Company if so desired and said annual accounts will also be kept open for inspection at the registered office of the Company. Further, the audited annual accounts of the subsidiary companies are also available on the website of the Company viz. www.indiaglycols.com.

A separate statement containing salient features of the financial statements of subsidiaries and Joint venture under first proviso to sub-section (3) of section 129 in Form AOC-1 forms part of the financial statements.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

During the year under review, Shri Sajeve Deora (DIN: 00003305) was appointed as Additional Director in the category of Independent Director for a period of 5 consecutive years from 1st May, 2018 till 30th April, 2023.

Further, during the year under review, on the recommendation of Nomination and Remuneration Committee, the Board of Directors approved the continuation of appointment of Shri Pradip Kumar Khaitan (DIN: 00004821) and Shri Jagmohan N. Kejriwal (DIN: 00074012), who have attained age of 75 years, as an Independent Director till 30th September, 2019. All these appointment/continuation of appointments were approved by the Members at their 34th Annual General Meeting held on 4th August, 2018.

Further, the first term of Shri Pradip Kumar Khaitan (DIN: 00004821), Shri Jagmohan N. Kejriwal (DIN: 00074012), Shri Ravi Jhunjhunwala (DIN:00060972) and Shri Jitender Balakrishnan (DIN: 00028320) as Independent Directors would expire on 30th September, 2019 and being eligible and post considering their contribution in the growth of the Company, the Board on the recommendation of Nomination and Remuneration Committee in its meeting held on 21st May, 2019 has appointed them for a second term of 5 years from 1st October, 2019 till 30th September, 2024 subject to the approval of the Members. The re-appointment of all these Independent Directors is also proposed in the ensuing AGM.

Shri M.K. Rao (DIN: 02168280), Director of the Company is retiring by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offers himself for re-appointment. Your Directors recommend the re-appointment of Shri M.K. Rao, the retiring Director, for your approval.

The Company has received requisite declarations as required under section 152(4) of the Act from all the Directors being re-appointed. Also, the consent to act as an Independent Director from Shri Pradip Kumar Khaitan, Shri Jagmohan N. Kejriwal, Shri Ravi Jhunjunwala and Shri Jitender Balakrishnan has been received.

Brief resume of the Director retire by rotation/seeking re-appointment along with the other details as stipulated under Regulation 26 and 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings (SS-2), are provided in the Notice for convening 35th Annual General Meeting.

Except as mentioned above, there is no change in the Key Managerial Personnel during the year under review.

All the Independent Directors have furnished declarations that they fulfill the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(l)(b) of SEBI Listing Regulations. There was no change in the circumstances effecting their status as Independent Director. The Board reviewed the certificates and noted that all Independent Directors are independent of the Company's management. During the Financial Year 2018-19, Four (4) Board Meetings were held. The details of the Board meetings and the attendance of the Directors thereat are provided in the Corporate Governance Report and forms part of this Report.

BOARD EVALUATION

Pursuant to the applicable provisions of the Act and SEBI Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of Committees. The evaluation was carried out based on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and all stakeholders etc.

The performance evaluation of the Independent Directors was done by the entire Board excluding the Directors being evaluated. The performance evaluation of the Chairman, Board as a whole and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Policy containing, inter-alia, guiding principles for payment of remuneration to Directors, Senior Management, Key Managerial

Personnel and other employees along with criteria for determining qualifications, positive attributes, independence of Directors and Board evaluation are provided in the Corporate Governance Report and forms part of the Annual Report. The said policy is available on the website of the Company i.e. www.indiaglycols.com under link <http://www.indiaglycols.com/investors/downloads/NRE.pdf>

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has constituted an Internal Complaints Committee where any grievance of sexual harassment at workplace can be reported. No complaint pertaining to sexual harassment at workplace has been reported to the Committee during the financial year ended 31st March, 2019.

The Company has also adopted policy on prevention of Sexual Harassment at workplace. The objective of the policy is to provide its women employees, a workplace, free from harassment/discrimination and that every employee is treated with dignity and respect. The said policy is available on the website of the Company i.e. www.indiaglycols.com under link: <http://www.indiaglycols.com/investors/downloads/policy-for-prevention-and-redressal-of-sexual-harassment-of-women-at-workplace.pdf>

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

In terms of provisions of Section 177 of the Act read with Rules thereunder and SEBI Listing Regulations, the Company has established a Vigil Mechanism / Whistle Blower Policy to deal with the instances of fraud and mismanagement.

The details of the Vigil Mechanism/ Whistle Blower Policy are provided in the Corporate Governance Report and also hosted on the website of the Company i.e. www.indiaglycols.com under link <http://www.indiaglycols.com/investors/downloads/vigil-mechanism-policy.pdf>

As on 31st March, 2019, the Audit Committee comprises Four Non-Executive Independent Directors, namely, Shri Pradip Kumar Khaitan (Chairman), Shri Ravi Jhunjunwala, Shri Jagmohan N. Kejriwal, Shri Sajeve Deora and one Executive Director, Shri M.K. Rao. The details of the Audit Committee meetings and the attendance of the members thereat are provided in the Corporate Governance Report and forms part of this Report. During the year, all the recommendations made by Audit Committee were accepted by the Board.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of provisions of Section 134(5) of the Act, to the best of their knowledge and ability, your Directors confirm that:

- (a) in the preparation of the annual accounts for the year ended 31st March, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and the profit and loss of the Company for that period;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual accounts on a going concern basis;
- (e) they have laid down the internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report as required under SEBI Listing Regulations forms part of this Report.

CORPORATE GOVERNANCE

The Corporate Governance Report, as stipulated under Schedule V(C) of SEBI Listing Regulations forms part of this Report.

The requisite certificate from the Statutory Auditors of the Company, M/s K. N. Gutgutia & Co., Chartered Accountants, confirming compliance with the conditions of corporate governance as stipulated under the aforesaid clause is attached to Corporate Governance Report.

STATUTORY AUDITOR & AUDIT REPORT **Statutory Auditor**

As per Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s K.N. Gutgutia & Co., Chartered Accountants (Registration No. 304153E) [“KNG”] were appointed as the Statutory Auditors of the Company with the approval of members at the 33rd Annual General Meeting (AGM) held on 1st September, 2017 for a period of 5 years to hold office till the conclusion of 38th AGM, subject to ratification of the appointment at every AGM, if required.

Pursuant to the amendments made to Section 139 of the Act by the Companies (Amendment) Act, 2017 effective from 7th May, 2018, the requirement of ratification of Statutory Auditor’s appointment by the shareholders, every year has been dispensed with. In view of the above, KNG shall continue as Statutory Auditors till the conclusion of 38th Annual General Meeting to be held in the year 2022. Hence, approval of the Members for the ratification of Auditor’s appointment is not being sought at the 35th Annual General Meeting.

The Company has received the consent letter and a certificate under section 139 of the Act from KNG to the effect that continuation of their appointment shall be in accordance with the applicable provisions of the Act and the Rules made thereunder.

Audit Report

The Report given by M/s K.N. Gutgutia & Co., Chartered Accountants (Registration No. 304153E), Statutory Auditors on the financial statements of the Company for the Financial year 2018-19 is part of the Annual Report. The notes on financial statements referred to in the Auditor’s Report are self-explanatory and do not call for any further comments.

There has been no qualification, reservation or adverse remark or disclaimer in their Report on standalone and consolidated financial statements for FY 2018-19.

During the year under review, the Auditors has not reported any matter under Section 143 (12) of the Act.

SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT

The Board appointed M/s Mukesh Agarwal & Co., Company Secretaries (CP No.- 3851) as Secretarial Auditor for the Financial Year 2018-19 in terms of provisions of Section 204 of the Act. The Secretarial Audit Report for the financial year ended 31st March, 2019 was considered by the Board in its meeting held on 21st May, 2019 and is enclosed as “**Annexure A**” to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark which needs any explanation or comment of the Board.

During the year under review, the Company has complied with all the applicable mandatory Secretarial Standards as issued by the Institute of Company Secretaries of India.

COST RECORDS AND COST AUDITORS

The Cost records as required to be maintained under Section 148 (1) of Act are duly made and maintained by the Company.

The Company has appointed M/s R.J. Goel & Co., Cost Accountants (FRN 000026) as Cost Auditors of the Company for the financial year 2019-20 under section

148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 including amendments, if any. The Cost Auditors have confirmed that they are eligible under Section 141 (3) of the Act for re-appointment.

The Cost Auditor's Report for the year 2017-18 was filed with Central Government within the prescribed time.

RELATED PARTY TRANSACTIONS

During the FY 2018-19, Related Party transactions (RPTs) as defined under Section 188 of the Act read with rules made thereunder and the SEBI Listing Regulations, were at arm's length and in ordinary course of business. Pursuant to the provisions of Section 177 of the Act read with Regulation 23 of SEBI Listing Regulations, all transaction with related parties were reviewed and approved by the Audit Committee and were in accordance with the policy on RPTs as formulated by the Company. The said policy has been uploaded on the Company's website at the following link- <http://www.indiaglycols.com/investors/downloads/Related-party-transactions-Policy.pdf>

During the year under review, your Company did not enter into any RPT which may be considered material in terms of Section 188 of the Act read with rules made thereunder and thus disclosure in Form AOC-2 is not required to be made by the Company. The disclosures pertaining to RPTs in compliance with the applicable Accounting Standards have been given in Note no. 55 of the Standalone financial statements forming part of the Annual Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

Your Company is working actively on various projects efficiently, approaching and targeting towards Clean Development Mechanism (CDM) and reduction in Green House Gases (GHG) emissions.

The Company has installed unique technology for converting distillery spent wash into fuel at both the plants viz. Kashipur and Gorakhpur. Through this technology, the spent wash is concentrated through five effect evaporator. The concentrate is utilized as fuel to substitute coal in a specifically designed boiler. The high pressure steam so generated is passed through the turbine for power generation and low pressure steam after turbine is utilized in the plant for operation. Due to this your Company is saving fossil fuel in terms of coal and substituting the essential power generation through DG sets.

The Biomass based Cogeneration Project activity taken up by the Company at its Gorakhpur, U.P. plant is successfully registered under Clean Development Mechanism (CDM) project by United Nations Framework Convention on Climate Change (UNFCCC) for ten year fixed crediting

period 16th December, 2010 to 15th December, 2020. Under the Clean Development Mechanism, emission reduction (or emission removal) projects in developing countries can earn certified emission reduction credits.

Your Company has received certification of Energy Management System (ISO 50001:2011) under integrated management system.

The information in accordance with the provisions of Section 134(3)(m) of the Act read with the Rule 8 of the Companies (Accounts) Rules, 2014 is given at "**Annexure B**" to this report.

CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility (CSR) is a way of conducting business, by which corporate entities visibly contribute to the social good. The essence of CSR is to integrate economic, environmental and social objectives with the Company's operations and growth. CSR is the process by which an organization thinks about and evolves its relationships with society for the common good and demonstrates its commitment by giving back to the society for the resources it used to flourish by adoption of appropriate business processes and strategies.

As the Company had incurred losses in terms of section 198 of the Act during the last 3 financial years, accordingly, as per Section 135 of the Act, the Company was not required to spend any amount towards CSR activities during the financial year 2018-19. However, keeping in view its social responsibility commitments, the Company has voluntarily contributed to the CSR activities during the financial year ended 31st March, 2019 amounting to ₹ 65.87 Lakhs. The CSR policy of the Company is available on the website of the Company at <http://www.indiaglycols.com/investors/downloads/csr-policy.pdf>

The Company's CSR policy statement and the annual report on CSR activities undertaken during the financial year ended 31st March, 2019, in accordance with the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, is given at "**Annexure C**" to this Report.

The CSR Committee comprises two Executive Directors namely Shri U.S. Bhartia (Chairman) and Shri M. K. Rao and two Non Executive Independent Director namely, Shri Pradip Kumar Khaitan and Shri Jitender Balakrishnan. The details of the CSR Committee meetings and the attendance of the members thereat are provided in the Corporate Governance Report and forms part of this Report.

RISK MANAGEMENT POLICY

The Company has constituted a Risk Management Committee to monitor the Risk Management Plan and

to mitigate the risks attached to the business of the Company. The Risk Management Committee consists of Directors and the senior management personnel of the Company, details whereof are provided in the Corporate Governance Report and forms part of this Report.

Your Company's objective of risk management is to have a meaningful identification, measurement, prioritization of risks or exposures to potential losses on a continual basis through active participation of all members of the Company and accordingly establish controls and procedures to build a visible & structured enterprise-wide risk management framework; reduce the risk levels and mitigate their effects in the likelihood of a risk event with an aim to protect the Company from harm; and have a contingency plan to manage risks having high probability and high impact.

Risk management framework is created to ensure that risk management principles are implemented and integrated all over the organization and that information retrieved from the risk management process are correctly reported.

This framework provides a stable foundation for the risk management work, orient the organizational arrangements properly in order to have a clear risk strategy across the organization & share information, experiences amongst different sites of the Company.

Considering the importance of keeping the risk management process dynamic, a periodical review of the risks is carried out across sites and departments for necessary key risks and risk management strategies are communicated to the Board of Directors for their assessment for minimization of effects of risk. The details of the Risk Management meeting are provided in the Corporate Governance Report.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in form MGT-9 for the year ended 31st March, 2019 is enclosed at “**Annexure D**” to this Report and is also available on the website of the Company <https://www.indiaglycols.com/investors/downloads/AnnualReturnExtract19.pdf>

COURT/TRIBUNAL ORDERS

During the year under review, there were no significant material orders passed by the regulators or courts or tribunals impacting the going concern status of the Company and its future operations.

PARTICULARS OF EMPLOYEES

The required information as per Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given at “**Annexure E**” to this Report.

ACKNOWLEDGEMENT

Your Directors expresses their gratitude for the continued assistance, co-operation and encouragement received from Central Government, the State Governments of Uttarakhand and Uttar Pradesh, other governmental authorities, Banks, customers, lenders, vendors, members, other stakeholders and business associates during the year under review.

Your Director also wish to convey their appreciation to all the employees for their sincere and dedicated services and unstinting efforts at all levels. The Company look forward for their continued support in the future.

For and on behalf of the Board

Place : Noida
Dated : 21st May 2019

U.S. Bhartia
Chairman and Managing Director
DIN: 00063091

Annexure A

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019
[Pursuant to Section 204(1) of the Companies Act, 2013
and Rule No. 9 of the Companies (Appointment and
Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
INDIA GLYCOLS LIMITED
CIN : L24111UR1983PLC009097
A-1, Industrial Area, Bazpur Road,
Kashipur, Udham Singh Nagar, Uttarakhand-244713

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INDIA GLYCOLS 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 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 March 31, 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 March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 and the rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (ECB).

(Not Applicable to the Company during the Audit Period)

- (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, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit Period)**
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-convertible Redeemable Preference shares) Regulations, 2013; **(Not Applicable to the Company during the Audit Period)**
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
 - g. 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. **(Not Applicable to the Company during the Audit Period)**
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **(Not Applicable to the Company during the Audit Period)**
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **(Not Applicable to the Company during the Audit Period)**
- (vi) The management has confirmed that other laws applicable to the Company are complied with.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs;
- (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

We further report that:

The Board of Director of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director.

The changes in the composition of the Board of Directors which 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 to the Directors 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee(s) of the Board, as the case may be.

We further report that based on the information received and records maintained by the Company, 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.

For Mukesh Agarwal & Co.

Mukesh Kumar Agarwal
Proprietor

Place : Delhi

FCS No.: 5991

Date : 13th May, 2019

C. P. NO.: 3851

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

Annexure A

To,
The members,
India Glycols Limited,
CIN : L24111UR1983PLC009097
A-1, Industrial Area, Bazpur Road,
Kashipur, Udham Singh Nagar, Utrakhand-244713

The Secretarial Audit 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.

For Mukesh Agarwal & Co.

Place : Delhi
Date : 13th May, 2019

Mukesh Kumar Agarwal
Proprietor
FCS.: 5991
C. P. NO.: 3851

Annexure B
PARTICULARS AS REQUIRED UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 AND THE COMPANIES (ACCOUNTS) RULES, 2014
(A) CONSERVATION OF ENERGY
(a) Steps taken or impact on Energy Conservation:

1. Replacement of HP steam in E-3620 (MEG column reboiler of third train) using reactor gas cooler D-212, D-272 & S-282 steam resulting in increased power generation from steam turbine.
2. Partial utilization of E-2621 steam generation in T-160 resulting in LP steam savings.
3. Preheating of evaporator reflux using evaporator aldehyde vents (second train) resulting in MP steam savings.
4. Replacement of Existing Hot DM water pumps (6 nos) with higher efficiency 3 nos pumps resulting in power savings.
5. Preheating of TG-3 condensate with TG-2A gland seal vent steam resulting in LP steam savings in Deaerator.
6. Provision of VFD for Slop-1 FD fan resulting in power savings.
7. Installation of Biogas Plant from canteen Kitchen waste resulting in fuel savings.
8. Replacement of flaker higher capacity motor (160 KW) to lower size motor (55 KW) at Guargum due to lower operating load -revised process conditions resulting in power savings.
9. Replacement of existing 36 W (24 hrs. burning) tube light with energy efficient 18 W retrofit LED resulting in power savings.
10. Capacitor capacity enhancement-for Power factor improvement 0.97 to 0.98. (Dehradun).
11. Installation of VFD in Secondary Air fan of CBL-1 boiler to save the power. (Gorakhpur)

(b) Steps taken by the Company for utilizing alternate sources of energy:

1. Solar and LED lights installed.

(c) Capital Investment on energy conservation equipments:

During the year, the Company invested ₹ 127.60 lakhs in energy conservation equipments.

(B) TECHNOLOGY ABSORPTION-
(a) The efforts made towards technology absorption:

Development of new cost effective feed stock (RM) source.

(b) Benefits derived like product improvement, cost reduction, product development or import substitution

1. Specialty Alcohol Ethoxylate for new generation Poly carboxylate ether for Construction chemicals as a water reducing agent and strength improver.
2. Development of biodegradable and user friendly surfactants for Textile processing.
3. Specialty biodegradable surfactant for Continuous Processing (Textiles).
4. Development of new generation low temperature & low dosage demulsifiers for crude oil production.
5. Development of green and mild specialty 'Ether Carboxylates' surfactants for applications such as cosmetics and personal care, high-end formulations of pesticides, emulsion, adhesives etc.
6. New environment friendly surfactant for OD and ZC formulation for crop protection
7. New generation high performance green brakes fluid oil for automotive sector.
8. Development of emulsifier package for multi Toxicant for agrochemicals.
9. Development of wetting and dispersing agents for powder formulations in pesticides.
10. Development of green and eco-friendly household cleaning and personal care surfactants.
11. Development of Gaur base surfactant for Oil-Gas and Personal care application.
12. Green Ethoxylate for poly carboxylate as water reducing agent & strength improver.
13. Process developed for Centella asiatica triterpenes 90%, Asiaticoside 90% and madecassoside 95%.
14. Nicotine salt –Polacrilex and Nicotine Ditartrate Dihydrate meeting USP and EP pharmacopeial developed. Nicotine salicylate technology transferred for commercial production.
15. Maxicura (Curcuminoids 40%) water dispersible noble formulation developed and sampled.

(c) In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year) :

- | | |
|-----------------------------------------------------------------------------------------------|-----|
| (a) Details of technology imported | Nil |
| (b) Year of import | Nil |
| (c) Whether the technology been fully absorbed | NA |
| (d) If not fully absorbed, areas where absorption has not taken place and the reasons thereof | NA |

(d) Expenditure incurred on Research and Development-

Sl. No.	Division/Place/Plant for which incurred	Nature of expenses (₹ In lakhs)	
		Capital	Recurring
1.	Chemical, Kashipur	29.91	358.08
2.	Ennature Bio Pharma, Dehradun	-	209.88
	Total	29.91	567.96

(e) Foreign Exchange Earning and Outgo:
(₹ In lakhs)

Sl. No.	Particulars	2018-19	2017-18
1.	Foreign Exchange earnings	81,154.17	86,309.66
2.	Foreign Exchange outgo	1,68,583.27	1,44,337.29

For and on behalf of the Board

Place : Noida
Dated : 21st May, 2019

U.S. Bhartia
Chairman and Managing Director
DIN: 00063091

Annexure C

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES
for the financial year ended 31st March 2019

1. A brief outline of the company's CSR Policy, including overview of projects or programs undertaken and a reference to the web-link to the CSR policy and projects or programs:

Corporate Social Responsibility (CSR) is a way of conducting business, by which corporate entities visibly contribute to the social good. The essence of CSR is to integrate economic, environmental and social objectives with the company's operations and growth. CSR is the process by which an organization thinks about and evolves its relationships with society for the common good and demonstrates its commitment by giving back to the society for the resources it used to flourish by adoption of appropriate business processes and strategies.

The CSR Policy of the Company is posted on the website of the Company (www.indiaglycols.com).

Weblink: <http://www.indiaglycols.com/investors/downloads/csr-policy.pdf>

2. The composition of the CSR committee:

The CSR Committee of the Company comprises the following members:

- Shri U.S. Bhartia, Chairman.
- Shri Pradip Kumar Khaitan, Member, Independent Director.
- Shri M. K. Rao, Member, Executive Director.
- Shri Jitender Balakrishnan, Member, Independent Director.

3. Average net profit/loss of the company for last three financial years:

The average net loss of the Company for the preceding three financial years was ₹ 7,083.38 Lakhs.

4. Prescribed CSR expenditure (2% of the amount as in item no.3 above): Nil

5. Details of CSR spent during the financial year:

(a) Total amount to be spent for the financial year: Nil

(b) Amount unspent, if any: N.A.

(c) Manner in which the amount spent during the financial year is detailed below:

In view of the average loss during the last 3 financial years, the Company was not under any obligation to spend any amount on the CSR activities during the FY 2018-19, however, the Company has voluntarily contributed Rs 65.87 Lakhs on the following activities under CSR:

S. No.	CSR project or activity identified	Sector in which the project is covered	Projects or Program (a) local area or other (b) specify the state and district where projects or program was undertaken	Amount outlay (budget) project or programs wise (in ₹ Lakhs)	Amount spent on the projects or programs sub – head: (1)Direct expenditure on projects or programs (2)Overheads (in ₹ Lakhs)	Cumulative Expenditure up to the reporting Period (in ₹ Lakhs)	Amount spent: Direct or through implementing agency (in ₹ Lakhs)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
1.	Toilet Building	Sanitation and safe drinking water	Kashipur (Uttarakhand)	N.A.	1.96	1.96	Direct
			Gorakhpur (Uttar Pradesh)		56.17	56.17	
	Installation of Hand Pumps	Kashipur (Uttarakhand)	2.57		2.57		
		Gorakhpur (Uttar Pradesh)	0.32		0.32		

S. No.	CSR project or activity identified	Sector in which the project is covered	Projects or Program (a) local area or other (b) specify the state and district where projects or program was undertaken	Amount outlay (budget) project or programs wise (in ₹ Lakhs)	Amount spent on the projects or programs sub – head: (1)Direct expenditure on projects or programs (2)Overheads (in ₹ Lakhs)	Cumulative Expenditure up to the reporting Period (in ₹ Lakhs)	Amount spent: Direct or through implementing agency (in ₹ Lakhs)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
2.	Providing Ambulance service/medical camps including distribution of medicines	Health care & Sanitation	Kashipur (Uttarakhand)	N.A.	0.96	0.96	Direct
3.	Scholarships/ Prize distribution to poor students	Promoting education	Kashipur (Uttar Pradesh)	N.A.	3.89	3.89	Direct
TOTAL					65.87	65.87	

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

Not Applicable

7. Responsibility statement

We hereby confirm that the implementation and monitoring of CSR Policy, is in compliance with the CSR objectives and policy of the company.

For and on behalf of the Board

U.S. Bhartia
Chairman and Managing Director
 Chairman, CSR Committee
 DIN: 00063091

Dated : 21st May, 2019
 Place : Noida

Annexure D
**FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN**
As on the financial year ended on 31st March, 2019

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

I. REGISTRATION AND OTHER DETAILS:

Particulars	Details
CIN	L24111UR1983PLC009097
Registration Date	19/11/1983
Name of the Company	INDIA GLYCOLS LIMITED
Category / Sub-Category of the Company	Public Company having Share Capital
Address of the Registered office and contact details	A-1, Industrial Area, Bazpur Road, Kashipur – 244713, Distt. Udham Singh Nagar, Uttarakhand Tel No. 05947-269000 e-mail: compliance.officer@indiaglycols.com
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agent Limited F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Tel No. 011-41406149 e-mail: admin@mcsregistrars.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
Mono Ethylene Glycol	20119	22
Ethylene Oxide Derivatives	20229	21
Ethyl Alcohol (Potable)	2011	42

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

SL. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
A.	HOLDING COMPANY - NIL				
B.	SUBSIDIARY AND ASSOCIATE COMPANIES:-				
i)	Shakumbari Sugar And Allied Industries Limited Village & P.O. Todarpur, Saharanpur – 247231, Uttar Pradesh	U15429UP1994PLC016271	Subsidiary	98.89%	2(87)
ii)	IGL Finance Limited A-1, Industrial Area, Bazpur Road, Kashipur – 244713, Distt. Udham Singh Nagar, Uttarakhand	U65922UR1997PLC022992	Subsidiary	100%	2(87)
iii)	IGL Chem International Pte Ltd., 101 Cecil Street, # 07-02 Tong Eng Building, Singapore	Foreign Company	Subsidiary	100%	2(87)
iv)	IGL Chem International USA LLC, 10701, Corporate Drive Stunford, Texas, U.S.A.-77477	Foreign Company	Subsidiary	100%	2(87)
v)	Kashipur Infrastructure And Freight Terminal Private Limited 408, Akashdeep Building, 26A, Barakhamba Road, New Delhi-110001	U60200DL2011PTC227307	Associate Company	41.78%	2(6)

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2018)				No. of Shares held at the end of the year (As on 31-03-2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters (including Promoter Group)									
(1) Indian									
a) Individual/HUF	28,75,866	0	28,75,866	9.29	28,75,866	0	28,75,866	9.29	NA
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	NA
c) State Govt (s)	0	0	0	0.00	0	0	0	0.00	NA
d) Bodies Corporate	1,60,15,166	0	1,60,15,166	51.73	1,60,15,166	0	1,60,15,166	51.73	NA
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	NA
f) Any Other	0	0	0	0.00	0	0	0	0.00	NA
Sub-total (A) (1):-	1,88,91,032	0	1,88,91,032	61.01	1,88,91,032	0	1,88,91,032	61.01	NA
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	NA
b) Other-Individuals	0	0	0	0.00	0	0	0	0.00	NA
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	NA
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	NA
e) Any Other	0	0	0	0.00	0	0	0	0.00	NA
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	NA
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1,88,91,032	0	1,88,91,032	61.01	1,88,91,032	0	1,88,91,032	61.01	NA
B. Public Shareholding									
1. Institutions									
a) Mutual Funds/UTI	65,460	9,900	75,360	0.24	19,652	9,500	29,152	0.09	-0.15
b) Banks / FI	10,796	2,600	13,396	0.04	15,397	2,600	17,997	0.06	0.02
c) Central Govt	100	0	100	0.00	100	0	100	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	NA
f) Insurance Companies	1,30,381	0	1,30,381	0.42	1,30,381	0	1,30,381	0.42	NA
g) FII/FPIs	7,47,919	0	7,47,919	2.42	9,29,328	0	9,29,328	3.00	0.58
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	NA
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	NA
Sub-total (B)(1):-	9,54,656	12,500	9,67,156	3.12	10,94,858	12,100	11,06,958	3.57	0.45
2. Non- Institutions									
a) Bodies Corporate									
i) Indian	24,43,809	15,000	24,58,809	7.94	14,47,220	14,600	14,61,820	4.72	-3.22
ii) Overseas	0	0	0	0.00	0	0	0	0.00	NA
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	53,23,065	6,56,787	59,79,852	19.31	63,11,714	5,40,887	68,52,601	22.13	2.82
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	20,13,343	29,500	20,42,843	6.60	19,69,552	14,500	19,84,052	6.41	-0.19
c) Others(specify)									
i) Trust & Foundations	5,776	0	5,776	0.02	2,690	0	2,690	0.01	-0.01

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01-04-2018)				No. of Shares held at the end of the year (As on 31-03-2019)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Non Resident Individual	2,57,820	1,24,600	3,82,420	1.23	2,69,510	1,13,300	3,82,810	1.24	0.01
iii) NBFCs registered with RBI	1,060	0	1,060	0.01	6,400	0	6,400	0.02	0.01
iv) Investor Education and Protection Fund (IEPF)*	2,32,552	0	2,32,552	0.75	2,73,137	0	2,73,137	0.88	0.13
Sub-total (B)(2):-	1,02,77,425	8,25,887	1,11,03,312	35.86	1,02,80,223	6,83,287	1,09,63,510	35.41	-0.45
Total Public Shareholding (B)=(B)(1)+(B)(2)	1,12,32,081	8,38,387	1,20,70,468	38.99	1,13,75,081	6,95,387	1,20,70,468	38.99	NIL
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	3,01,23,113	8,38,387	3,09,61,500	100.00	3,02,66,113	6,95,387	3,09,61,500	100.00	Nil

*The voting rights on these shares shall remain frozen till the rightful owner claims the shares. (Refer Section 124 of the Companies Act, 2013)

(ii) Shareholding of Promoters (Including Promoter Group)

SI No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01-04-2018)			Shareholding at the end of the year (As on 31-03-2019)			% 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.	Kashipur Holdings Ltd	1,03,52,406	33.44	-	1,03,52,406	33.44	-	NIL
2.	Sajani Devi Bhartia*	70,000	0.23	-	-	-	-	-0.23
3.	Mayur Barter Pvt Ltd	14,56,066	4.70	-	14,56,066	4.70	-	NIL
4.	J B Commercial Company Pvt Ltd	9,77,915	3.16	-	9,77,915	3.16	-	NIL
5.	Facit Comsales Pvt Ltd	10,57,853	3.42	-	10,57,853	3.42	-	NIL
6.	J Boseck & Co. Pvt Ltd	8,64,401	2.79	-	8,64,401	2.79	-	NIL
7.	Sukhvarsha Distributors Pvt Ltd	3,61,875	1.17	-	3,61,875	1.17	-	NIL
8.	Ajay Commercial Company Pvt Ltd	6,11,255	1.97	-	6,11,255	1.97	-	NIL
9.	Jayshree Bhartia	2,29,003	0.74	-	2,29,003	0.74	-	NIL
10.	Uma Shankar Bhartia	4,48,722	1.45	-	4,48,722	1.45	-	NIL
11.	Pooja Bhartia	97,592	0.32	-	97,592	0.32	-	NIL
12.	Supreet Vyapaar Pvt. Ltd.	2,67,895	0.86	-	2,67,895	0.86	-	NIL
13.	Pragya Bhartia	300	0.00	-	300	0.00	-	NIL
14.	Lund & Blockley Pvt. Ltd.	500	0.00	-	500	0.00	-	NIL
15.	Hindustan Wires Limited	65,000	0.21	-	65,000	0.21	-	NIL
16.	Executors to the Estate of Late Sajani Devi Bhartia*	20,30,249	6.55	-	21,00,249	6.78	-	0.23
	Total	1,88,91,032	61.01	-	1,18,89,032	61.01	-	NIL

* Shares transmitted in pursuance to the probate of will as granted by Hon'ble Calcutta High Court.

(iii) Change in Promoters' Shareholding (Including Promotor group)

S. No.	Name	Shareholding at the beginning of the year (As on 01-04-2018)		Date of Change	Increase/ Decrease in shareholding	Reason	Cumulative shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1.	Sajani Devi Bhartia*	70,000	0.23	05-04-2018	(70,000)	Transmission	NIL	NIL
2.	Executors to the Estate of Late Sajani Devi Bhartia*	20,30,249	6.55	05-04-2018	70,000	Transmission	21,00,249	6.78

* Part of Promotor group

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

S. No.	Name	Shareholding at the beginning of the year (As on 01-04-2018)		Date of Change	Increase/ Decrease in shareholding	Reason	Cumulative shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1.	Srikanth Dhulipala	2,05,000	0.66	06-04-2018	28,914	Purchase	2,33,914	0.76
				13-04-2018	6,086	Purchase	2,40,000	0.78
				31-03-2019			2,40,000	0.78
2.	Acadian Emerging Markets Small Cap Equity Fund LLC	1,11,205	0.36	15-06-2018	19,562	Purchase	1,30,767	0.42
				22-06-2018	12,533	Purchase	1,43,300	0.46
				13-07-2018	8,220	Purchase	1,51,520	0.49
				03-08-2018	18,795	Purchase	1,70,315	0.55
				21-09-2018	16,080	Purchase	1,86,395	0.6
				05-10-2018	6,023	Purchase	1,92,418	0.62
				19-10-2018	6,739	Purchase	1,99,157	0.64
				02-11-2018	6,769	Purchase	2,05,926	0.67
				23-11-2018	11,430	Purchase	2,17,356	0.7
				07-12-2018	11,496	Purchase	2,28,852	0.74
				15-03-2019	-22,806	Sale	2,06,046	0.67
29-03-2019	-9,446	Sale	1,96,600	0.64				
31-03-2019			1,96,600	0.64				
3.	General Insurance Corporation of India	1,30,381	0.42	-	-	-	-	-
				-	-	-	-	-
				31-03-2019			1,30,381	0.42
4.	Emerging Markets Core Equity Portfolio (The Portfolio) of Dfa Investment Dimension Group Inc	1,03,244	0.33	25-05-2018	15,743	Purchase	1,18,987	0.38
				01-06-2018	3,098	Purchase	1,22,085	0.39
				08-06-2018	7,659	Purchase	1,29,744	0.42
				12-10-2018	428	Purchase	1,30,172	0.42
				31-03-2019			1,30,172	0.42
5.	Dimensional Emerging Markets Value Fund	25,531	0.08	13-04-2018	2,198	Purchase	27,729	0.09
				11-05-2018	21,442	Purchase	49,171	0.16
				18-05-2018	30,256	Purchase	79,427	0.26
				25-05-2018	8,527	Purchase	87,954	0.28
				22-06-2018	1,429	Purchase	89,383	0.29
				29-06-2018	1,923	Purchase	91,306	0.29
				13-07-2018	12,773	Purchase	1,04,079	0.34
				20-07-2018	3,934	Purchase	1,08,013	0.35
				27-07-2018	3,685	Purchase	1,11,698	0.36
				03-08-2018	7,194	Purchase	1,18,892	0.38
31-03-2019			1,18,892	0.38				

S. No.	Name	Shareholding at the beginning of the year (As on 01-04-2018)		Date of Change	Increase/ Decrease in shareholding	Reason	Cumulative shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
6.	Habrok India Master LP	1,15,000	0.37	11-05-2018	-88,859	Sale	26,141	0.08
				15-06-2018	93,859	Purchase	1,20,000	0.39
				13-07-2018	50,000	Purchase	1,70,000	0.55
				22-03-2019	-70,000	Sale	1,00,000	0.32
				29-03-2019	-6,173	Sale	93,827	0.30
				31-03-2019			93,827	0.30
7.	Buma-Universal-Fonds I	0	0	20-04-2018	65,532	Purchase	65,532	0.21
				27-04-2018	40,067	Purchase	1,05,599	0.34
				11-05-2018	23,807	Purchase	1,29,406	0.42
				05-10-2018	10,103	Purchase	1,39,509	0.45
				16-11-2018	15,761	Purchase	1,55,270	0.50
				01-03-2019	-14,952	Sale	1,40,318	0.45
				15-03-2019	-24,134	Sale	1,16,184	0.38
				29-03-2019	-26,460	Sale	89,724	0.29
8.	Bodepudi Jeevan Kishore	1,00,081	0.32	07-09-2018	-12,006	Sale	88,075	0.28
				15-03-2019	-10,000	Sale	78,075	0.25
				31-03-2019			78,075	0.25
9.	Globe Capital Market Limited	7,580	0.02	06-04-2018	59,430	Purchase	67,010	0.22
				13-04-2018	660	Purchase	67,670	0.22
				20-04-2018	850	Purchase	68,520	0.22
				27-04-2018	-450	Sale	68,070	0.22
				04-05-2018	-755	Sale	67,315	0.22
				11-05-2018	-800	Sale	66,515	0.21
				18-05-2018	290	Purchase	66,805	0.22
				25-05-2018	210	Purchase	67,015	0.22
				01-06-2018	-800	Sale	66,215	0.21
				08-06-2018	-50	Sale	66,165	0.21
				15-06-2018	200	Purchase	66,365	0.21
				22-06-2018	-344	Sale	66,021	0.21
				29-06-2018	-195	Sale	65,826	0.21
				30-06-2018	-500	Sale	65,326	0.21
				06-07-2018	780	Purchase	66,106	0.21
				13-07-2018	700	Purchase	66,806	0.22
				20-07-2018	-2,700	Sale	64,106	0.21
				03-08-2018	-500	Sale	63,606	0.21
				17-08-2018	100	Purchase	63,706	0.21
				31-08-2018	-650	Sale	63,056	0.20
				07-09-2018	-11,696	Sale	51,360	0.17
				21-09-2018	330	Purchase	51,690	0.17
				05-10-2018	19,310	Purchase	71,000	0.23
				12-10-2018	-69,600	Sale	1,400	0.00
				09-11-2018	40,000	Purchase	41,400	0.13
				16-11-2018	5,700	Purchase	47,100	0.15
				23-11-2018	-5,700	Sale	41,400	0.13
				30-11-2018	950	Purchase	42,350	0.14
				07-12-2018	-14,507	Sale	27,843	0.09
				14-12-2018	-2,650	Sale	25,193	0.08
28-12-2018	900	Purchase	26,093	0.08				
31-12-2018	-17,000	Sale	9,093	0.03				
04-01-2019	-400	Sale	8,693	0.03				
11-01-2019	58,000	Purchase	66,693	0.22				
25-01-2019	169	Purchase	66,862	0.22				

S. No.	Name	Shareholding at the beginning of the year (As on 01-04-2018)		Date of Change	Increase/ Decrease in shareholding	Reason	Cumulative shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
				01-02-2019	-1,320	Sale	65,542	0.21
				15-02-2019	4,000	Purchase	69,542	0.22
				22-02-2019	1,053	Purchase	70,595	0.23
				01-03-2019	-230	Sale	70,365	0.23
				08-03-2019	4,795	Purchase	75,160	0.24
				15-03-2019	-2,005	Sale	73,155	0.24
				22-03-2019	4,120	Purchase	77,275	0.25
				29-03-2019	-2,125	Sale	75,150	0.24
				31-03-2019			75,150	0.24
10.	The Board of Regents of The University of Texas System-Acadian Asset Management	99,232	0.32	15-06-2018	3,383	Purchase	1,02,615	0.33
				29-06-2018	14,340	Purchase	1,16,955	0.38
				05-10-2018	14,558	Purchase	1,31,513	0.42
				19-10-2018	3,344	Purchase	1,34,857	0.44
				16-11-2018	8,900	Purchase	1,43,757	0.46
				25-01-2019	-15,934	Sale	1,27,823	0.41
				01-02-2019	-7,612	Sale	1,20,211	0.39
				01-03-2019	-17,265	Sale	1,02,946	0.33
				15-03-2019	-21,163	Sale	81,783	0.26
				22-03-2019	-9,794	Sale	71,989	0.23
				31-03-2019			71,989	0.23

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Name of Director/ Key Managerial Personnel	Shareholding at the beginning of the year (As on 01-04-2018)		Date of Change	Increase/ Decrease in shareholding	Reason	Cumulative share-holding during the year (01-04-2018 to 31-03-2019)	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
Directors								
1.	Shri Uma Shankar Bhartia	4,48,722	1.45	No Change during the year	-	-	4,48,722	1.45
2.	Smt. Jayshree Bhartia	2,29,003	0.74	No Change during the year	-	-	2,29,003	0.74
Key Managerial Personnel								
3.	Shri Anand Singhal	1,000	0.00	No Change during the year	-	-	1,000	0.00

Shareholding of other directors & KMPs - NIL

V. INDEBTEDNESS

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

(Amount in ₹ Crores)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	635.75	131.97	-	767.72
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	1.01	-	-	1.01
Total (i+ ii+ iii)	636.76	131.97	-	768.73
Change in Indebtedness during the financial year				
• Addition	337.25	22.23	-	359.48
• Reduction	153.13	-	-	153.13
• Exchange Difference	-	-	-	-
Net Change	184.12	22.23	-	206.35
Indebtedness at the end of the financial year				
i) Principal Amount	819.87	109.74	-	929.61
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	1.44	-	-	1.44
Total (i+ii+iii)	821.31	109.74	-	931.05

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		*Shri Uma Shankar Bhartia, CMD	Shri M. K. Rao, WTD	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,47,57,746	60,60,060	3,08,17,806
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	9,47,409	3,91,129	13,38,538
	(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	63,00,000*	-	63,00,000*
5.	Others-Provident Fund Contribution	26,64,000	4,27,680	30,91,680
	Total (A)	3,46,69,155	68,78,869	4,15,48,024
	Ceiling as per the Act	Within the limits as prescribed under Schedule V of the Companies Act, 2013 and is approved by shareholders		

*Commission to Chairman and Managing Director will be paid after financial statements for the FY 2018-19 are adopted by the shareholders at the 35th Annual General Meeting scheduled to be held on 22nd August, 2019.

B. Remuneration to other directors:-
(Amount in ₹)

Sl. No.	Name(s)	Sitting Fees	Commission*	Others	Total Amount
A. Independent Directors					
1.	Shri Pradip Kumar Khaitan	5,40,000	4,00,000	-	9,40,000
2.	Shri Jitender Balakrishnan	2,20,000	2,00,000	-	4,20,000
3.	Shri Ravi Jhunjhunwala	4,70,000	2,00,000	-	6,70,000
4.	Shri Jagmohan N. Kejriwal	1,30,000	2,00,000	-	3,30,000
5.	Shri Sajeve Deora	3,20,000	2,00,000	-	5,20,000
B. Non-Executive Director					
1.	Shri Ashwini Kumar Sharma, Nominee Director	2,00,000	2,00,000	-	4,00,000
2.	Smt. Jayshree Bhartia	2,20,000	1,95,000	-	4,15,000
Total		21,00,000	15,95,000		36,95,000
Ceiling as per the Act		-	-	-	-

* Commission is within the overall limit of 1% of the Net Profit of the Company for the financial year 2018-19 and shall be paid to Non-Executive Directors after the Financial Statements for FY 2018-19 are adopted by shareholders at 35th Annual General Meeting scheduled to be held on 22nd August, 2019.

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD
(Amount in ₹)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Shri Rakesh Bhartia, Chief Executive Officer	Shri Anand Singhal, Chief Financial Officer	Shri Ankur Jain, Company Secretary	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,78,41,516	63,29,749	31,75,344	2,73,46,609
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	39,600	2,67,004	39,600	3,46,204
	(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-Provident Fund Contribution	16,32,263	4,58,184	2,19,835	23,10,282
Total		1,95,13,379	70,54,937	34,34,779	3,00,03,095

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
NIL					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

Annexure E

Details pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The remuneration paid by the Company to its employees including Directors, Key Managerial Personnel is in line with the Nomination and Remuneration policy of the Company. The guiding principles of the Nomination and Remuneration policy of the Company is that the level and composition of the remuneration be reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel and other senior officials.

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive officer, Company Secretary in the financial year 2018-19 in comparison to the financial year 2017-18 and ratio of remuneration of each Director to the median remuneration of the employees of the Company:

Name of Directors/ KMPs of the Company	Remuneration 2017-18 (in ₹)	Remuneration 2018-19 (in ₹)	% increase in Remuneration in the financial year 2018-19	Ratio of Remuneration to MRE*
Shri U. S. Bhartia, Chairman & Managing Director	2,70,64,000	3,46,69,155	28.10	75.98
Shri M. K. Rao, Whole Time Director	69,54,258	68,78,869	-1.08	15.08
Smt. Jayshree Bhartia, Promoter Director	2,00,000	4,15,000	107.50	0.90
Shri Pradip Kumar Khaitan, Independent Director	2,30,000	9,40,000	308.70	2.06
Shri Jagmohan N. Kejriwal, Independent Director	1,80,000	3,30,000	83.33	0.72
Shri Ravi Jhunjunwala, Independent Director	2,40,000	6,70,000	179.17	1.47
Shri Jitender Balakrishnan, Independent Director	1,00,000	4,20,000	320	0.92
Shri Ashwini Kumar Sharma, Nominee Director	60,000	4,00,000	#	0.88
Shri Sajeve Deora, Independent Director	Nil	5,20,000	##	1.14
Shri Rakesh Bhartia, Chief Executive Officer	1,83,76,563	1,95,13,379	6.19	42.77
Shri Anand Singhal, Chief Financial Officer	65,75,971	70,54,937	7.28	15.46
Shri Ankur Jain, Company Secretary	33,77,481	34,34,779	1.70	7.53

*Median Remuneration of Employees

Notes:

- The remuneration is within the limits approved by the shareholders of the Company.
 - The remuneration to Directors other than Executive Directors includes sitting fees which was increased during the FY 2018-19 within the permissible limits.
 - The remuneration to Directors other than Shri M.K. Rao for the FY 2018-19 is inclusive of commission which will be paid after financial statements for FY 2019 are adopted by the shareholders at the 35th Annual General Meeting scheduled to be held on 22nd August, 2019. No commission was paid for FY 2017-18.
 - # percentage increase/decrease is not reported as directorship was not held during entire FY 2017-18.
 - ## Appointed as Independent Director w.e.f. 1st May, 2018, hence, percentage increase/decrease is not reported.
- There was an increase of 3.20 % in the median remuneration of employees in the financial year 2018-19.
 - Number of permanent employees on the rolls of the Company as on 31st March, 2019 were 1325.
 - Average percentile increase made in the salaries of the employees other than managerial personnel in the last financial year was 7.28 % whereas percentile increase in the managerial remuneration was 22.13 % for the same financial year. The managerial remuneration paid was within the permissible limit as mentioned in Section 197.
 - It is affirmed that the remuneration paid to the Directors, Key Managerial personnel and other Employees is as per the Nomination and Remuneration Policy of the Company.

Information regarding employees in accordance with the provisions of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. Top Ten Employees of the Company in terms of remuneration drawn:

SR. NO.	NAME	AGE IN YEARS	DESIGNATION	NATURE OF EMPLOYMENT	#GROSS REMUNERATION (IN ₹)	QUALIFICATIONS	TOTAL EXPERIENCE (YEARS)	DATE OF COMMENCEMENT OF EMPLOYMENT WITH THE COMPANY	PREVIOUS EMPLOYMENT
1	Shri U.S. Bhartia	65	Chairman and Managing Director	Contractual	3,46,69,155	B.Com (Hons.)	40	29.11.1996	Managing Director, India Glycols Ltd.
2	Shri Rakesh Bhartia	50	Chief Executive Officer	Permanent	1,95,13,379	CA, CS, ICWA	27	31.07.2009	CEO, Bajaj Hindustan Ltd.
3	Shri Manoj Pahwa	56	President-Ennature Biopharma	Permanent	78,88,489	B.Sc (ZBC), MBA (Marketing)	35	01.06.2010	Director, Sanat Products
4	Shri M.K. Rao	61	Executive Director	Contractual	68,78,869	M. Tech (Chemical Plant Design)	37	15.12.1988	Indian Petrochemical Corporation Ltd, Senior Engineer
5	Shri Anand Singhal	52	CFO	Permanent	70,54,937	CA	29	02.01.2008	Chief Financial Officer, Abhishek Industries Ltd
6	Shri Rakesh Kumar Khandal	61	President - R&D and Business Development	Permanent	64,45,833	M.Sc (Chemistry), PHD (Applied Chemistry)	38	12.05.2015	Vice-Chancellor, Uttar Pradesh Technical University
7	Shri Sanjeev Gurwara	58	President-Marketing	Permanent	53,24,781	M.Sc (Organic Chemistry), MBA (Marketing)	35	22.08.1994	Branch Manager-Marketing, S.M. Dyechem Ltd.
8	Shri R.K. Sharma	55	Head - Sustainability	Permanent	45,69,040	BE (Fire Engineering), M.Sc (Chemistry), Ph.D. (Environmental Science), MBA (Quality Management)	33	11.11.1988	Station Officer, B.A.R.C., Mumbai
9	Shri Shashi Kant Shukla	54	Business Head - Gorakhpur	Permanent	44,96,427	MBA	30	20.12.2004	Saraya Distillery, Gorakhpur
10	Shri Sudhir Agarwal	57	Site Head	Permanent	40,98,727	B.Tech (Chem.)	34	10.07.2014	National Fertilizers Ltd, Chief Prod. Manager

B. Employed throughout the year and in receipt of remuneration not less than ₹ 1,02,00,000/- per annum:

Already covered in Point (A) above

C. Employed for part of the year and in receipt of Remuneration not less than ₹ 8,50,000/- per month: Nil

NOTES:

- #Gross Remuneration shown above includes salary, house rent allowance, Company's contribution to Provident Fund and other perquisites. Value of Perquisites have been calculated on the basis of Income Tax Act, 1961.
- The remuneration to Chairman and Managing Director is inclusive of commission, which will be paid after financial statements for FY 2019 are adopted by the shareholders at the 35th AGM scheduled to be held on 22nd August, 2019
- None of the employee mentioned above is related to any Director of the Company other than Shri U.S. Bhartia who is related to Smt. Jayshree Bhartia as spouse.
- There is no employee who was in receipt of remuneration in excess of that drawn by the Managing Director or Whole time Director and holds not less than two percent of the equity shares of the Company by himself or alongwith his spouse and dependent children, falling under the provisions of Section 197 read with Rule 5(2)(iii) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

For and on behalf of the Board

Place : Noida
Dated : 21st May, 2019

U.S. Bhartia
Chairman and Managing Director
DIN: 00063091

Management Discussion & Analysis Report

ECONOMIC/INDUSTRIAL OVERVIEW

After showing strong growth in 2017 and early 2018, the global economic activities slowed a bit during the later part of FY 2019. Though year 2019-20 started out on modest footing, improvements are expected in the second half of 2019-20 and global economic growth in 2020 is projected to return to 3.6 percent. As per World Economic Outlook Report, beyond 2020, global growth is set to be at about 3.5 percent over the medium term, sustained by the increase in the relative size of economies, such as those of China and India, which are projected to have robust growth by comparison to slower-growing advanced and emerging market economies.

At 7.3%, India emerged as the fastest-growing large economy. The International Monetary Fund (IMF) have projected India's GDP growth forecast to 7.3 per cent for 2019-20. The confidence in the Indian economy continued with the structural reforms such as bankruptcy laws, Goods and Services Tax, crackdown on shell companies and the fiscal prudence undertaken during the past few years. India's ranking in the World Bank's Ease of Doing Business Index further improved by 23 places in the 2018 edition to reach an enviable 77th position.

Chemicals industry in India is highly diversified, covering more than 80,000 commercial products. It is broadly classified into Basic chemicals, Specialty chemicals and Agrochemicals. The Indian chemicals industry is projected to reach \$ 304 billion by 2025. Indian chemicals industry (excluding pharmaceutical products) ranks 14th in exports globally. More than 2 million people are employed with this Industry in India.

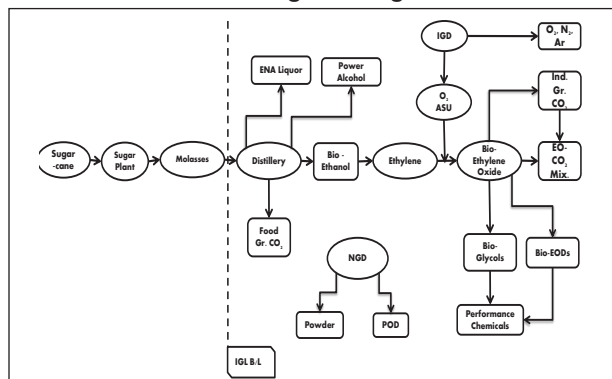
India Glycols Limited being the only green petrochemical Company of its kind, figures in the list of leading chemical manufacturers in the country.

PRODUCTS

INDIA GLYCOLS LIMITED is one of the leading manufacturers of Glycols, Ethylene Oxide Derivatives viz., surfactants and specialty chemicals, Ethyl Alcohol (Potable), Natural Gum & Derivatives, Herbals/ Nutraceuticals and Industrial Gases. Our belief in providing the desired products with the help of the best technology is reflected in our state-of-the-art integrated manufacturing facilities.

The manufacturing building blocks are as presented below:

Manufacturing Building Blocks



The Company has organised its business into:

A. Chemicals having following segments:-

- Glycols (MEG, DEG, TEG and Heavy Glycols).
- Ethylene Oxide Derivatives (EODs) viz. Surfactants and Specialty Chemicals.

B. Ethyl Alcohol (Potable), Extra Neutral Alcohol (ENA) and Power Alcohol.

C. Others include Natural Gum, Nutraceuticals (previously termed as Herbal), Industrial Gases etc.

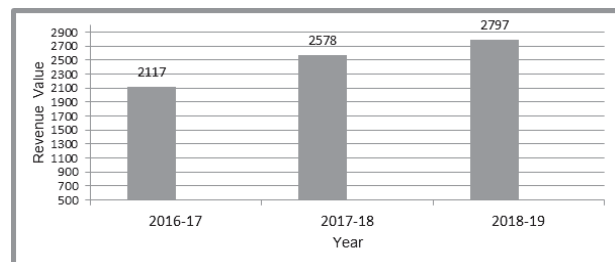
The segment wise business share is indicated as below:-

Segment	Gross Revenue 2018-19 (₹ In Crores) (Domestic + Exports)	% Share
A. CHEMICALS	2,797	54.66
B. ETHYL ALCOHOL (POTABLE)	2,156	42.13
C. OTHERS	164	3.21
TOTAL	5,117	100.00

CHEMICAL SEGMENT

Gross revenue in chemical segment has increased from ₹ 2,578 Crores in FY 2017-18 to ₹ 2,797 Crores in FY 2018-19. This segment is highest contributor at about 55% of the gross revenue of the Company.

FY	2016-17	2017-18	2018-19
Chemical Gross Revenue (₹ in Crores)	2,117	2,578	2,797



GLYCOLS

Sales of Glycols [Monoethylene Glycol (MEG), Diethylene Glycol (DEG), Triethylene Glycol (TEG) and Heavy Glycols] has increased from 1,13,439 MT in FY 17-18 to 1,20,585 MT in FY 18-19 and accordingly, the sales value increased from ₹ 965 Crores to ₹ 1,118 Crores, respectively.

Ethylene Oxide Derivatives (EODs)

Sales under Ethylene Oxide Derivatives (EOD) business increased from 99,609 MT in FY 17-18 to 1,01,443 MT during FY 18-19 and whereas the sales value was ₹ 980 Crores and ₹ 1,065 Crores, respectively. As a prudent measure, the sales to China market were restricted in view of the continued lower realizations.

The Ethylene Oxide Derivatives produced by the Company are used by diverse industries like Textile, Agrochemicals, Detergents, Pharmaceuticals & Personal Care, Oil Field and Automotive industry, paint & coating industry etc.

The Company aims to further increase its business by developing new products and applications especially in areas of textile chemicals, oil field chemicals, paper chemicals, home care & personal care applications. The thrust would be in line with the strategy to maximise EODs business in view of increasing the usage of EO for EO Derivatives for improved margins.

Surfactants And Specialty Chemicals

In order to meet the requirements of various industry sectors, India Glycols has been developing specialty surfactants as well as specialty chemicals for niche applications. These products are sold based mainly on their performance.

Bio-Ethoxylates

Bio-Ethoxylates in the international market are gaining acceptability and can be a good opportunity for better realisation in the niche market segments, where customers are looking for eco-friendly products.

OPPORTUNITIES & CHALLENGES

MEG consumption for polyester industry for 2018-19 has been around 2.70 million tonnes. The limiting factor in the growth was the lower demand in the market resulting in overall growth of about 6-7% in Polyester Industry and addition of new capacities and expansion leading to lower prices.

Domestic production of MEG was around 1.80 million tonnes primarily from Reliance & IOC and balance demand has been met through imports. Overall demand supply balance has been favourable for MEG producers in the world market in 2018-19 with prices fluctuating with an average of \$ 750 during the financial year ended 31st March, 2019.

In order to ensure that the new products are delivered in time as per the needs of the customers, a system of New Product Development has been put in place. Also, improvements in cost of many of our large-volume products were done through process validation to improve yield, production efficiency and usage of alternative Raw Materials. In addition, multiple initiatives have been taken to develop more Green products to meet the rising demand of environment-friendly surfactants and specialty chemicals based on renewable resources.

We are promoting our Glycols as Bio/ Green MEG to potential customers interested in meeting their objective of using environment friendly chemicals made from natural renewable resources. The Company is also embarking upon manufacturing Amine based EO derivatives in near future. This will further add to the diversified portfolio of the Company and will give a competitive edge.

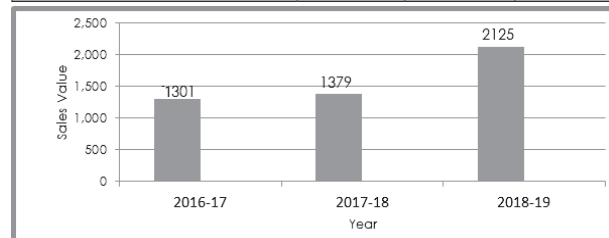
ETHYL ALCOHOL (POTABLE), EXTRA NEUTRAL ALCOHOL (ENA) AND POWER ALCOHOL

During the year, your Company registered total sales value of ₹ 2,125 Crores as compared to ₹ 1,379 Crores last year in the Ethyl Alcohol (Potable) division. Due to persistent efforts for export of high quality Extra Neutral Alcohol (ENA), the Company has gained the position of a premium supplier of quality ENA in the international markets. The Company has been certified by CONTROLUNION, an International certifying agency, for “Bonsucro MB ‘Chain of Custody’ Standard” for ENA- Special Sprit.

During the year under review, the Company launched ‘Soulmate Blu’, a Premium Whisky brand in semi-premium segment in couple of eastern states in addition to the existing states of Uttarakhand and Haryana.

Also, under the new liquor policy of State of Uttar Pradesh effective from 1st April, 2018, opening the market for all players for their brands, the Company has started country liquor operations from its Gorakhpur unit and also plans to launch IMFL brands soon in the state. The Company being a registered supplier to Indian Defense forces through CSD, under the brand premiumisation plan, will introduce premium brands V2O Vodka and Soulmate Blu Whisky in addition to already introduced premium Rum under the brand name ‘Beach House XXX Premium Rum.

FY	2016-17	2017-18	2018-19
ENA Sales Value (₹ In Crores)	1,301	1,379	2,125



In our continued thrust towards manufacturing sustainable/ renewable components, the Company has set-up Power Alcohol plants at Kashipur and Gorakhpur units each with a capacity of 100 KL per day. Power Alcohol shall be made available to Oil Manufacturing companies (“OMC’s”) for blending in Petrol as per Govt. Policy. Post receipt of necessary permissions for the Kashipur Unit, production and supplies of Power Alcohol to OMC’s were started from Kashipur Unit during the year under review.

INDUSTRIAL GASES

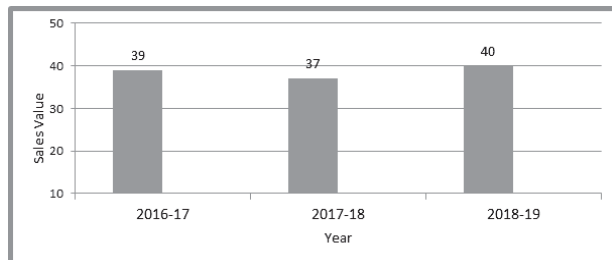
During the year under review, the Company, from its Air separation unit, produced 20,305 MT of Liquid Oxygen and 1,072 MT of Liquid Nitrogen. Both Liquid Oxygen and Liquid Nitrogen were sold in the market and also used for in-house requirements. In addition, Argon of 2,596 MT was also produced and its sales were 2,558 MT.

Industrial Gas Division also produced Beverage and Industrial Grade Liquid Carbon Di-oxide (LCO₂). During the year, your Company has produced 36,679 MT of LCO₂ and its sale was 35,874 MT.

Your Company also produced ETO (Ethylene Oxide & Carbon Dioxide Gas Mixtures) under the trade name IGLSTERI GAS. It is suitable for sterilization of Disposable Surgical & Medical Devices and spices etc. The Company has in-house facilities for production of EO and LCO₂ which are used in production of STERI GAS. During the year under review, the Company has produced 1,056 MT of STERI Gas and has sold 1,062 MT.

Further, the Industrial Gases segment registered total sales of all gases of ₹ 40 Crores as compared to ₹ 37 Crores during the last year.

FY	2016-17	2017-18	2018-19
Sales Value (₹ In Crores)	39	37	40



NUTRACEUTICALS (PREVIOUSLY TERMED AS HERBALS)

During the year, your Company registered sale value of Rs. 160 Crores as compared to ₹ 180 Crores last year in the Nutraceuticals division as due to currency fluctuations in the major market of consumption during the year, export of major API sales shown slight declining trend, however by the fourth quarter ending sales returned back to normalcy with currency stability in the importing country.

Some of the products developed successfully in the recent past include Liquid Nicotine & various salts, for the cigarette replacement therapy. Additionally, the Company has developed another good molecule Centella Asiatica for skin repair and poised to do well. This segment is growth & result oriented with an objective & concern for environment, transforming lives through green technology for isolation & purification of phytochemicals.

EXPORTS

For the past few years the Company has been focussing on exports as one of its key segments for future growth. The Company has been making efforts to position itself as a 'Green Chemicals' Company in the international market. This is being done as a planned strategy to

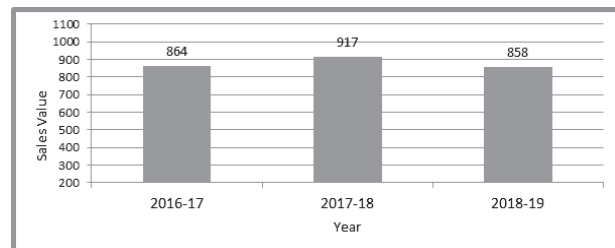
cater to the global niche green market. This concept of bio-based materials finds acceptance with various large multinational companies who have a special concern for the environment and have their internal CSR objectives of moving towards green products. The Company has been able to find a stronghold in the Bio-MEG/Bio-PET segment where its products are being used by large MNC's worldwide.

The Company already has a well established position in the domestic speciality ethoxylates market segment. The Company intends to use its wide experience in this segment in the domestic market to give thrust to exports of similar products in the international market. The Company would like to leverage its competitive advantage as one of the very few companies worldwide in the space of bio-based ethoxylates/ surfactants.

The global chemical trade was adversely affected by US-China trade war and low crude oil prices. The Bio-MEG sales grew in Far East markets but experienced a slowdown in US/European markets. Sales of Glycol Ethers showed a marginal growth despite been adversely affected by low prices of competition product in China. Bio-Ethoxylate segment also showed a nominal growth and this market is expected to grow further in coming years.

During the year under review, your Company has recorded export sales value of ₹ 858 Crores as compared to ₹ 917 Crores during last year. The Company continue to hold the 'Three Star Export House' status as granted by Government of India.

FY	2016-17	2017-18	2018-19
Exports Sales Value (₹ In Crores)	864	917	858



FINANCIAL REVIEW

The Company continued its good financial performance during the year under review. During the FY 2018-19 on a standalone basis, your Company recorded total revenue (including other income) of ₹ 5,133 Crores as compared to ₹ 4,165 Crores in FY 2017-18, an increase of about 23%. The profit after depreciation and tax for the FY 2018-19 increased to ₹ 148 Crores as compared to ₹ 98 Crores earned during the FY 2017-18, an increase of about 51 % representing sturdy growth over the previous year.

With opening of liquor market for all players in State of Uttar Pradesh, the liquor business performed exceptionally well and became a major revenue contributor. Further, despite

challenging international conditions i.e. US-China trade war tension and low crude prices, the Chemical business garnered good revenue. The nutraceutical business was adversely impacted due to steep depreciation of the currency in one of its major markets. Despite this, the Nutraceutical business did fairly well.

The Company's green feedstock molasses remained available through the year at attractive prices giving a strength to the bottom line. The Company continued to source ethyl alcohol, the principal raw material majorly from overseas market due to lack of its availability in domestic markets as bulk of the product is being diverted for ethanol blending.

During the year under review, the Gross Fixed Assets has increased to ₹ 2,340 Crores in FY 2018-19 from ₹ 2,248 Crores in FY 2017-18.

The Company has been regular in meeting its obligations towards timely payment of principal/interest to the financial Institutions and Banks.

Details of significant changes in key financial ratios:

- Net profit margin ratio was improved to 4.42 % as compared to last year of 3.24 % due to cost efficiencies and other measures taken by the Management.
- Return on Net worth is 13.79 % in comparison of 10.42 % during last year. Higher return was on account of increased profits in FY 2019.

For the Company, Ind-AS is applicable from 1st April, 2016 with a transition date of 1st April, 2015. The financial statements have been prepared in accordance with the recognition and measurement principles laid down under Ind-AS as presented under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and the other accounting principles generally accepted in India, as applicable.

OUTLOOK

The lower carbon footprint and the use of green feedstock for production by the Company finds a mass appeal with many major global companies. The focus for the future would be in the area of marketing Bio-MEG, Bio-Ethoxylates and performance chemicals such as specialty surfactants and specialty chemicals to niche markets for achieving better contribution with a special focus on North American, European and Far East (Japanese/Korean) markets.

Your Company is also embarking upon manufacturing Amine based EO derivatives in near future. This will further add to the diversified portfolio of the Company and will give a competitive edge.

Also, with increasing environment related concerns across globe in recent times and rising demand for green and environment friendly products, IGL, being the only green petrochemical Company of its kind, would have better business opportunities in different industry sectors in the time to come.

SUSTAINABILITY: HEALTH, SAFETY, ENVIRONMENT & MANAGEMENT SYSTEMS

India Glycols Limited prioritize employee's Safety, Health and Environment to enhance its reputation as a responsible corporate. The Company has signed on to Responsible Care® Guiding Principles to become signatory to Indian Chemical Council's Responsible Care® initiative. These Principles apply to the Company globally. Being a Responsible Care® signatory, Company is committed for continual improvement of the performances in the fields of environmental protection, occupational safety and health protection, process safety, product stewardship and logistics, as well as to continuously improve dialog with the neighbours and the public.

HEALTH

Your Company accords very high priority to provide healthy and safe working environment. Company has a medical centre at factory site with basic amenities; two qualified and experienced doctors with trained and experienced para-medical personnel are available round the clock to meet any contingency. The Company also has a qualified Occupational Health Physician. Company also has an ambulance to provide necessary assistance in case of any emergency. All employees are required to undergo annual medical check-up for early diagnosis of any health problem. Company has made arrangements for treatment of employees and their dependents under the mediclaim insurance policy, which allows employee to avail treatment from any of the listed hospitals without having to make any immediate cash payments. This provides the employees much needed emotional and financial security. The Company organizes blood donation camp as part of community welfare activities.

The Company also organizes medical camps at nearby villages and organize/assist in National health related programs in the nearby villages as part of community welfare activities.

SAFETY

Your Company has set up elaborate safety systems to ensure proper safe work environment. Emphasis is given to prevention of any accident. As a result of strict safety norms being followed Company has been able to maintain good safety record and has received various prestigious national and international safety awards recognizing the safe working environment available at the factory.

A Central Safety Committee has been constituted to continuously review and upgrade the safe working practices. Emergency management plan is in place for mitigating any kind of emergency. Proper systems have been set up to record and report any accident, which is thoroughly investigated and corrective action taken for future prevention.

At work place appropriate protective equipment and gears are provided to the employees and usage of the same is strictly monitored to ensure high level of safety. Safety

training programs are regularly conducted for training the employees in proper use of safety equipment and following the safe work practices.

The Company always encourage internal and external stakeholder by conducting motivational program on safety by celebration of National Safety day, Fire Service Day and Transport safety awareness program to promote safe work practices and environment inside and outside premises.

Various incentive schemes are in operation for motivating the employees to ensure working in the safe environment. The Company has its own Fire Station fully equipped with Fire Tenders, modern communication facilities and elaborate auto fire hydrant system and other equipment which are manned and supervised by trained experts. There is also auto fire alarm system covering all the areas. Live fire training drills are organized to provide hands-on training to the employees.

ENVIRONMENTAL STEWARDSHIP

Environmental stewardship refers to responsible use and protection of the natural environment through conservation and sustainable practices.

Your Company uses molasses, residue product of sugar mills generated in the process of manufacturing of sugar. The molasses converted into alcohol in the captive distillery and thereafter used in the process to make ethylene oxide and its products. Company has set up elaborate systems by making substantial capital investments for proper treatment of the effluent generated and meets all the requirements in this regard. Company has also installed Rain Water Harvesting systems and keeps on working for reduction of water footprint (WFP).

To make the system more environmental friendly, Company has developed a green belt all around its factory by growing approx. 1,20,000 trees of different species some of which are fruit bearing in addition to providing green cover. All possible efforts are being made to preserve the environment and improve the same as far as possible.

The Company has already achieved zero effluent discharge from their Ethanol Plants by having concentrated effluent burning in specially designed Boilers.

The liquid effluent from Distillery is concentrated in the evaporator system to generate concentrated spent wash (slop). The Slop (concentrated spent wash) from the evaporator is used as fuel for the generation of steam and electricity. This is a novel boiler that has been developed for utilization of concentrated spent wash and generation of steam there from.

SUSTAINABLE ENVIRONMENT AND CLIMATE CHANGE INITIATIVES

India Glycols Sustainable Solutions makes it easy for

customers to identify, evaluate and select the right materials.

There are number of sustainable solutions and product grades. The raw material, properties, performance and/or content of these materials make a significant contribution to reduced environmental impact, from lowering carbon emissions and minimize use of the earth's limited resources.

Sustainable solutions are based on number of defined action plans and standard based on Life Cycle Assessment (LCA) methodologies. India Glycols Sustainable Solutions enable customers to confidently choose high-performance materials that advance their environmental and business goals.

Your Company is continuously working for integrating the life cycle perspective in management system, as per revised Environmental Management System for bringing product and process in a more sustainable direction.

The Company believes in life cycle approach which directs business to consider responsibility on environmental protection from raw material procurement to product use. Company has conducted comparative Life Cycle Assessment (LCA) study of Bio-Mono Ethylene Glycol (Bio-MEG) based on ISO 14044-2006 standards and determining several Environmental Impacts (including Carbon Foot-Print) from its Renewable Manufacturing Approaches and conclude that "Manufacturing MEG through Renewable based raw materials is a better option than adopting Conventional Petro route approaches in India, US and Europe". The LCA study was conducted on a purchased software-SIMAPRO and report of "LCA on Bio-MEG" got Peer Reviewed.

In continuation Company has also conducted Life Cycle Assessment (LCA) study for its other products as Bio-Ethanol, Bio-Ethylene Oxide, Bio-Glycols and Bio-Poly Ethylene Glycols etc. Company is working continuous on Life Cycle Assessment (LCA) study for its other products as Ethylene Oxide derivatives and specialty chemicals.

The Business Case for Life Cycle Thinking consist of Case study of India Glycols Limited "*Greening the supply chain with life-cycle thinking – India Glycols Limited*" by the Life Cycle Initiatives is published at the 4th Session of the UN Environment Assembly (UNEA4) in Nairobi on 12th March, 2019. The Business Case of India Glycols Limited represents as one of the success stories from diverse businesses the world over, illustrating the important role that Life Cycle Thinking (LCT) has played in improving both company's environmental credentials and commercial results.

The Company always encourages stakeholders' by conducting motivational program on environment by celebration of World Environmental Day. The focus of the World Environment Day Program was to promote

environmental stewardship practices. On this occasion a booklet “*Water Conservation Message*” was released. The booklet covers information of almost all the useful and helpful details of water conservation practices. Special campaign was taken up with communities, employees and individuals to come together and explore sustainable alternatives and reduce the excessive use of single-use plastic and encourage to participate in water conservation practices. The Company has taken up several initiatives in promoting climate change and environment-sustainable projects. Company’s Gorakhpur plant has got its Large scale CDM project (Title: Biomass based Cogeneration Project activity taken up by IGL at Gorakhpur, U.P.; Annual CERs: 110,157 MT CO₂ equivalent) registered at UNFCCC.

MANAGEMENT SYSTEMS

• INTEGRATED MANAGEMENT SYSTEM

Your Company is having Integrated Management System (IMS) comprising of Quality Management System, Environmental Management System, Occupational Health & Safety Management System, Food Safety Management System, Food Safety System Certificate, Energy Management System and Social Accountability.

Your Company is successfully certified against the new revised High Level Structure of Quality Management System (ISO 9001:2015) and Environmental Management System (ISO 14001:2015) and other standards as Occupational Health & Safety Management System (OHSAS 18001:2007), Food Safety Management System (ISO 22000:2005), Food Safety System Certificate (FSSC 22000). Energy Management System (ISO 50001:2011) comprised under Integrated Management System by M/s DNV-GL, a renowned certification agency. Your Company has upgraded Social Accountability certification to new revised SA 8000:2014 standard and gets certified by M/s DNV-GL.

Special emphasis on risk-based thinking has been the new focus of Quality Management System & Environmental Management System. This risk-based thinking enables to determine the factors that could cause deviation in processes and thereby in management systems, which may pose business risk in turn. This risk-based thinking offers opportunity to put necessary controls, to mitigate and minimize the premature risks, in place. Furthermore, preventive actions can be implemented to avoid any potential business risk. Value addition to Environmental Management System is its new focus and emphasis on Life Cycle Perspective to achieve sustainable development by balancing three pillars Environment, Society and Economy which is essential to meet the present day need of sustainable business without

compromising ability of future generation and rendering them impaired.

Integrated Management System has been upgraded to cover RC 14001:2015 standard. Responsible Care helps companies to not only improve their environmental, health, safety and security performance, but also to improve their business operations. As per requirement of the standard, emphasis on risk-based thinking is given. Focus for security is also considered in addition to Quality, Health, Safety & Environment system.

The Company also has HALAL and KOSHER certificates for the defined products.

The Company has worked for “Bonsucro MB ‘Chain of Custody’ Standard” for the Extra Neutral Alcohol (ENA)- Special Sprit and successfully certified by CONTROLUNION.

Your Company received the prestigious Award for ‘*Efficiency in Energy Usage*’ from FICCI at ‘India Chemical & Petrochemical Awards 2018’, based on Energy Management System, Energy Conservation Projects and Carbon Foot Print reduction analysis.

During the year under review, as part of its Digital Transformation Journey, the Company along with implementation partner-KPMG, has successfully upgraded its SAP ERP system from ECC6 version to S/4 HANA latest release which is built on a robust IBM hardware platform. With this implementation, the Company has achieved faster performance, improved user experience through simplified data structure, smaller data footprint & embedded analytics.

The Company has successfully launched and implemented Behavior Based Safety (BBS) naming it with an appropriate name, derived by open forum consensus “BHAVISHYA BANAYE SURAKSHIT”.

• PROCESS SAFETY MANAGEMENT SYSTEM

India Glycols is working towards implementation of Process Safety Management (PSM) along with RC in the organization to ensure systematic and high level Process Safety by elaborating its specific elements and ensuring the safety of employees, environment and physical plant assets in the event of any unexpected process excursion.

LEAN MANAGEMENT

Your Company is adopting a systematic approach to identifying and eliminating non-value-added activities through continuous improvement by following the product through flow processes based on a signal from the customers (internal & external).

India Glycols Ltd uses the building blocks of – standardized work, optimization of manpower, workplace organization 5S & visual controls, material handling systems, effective

plant layout, improved operational and maintenance practices, quality at the source, batch cycle time reduction, customer demand-based manufacturing, point of use storage, quick changeover, cellular manufacturing, process improvements, Kaizen, world class manufacturing, synchronous manufacturing and inventory management.

We are committed to work towards continual improvement of Quality, Environment, Health & Safety, Food Safety, Energy Performance and Social accountability and we discourage discrimination of any kind in any form.

RESEARCH & DEVELOPMENT CENTRE (R&D) FOCUS ON CUSTOMER-ORIENTED INNOVATION

Research and Development (R & D) is one of the key drivers for the sustainability and growth of business at India Glycols Limited. Our Innovation strategy focuses on creating value for money for its customers, while building competitive advantage by developing novel products with extraordinary attributes.

The state-of-the-art R & D Centre located at Kashipur is dedicated to develop process technologies and products as per the needs of the customers. The centre is equipped with modern and advanced instruments and the R & D team consists of highly dedicated researchers with diverse experience, expertise and qualifications.

The Company's focus to deliver new and innovative products to the market meeting consumer needs and providing solutions to the problems faced by its customers has ensured consumer loyalty, and profitable growth over the years.

The Company's Strength in R&D, backed by stringent Quality Control (QC) and Quality Assurance (QA) controls in place, has the privilege of getting qualified world over by the most trusted Companies.

The rapidly changing environment, water pollution, rising demand for energy and need for climate protection present global challenges that we must address with innovative solutions through GREEN CHEMISTRY is a key focus area of India Glycols. New range of products are state of the-art designed, as per the global trends requiring environmental friendly products. Our efforts have led to many customized value added products and processes with emphasis on "Sustainable" approaches via use of renewable RMs and savings of energy and water. In order to ensure that India Glycols remain ahead of its competitors, R & D develops products as its competitors, R & D develops as per global standards using renewable resources. These products and processes are designed to meet most of the international standards and are accredited with organizations like Control Union (Europe) i.e. GOTS, Oeko-tex, REACH/ HALAL etc.

The R & D Centre has been duly recognized by the Department of Science & Technology (DST), Govt. of India.

At present, the focus of R & D centre has been in working with customized projects for various industrial applications such as:

1. Development of Surfactants from alternative feedstocks

- Development of a 100% Biodegradable Sugar based Surfactants derived from renewable feedstocks.

2. Textile Processing (Fibre & Fabric processing)

- Enzyme base Products for Desizing /Scouring & Peroxide bleaching process.
- Bio- polishing enzyme based product.
- New generation silicon base finishing agent.
- Polymeric base core alkali neutralizer.

3. Crop-Protection Business

- Surfactants for capsule suspension- Controlled Release Applications
- Single Emulsifier package for multiple toxicants.
- Emulsifier for powder and granule formulation.
- Surfactant for special Combo formulation.
- Surfactant aqueous base formulation.

4. Oil & Gas Industry

- New generation Low temperature & low dose demulsifier for crude oil.
- Enhance oil recovery.

5. Emulsion Polymerization & Paint Industry

- Ecofriendly surfactant (Vegetable oil based) for pigment dispersion.
- Universal colorant for water & oil based paint
- APEO free surfactant for Emulsion Polymerization/ paints.

6. Paper Industry / Leather

- Universal cooking aid.
- Dry & wet strength resin.
- Eco-friendly deinking chemicals.

7. Automobile industry / Metal Working chemicals

- Ecofriendly solvent free Pour Point Depressant.
- Lubricant additives and surfactant for metal working industries.
- Bio –brake fluid oil

8. Detergent / Personal care Industry

- Eco-Friendly and highly biodegradable sugar based surfactants for skin care
- Eco-friendly and biodegradable amphoteric surfactant for personal care products.
- Bio- Ester for personal care products.
- Surfactant for hard surface cleaning agent

9. Construction chemicals

- Specialty green Ethoxylate for Poly carboxylate as water reducing agent & strength improver.

The most important underlying principle of Company's R&D has been the 3 E's. Efficiency; Economy and Environment friendliness. Here at the R & D we not only

strive to rapidly develop products as per the customer and market needs but we also ensure that the products render Economical value for money to the consumer. In addition, we ensure that the products are ecofriendly and safe for use both for the consumer and the environment which is ensured through rigorous life cycle analysis and biodegradability of these products prior to the launch of the products.

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY, RISK MANAGEMENT

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. The Company periodically discusses and reviews at its Audit Committee and with its auditors the effectiveness of the internal financial control measures implemented by the Company including with reference to the Financial Statements of the Company.

The Company has a proper and adequate system of internal financial controls which includes the policies and procedures 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.

The systems, procedures, checks and controls are routinely tested and certified by our Statutory as well as Internal Auditors. Moreover, Company continuously upgrades these systems in line with best practices and standards on internal control systems and procedures.

The Company has constituted a Risk Management Committee consisting of Directors and the senior management personnel of the Company to monitor the Risk Management Plan, to identify and mitigate the risks attached to the business of the Company.

Your Company's objective of risk management is to have a meaningful identification, measurement, prioritization of risks or exposures to potential losses on a continual

basis through active participation of all members of the Company and accordingly establish controls and procedures to build a visible & structured enterprise-wide risk management framework; reduce the risk levels and mitigate their effects in the likelihood of a risk event with an aim to protect our Company from harm; and have a contingency plan to manage risks having high probability and high impact.

Risk management framework is created to ensure that risk management principles are implemented and integrated all over the organization and that information retrieved from the risk management process are correctly reported. This framework provides a stable foundation for the risk management work, orient the organizational arrangements properly in order to have a clear risk strategy across the organization & share information, experiences amongst different sites of the Company.

Considering the importance of keeping the risk management process dynamic, a quarterly review of the risks is carried out across sites and departments for necessary key risks and risk management strategies are communicated to the Board of Directors for their assessment for minimization of effects of risk.

HUMAN RESOURCE/INDUSTRIAL RELATIONS

Company continues to focus on training its employees on a continuous basis both on the job and through training program to face challenges in the business/industry. During the year, industrial relations have been cordial. Total Number of Employees on Company's role has been around 1325.

CAUTIONARY STATEMENT

The statement made in this report describing the Company's expectations and estimations may be a forward looking statement within the meaning of applicable securities laws and regulations. Actual results may differ from those expressed or implied in this report due to the influence of external and internal factors which are beyond the control of the Company.

Report on Corporate Governance

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2019 in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Good corporate practices ensure that a Company meets its obligations to optimize shareholders' value. Corporate governance has assumed great significance in India in the recent past in the form of enactment of the Companies Act, 2013 (the "Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). The provisions of the Corporate Governance as prescribed by the Act and SEBI Listing Regulations, for the time being in force, have been complied with by the Company. The core principles of the Company's Corporate Governance policy's philosophy is towards caring of the society and environment around us, enhancement of stakeholder's values, transparency and promptness in disclosures and communication and complying with the laws in letter as well as in spirit.

II. BOARD OF DIRECTORS

a) Composition of the Board

As on 31st March, 2019, the Board of Directors of the Company (the "Board") comprised of nine Directors of which seven are Non-Executive Directors, one Managing Director and one Executive Director. Out of the seven Non-Executive Directors, five are Independent Directors, one Woman Director and one Nominee Director of State Bank of India, the lead lender of the Company.

During the year under review, based on the recommendation of the Nomination and Remuneration Committee, the Board appointed Shri Sajeve Deora as an Additional Director in the category of Independent Director for a period of 5 consecutive years w.e.f. 1st May, 2018 which was also approved by the Members in their 34th Annual General meeting held on 4th August, 2018.

The composition of the Board is in conformity with Regulation 17 of SEBI Listing Regulations read with Section 149 of the Act. The Board periodically reviews the need for change in its size and composition.

b) Number of Board Meetings

During the year ended 31st March, 2019, four board meetings were held. The dates of the meetings and attendance of directors thereat are as under:

Date	Board Strength	No. of Directors Present
1 st May, 2018	8	7
4 th August, 2018	9	7
1 st November, 2018	9	8
14 th February, 2019	9	6

The maximum gap between two board meetings was less than one hundred and twenty days.

c) Names and category of the Directors, their attendance at Board Meetings, last Annual General Meeting and the number of Directorships and Chairman/membership(s) held in other Companies as on 31st March, 2019:

Name of the Director	Category	Number of board meetings during the FY 2018-19		Attendance at last AGM	Number of Directorships in other Companies*		No. of Committees in which Chairmanship/membership held**		Directorship held in other listed entities and category of Directorship
		Held	Attended		Chairmanship	Directorship	Chairmanship	Member	
Shri U.S. Bhartia (Chairman and Managing Director) DIN: 00063091	Executive (Promoter)	4	4	Yes	-	15	1	5	1. Polylink Polymers (India) Limited (Non-Executive Non-Independent Director) 2. Hindustan Wires Limited (Non-Executive Non-Independent Director)
Smt. Jayshree Bhartia DIN: 00063018	Non-Executive (Promoter)	4	2	No	-	13	-	1	-
Shri M.K. Rao (Executive Director) DIN: 02168280	Executive	4	4	Yes	-	-	-	1	

Name of the Director	Category	Number of board meetings during the FY 2018-19		Attendance at last AGM	Number of Directorships in other Companies*		No. of Committees in which Chairmanship/ membership held**		Directorship held in other listed entities and category of Directorship
		Held	Attended		Chairmanship	Directorship	Chairmanship	Member	
Shri Pradip Kumar Khaitan DIN: 00004821	Non-Executive & Independent	4	4	Yes	-	8	2	4	1. CESC Limited (Non-Executive Non-Independent Director) 2. Dhunseri Ventures Limited (Non-Executive Non-Independent Director) 3. Electro Steel Castings Limited (Independent Director) 4. Emami Limited (Independent Director) 5. Firstsource Solutions Limited (Non-Executive Non-Independent Director) 6. Graphite India Limited (Independent Director) 7. Odisha Cement Limited (Independent Director)
Shri Jitender Balakrishnan DIN: 00028320	Non-Executive & Independent	4	3	Yes	-	9	3	5	1. Usha Martin Limited (Independent Director) 2. Polyplex Corporation Limited (Independent Director) 3. Sarda Energy & Minerals Limited (Independent Director) 4. Bharti Infratel Limited (Independent Director) 5. CG Power and Industrial Solutions Limited (Independent Director)
Shri Ravi Jhunjhunwala DIN: 00060972	Non-Executive & Independent	4	3	Yes	2	13	1	4	1. HEG Limited (Executive Director) 2. RSWM Limited (Non-Executive Non-Independent Director) 3. Maral Overseas Limited (Non-Executive Non-Independent Director) 4. BSL Limited (Non-Executive Non-Independent Director) 5. JK Lakshmi Cement Limited (Independent Director)
Shri Jagmohan N. Kejriwal DIN: 00074012	Non-Executive & Independent	4	1	No	-	2	-	2	-
Shri Sajeve Deora DIN: 00003305#	Non-Executive & Independent	4	3	Yes	-	5	2	1	1. Integrated Capital Services Limited (Non-Executive Non-Independent Director)
Shri Ashwini Kumar Sharma DIN: 00157371	Non-Executive & Nominee##	4	4	Yes	-	1	-	-	-

NOTES: *Excludes Directorship in Companies registered under Section 8 of the Act and foreign Companies.

**Includes only Audit and the Stakeholders' Relationship Committee of public limited Companies including India Glycols Limited.

#Appointed as Additional Director in the category of Independent Director w.e.f. 1st May, 2018.

Nominee Director of State Bank of India (SBI), a lead lender of the Company.

The directorship/Committee membership is based on the disclosures received from the Directors.

d) The Board of the Company is appropriately structured to ensure a high degree of diversity by qualifications, professional background, knowledge, experience, skills etc. The following are the key skills/expertise/competencies identified by the Board of Directors as required in the context of its business for it to function effectively:

1. **Manufacturing business/ sector:** Relevant Experience and knowledge related to manufacturing, Health, Safety and Environment issues including Research and Development, Logistics and operational issues.
2. **Leadership:** Experience in managing companies including general management.
3. **Marketing:** Strategic thinker to analyse and identify opportunities to stimulate business growth and enhance enterprise reputation.
4. **Financial:** Financially literate with basic financial and accounting knowledge. Experience of handling financial management.
5. **Compliance Management and Corporate Governance:** Knowledge and understanding of legal and regulatory aspects including risk management, maintaining board and management accountability, protecting and enhancing interest of stakeholders.

e) The number of directorship, Committee membership/ chairmanship(s) of all directors is within in respective limits as prescribed under the Act and SEBI Listing Regulations.

f) The Board periodically reviews the compliance reports of all laws applicable to the Company.

g) The Board of Directors has adopted and laid down a Code of Conduct for all directors and senior management personnel. The Code of Conduct is posted on Company's website at the link- http://www.indiaglycols.com/investors/downloads/code_of_conduct.pdf

The Company is committed to conduct its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The said code is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanism to report unethical conduct and to help foster a culture of responsibility and accountability.

All Board members and senior management personnel have affirmed compliance with the Code of Conduct for the FY 2018-19. A declaration by Chairman and Managing Director to this effect is enclosed with this report.

h) No Director is inter-se related to any other Director on the Board, except Shri U.S. Bhartia and Smt. Jayshree Bhartia, who are related to each other as spouse.

i) The number of shares held by Non-Executive Directors of the Company is as under:

Name of Director	Number of Shares
Smt. Jayshree Bhartia	2,29,003

The Company has not issued any convertible instruments.

j) Independent Directors (IDs) are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The terms and conditions of the appointment of the IDs, including duties of IDs, are disclosed on the website of the Company. The maximum tenure of IDs is in compliance with the Act.

All IDs have confirmed that they meet the criteria of Independence as mentioned under Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and they maintain the limit of Directorship as provided under the Act and Regulation 25 of the SEBI Listing Regulations and the limit of Committee membership. Based on the confirmation received from the IDs, the Board formed an opinion that the independent directors fulfill the conditions specified in SEBI Listing Regulations and are independent of the management.

The Company ensures that the IDs have been properly informed about their role and responsibilities in the Company, nature of the Industry in which the Company operates, business model of the Company through various presentations during the board meetings.

The details of the familiarization programme to IDs are disclosed on the Company's website, link of which is as below:

<http://www.indiaglycols.com/investors/downloads/Familiarization-programme-for-Independent-Directors.pdf>

During the FY 2018-19, one separate meeting of the IDs was held on 1st May, 2018, without the presence of Non-Independent Directors and the members of the management. The IDs, inter-alia, reviewed the performance of Non-Independent Directors, Chairman of the Company and the Board as a whole.

III. COMMITTEES OF THE BOARD

The Board has constituted various Committees with specific terms of reference as mandated by the applicable laws. As on 31st March 2019, the Board has 8 (Eight) Committees namely, Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Share Transfer Committee, Finance Committee, Risk Management Committee, Corporate

Social Responsibility Committee and Ethics Committee.

a) Audit Committee:

The Audit Committee is constituted in terms of the provisions of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations and performs all the functions specified therein. During the year under review, the terms of reference of the Audit Committee were amended to align the role of the Committee with amendments to the SEBI Listing Regulations and SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Act.

Terms of Reference:

The brief terms of reference of Audit Committee are as under:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company namely, the Statutory Auditors, Internal Auditors, Cost Auditors, Tax Auditors, Secretarial Auditors and their replacement/removal;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Examination of the financial statement and the auditors' report thereon;
5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) draft auditor's report including qualifications, if any.
6. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
7. Monitoring the end use of funds raised through public offers and related matters;
8. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
9. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
10. Approval or any subsequent modification of transactions of the company with related parties;
11. Scrutiny of inter-corporate loans and investments;
12. Valuation of undertakings or assets of the company, wherever it is necessary;
13. Evaluation of internal financial controls and risk management systems;
14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
15. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
16. Discussion with internal auditors of any significant findings and follow up there on;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
20. To review the functioning of the whistle blower mechanism/vigil mechanism including the complaints received thereunder and to address concerns in such manner as prescribed under the rules;

21. Approval of appointment of chief financial officer (i.e. any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
22. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.
23. Reviewing the management discussion and analysis of financial condition and results of operations;
24. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
25. Reviewing the management letters / letters of internal control weaknesses issued by the statutory auditors;
26. Reviewing the internal audit reports relating to internal control weaknesses;
27. Reviewing the appointment, removal and terms of remuneration of the chief internal auditor;
28. Review the financial statements of the Subsidiary Companies, in particular, the investments made by the unlisted subsidiary company;
29. Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended;
30. To perform such other functions as may be prescribed by the Companies act, 2013 or the SEBI Listing Regulations, as amended or under any other law or as may be prescribed or specified by the Board from time to time.

Composition

As on 31st March, 2019, the Committee comprises of four Non-Executive Independent Directors, namely, Shri Pradip Kumar Khaitan, Shri Ravi Jhunjunwala, Shri Jagmohan N. Kejriwal, Shri Sajeve Deora and One Executive Director, Shri M.K. Rao. Shri Pradip Kumar Khaitan is the Chairman of the Committee. The Company Secretary acts as the Secretary to the Audit Committee.

Meetings and Attendance

The Committee met four times during the year on 1st May, 2018, 3rd August, 2018, 1st November, 2018 and 14th February, 2019. The necessary quorum was present for all the meetings. The attendance of the members at the meetings is as follows:

Name of Members	Category	No. of Meetings	
		Held	Attended
Shri Pradip Kumar Khaitan	Chairman	4	4
Shri Jagmohan N. Kejriwal	Member	4	1
Shri M.K. Rao	Member	4	4
Shri Ravi Jhunjunwala	Member	4	3
Shri Sajeve Deora*	Member	3	3

*co-opted as a member w.e.f. 1st May, 2018.

All the members possess sound knowledge of finance, accounting practices and internal controls.

The Audit Committee invites such of the executives, as it considers appropriate, particularly the head of the finance function, representatives of the Statutory Auditors, representatives of the Internal Auditor.

The Chairman of the Audit Committee was present at the last Annual General Meeting held on 4th August, 2018. All recommendation made by the Audit Committee were accepted by the Board.

b) Nomination and Remuneration Committee

The Nomination and Remuneration Committee ("NRC") is constituted in terms of the provisions of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations and performs all the functions specified therein. During the year under review, the terms of reference of the NRC were amended to align the role of the Committee with amendments to the SEBI Listing Regulations.

Terms of Reference:

The brief terms of reference of the NRC are as under:

1. To formulate the criterion for determining qualifications, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to the remuneration for the Directors, Key Managerial Personnel (KMPs), Senior Management Personnel and other employees;
2. To identify the persons who are qualified to become directors and who may be appointed as the KMPs or in senior management of the Company in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal;
3. To review the structure, size and composition (including the skills, knowledge and experience) of the Board and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with the objective to diversify the Board;
4. To make recommendations to the Board on the remuneration payable to the Directors/ KMPs/ Senior Management Personnel;

5. To formulate the criteria/ manner for evaluation of performance of Board of Directors, its Committees, individual directors including independent directors;
6. To assess the independence of Independent Directors;
7. To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the applicable laws and their service contract;
8. To ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
9. To devise a policy on Board diversity;
10. To develop a succession plan for the Board and to regularly review the plan;
11. Such other key issues / matters as may be referred /delegated by the Board or as may be necessary in view of the SEBI Listing Regulations and provisions of the Act and Rules thereunder and any subsequent amendments thereto.

Composition

As on 31st March, 2019, the Committee comprises of four Non-Executive Independent Directors namely, Shri Pradip Kumar Khaitan, Shri Jagmohan N. Kejriwal, Shri Ravi Jhunjhunwala and Shri Sajeve Deora. Shri Pradip Kumar Khaitan is Chairman of the Committee. The Company Secretary acts as the secretary to the NRC.

Meetings and Attendance

The Committee met three times during the year on 1st May, 2018, 3rd August, 2018 and 14th February, 2019. The necessary quorum was present for all the meetings. The attendance of the members at the meetings is as follows:

Name of Members	Category	No. of Meetings	
		Held	Attended
Shri Pradip Kumar Khaitan	Chairman	3	3
Shri Jagmohan N. Kejriwal	Member	3	Nil
Shri Ravi Jhunjhunwala	Member	3	2
Shri Sajeve Deora*	Member	2	2

*co-opted as a member w.e.f. 1st May, 2018.

The Chairman of the NRC was present at the last Annual General Meeting held on 4th August, 2018.

Nomination, Remuneration and Evaluation Policy

The Nomination, Remuneration and Evaluation Policy ("Policy") is formulated and adopted in line with Section 178 of the Act and the SEBI Listing Regulations (including any statutory modification(s) or re-enactments thereof) to provide a framework and set standards for the nomination and remuneration of the Directors, KMPs, Senior Management Personnel and Other Employees and evaluation of Directors. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, KMPs and Senior Management Personnel.

Board Membership Criteria

The basis for the NRC to select a candidate for appointment to the Board are enhancing the competencies of the Board and attracting as well as retaining talented employees for the role of KMP and senior management. When recommending a candidate for appointment, the NRC has regard to:

- a) Assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits from diversifying the Board;
- b) The extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing Directors and enhance the efficiencies of the Company;
- c) The skills and experience that the appointee brings to the role of KMPs/Senior Management Personnel and how an appointee will enhance the skill sets and experience of the Board as a whole;
- d) The nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;
- e) In addition to the qualifications and attributes specified herein, the prospective Independent Director should meet the criteria of independence provided in the Act and the requirements of Schedule IV and the Listing Regulations.
- f) Personal specifications.

Remuneration Policy

The guiding principle for the remuneration of Directors, KMPs, Senior Management Personnel and Other Employees is that the level and composition of remuneration shall be reasonable and sufficient to

attract, retain and motivate Directors, KMPs, Senior Management Personnel and Other Employees.

The remuneration of the Directors, KMPs, Senior Management Personnel and Other Employees shall be based and determined on the individual person's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any and the Human Resource policy of the Company.

The NRC determines individual remuneration packages for Directors, KMPs and Senior Management Personnel of the Company at the time of their appointment/re-appointment taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines and the Human Resource policy of the Company. The Committee consults with the Chairman of the Board as it deems appropriate. Remuneration of the Chairman and Executive Director is recommended by the Committee to the Board of the Company.

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees for attending every meeting of the Board/ Committees as approved by the Board, profit related commission as may be recommended by the Committee to the Board and subsequently approved by the members. The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.

The Independent Directors shall not be entitled to any stock option.

The criteria of making payment to the Non-Executive Directors of the Company is provided in the Policy placed on the website of the Company (<http://www.indiaglycols.com/investors/downloads/NRE.pdf>).

Performance Evaluation Criteria

The evaluation/assessment of the Directors of the Company is to be conducted on an annual basis and to satisfy the requirements of the Act and the SEBI Listing Regulations.

Following are the criteria that may assist in determining how effective the performances of the Directors / Board / Committees have been:

- Leadership & stewardship abilities.
- Contributing to clearly define corporate objectives & plans.
- Communication of expectations & concerns clearly with subordinates.
- Obtain adequate, relevant & timely information from external sources.

- Review achievement of strategic and operational plans, objectives, budgets.
- Regular monitoring of corporate results against projections.
- Identify, monitor & mitigate significant corporate risks.
- Assess policies, structures & procedures.
- Review management's succession plan.
- Effective meetings.
- Assuring appropriate board size, composition, independence, structure.
- Clearly defining roles & monitoring activities of Committees.
- Review of corporation's ethical conduct.

Evaluation on the aforesaid parameters is being conducted by the Independent Directors for each of the Executive/Non-Independent Directors in a separate meeting of the Independent Directors.

The Executive Director/Non-Independent Directors along with the Independent Directors evaluate/assess each of the Independent Directors on the aforesaid parameters. Only the Independent Director being evaluated does not participate in the said evaluation discussion.

c) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee ("SRC") is constituted in terms of the provisions of Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations and performs all the functions specified therein. During the year under review, the terms of reference of the SRC were amended to align the role of the Committee with amendments to the SEBI Listing Regulations.

Terms of Reference

The brief terms of reference of the Committee are given below:

1. Consider and resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of

dividend warrants/annual reports/statutory notices by the shareholders of the company.

5. To perform such other functions as may be prescribed by the Companies act, 2013 or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or under any other law or as may be prescribed by the Board from time to time.

Composition

As on 31st March, 2019, the Committee comprises of three Non-Executive Independent Directors, namely, Shri Pradip Kumar Khaitan, Shri Jagmohan N. Kejriwal, Shri Jitender balakrishnan and one Executive Director, Shri U.S. Bhartia. Shri Pradip Kumar Khaitan is the Chairman of the Committee. The Company Secretary acts as the secretary to the Committee.

Shri Ankur Jain, Company Secretary is the Compliance officer of the Company.

Meetings and Attendance

The Committee met four times during the year on 1st May, 2018, 3rd August, 2018, 1st November, 2018 and 14th February, 2019. The necessary quorum was present for all the meetings. The attendance of the members at the meetings is as follows::

Name of Members	Category	No. of Meetings	
		Held	Attended
Shri Pradip Kumar Khaitan	Chairman	4	4
Shri U.S. Bhartia	Member	4	4
Shri Jagmohan N. Kejriwal	Member	4	1
Shri Jitender Balakrishnan*	Member	3	2

*co-opted as a member w.e.f. 1st May, 2018.

The Chairman of the SRC was present at the last Annual General Meeting held on 4th August, 2018.

Investors' complaints received and resolved during the year

During the year under review, the Company had received 42 Investors' Complaints. All the complaints received were duly redressed by the Company. As on 31st March, 2019, no complaint was outstanding.

The investors' complaints are also being processed through the centralized web based SEBI Complaints Redress System (SCORES).

d) Share Transfer Committee

Terms of Reference

The Share Transfer Committee has been constituted by the Board to inter-alia, review and approve the request for transfer/transmission of shares and issue

of duplicate share certificates. The Share Transfer Committee also reviews the status of Shareholding pattern of the Company and significant changes, if any.

Composition

As on 31st March, 2019, the Committee comprises of three Non-Executive Directors, namely, Smt. Jayshree Bhartia, Shri Ravi Jhunjhunwala, Shri Jagmohan N. Kejriwal, and one Executive Director Shri U.S. Bhartia. Shri U.S. Bhartia is the Chairman of the Committee. The Company Secretary acts as the Secretary to the Share Transfer Committee.

Meetings and Attendance

The Committee met Seventeen times during the year. The necessary quorum was present for all the meetings. The attendance of the members at the meetings is as follows:

Name of Members	Category	No. of Meetings	
		Held	Attended
Shri U.S. Bhartia	Chairman	17	17
Smt. Jayshree Bhartia	Member	17	12
Shri Jagmohan N. Kejriwal	Member	17	2
Shri Ravi Jhunjhunwala	Member	17	14

e) Finance Committee

Terms of Reference

The brief terms of the Finance Committee are to consider and approve inter-alia, inter Corporate Deposits and Investment, investment of surplus funds from time to time in marketable securities, to take decisions on the Banking operations of the Company and to consider, review & approve the borrowings by the Company.

Composition

As on 31st March, 2019, the Committee comprises of two Directors, namely, Shri U.S. Bhartia, Chairman and Managing Director and Shri M.K. Rao, Executive Director. Senior officials of the Company, namely, Shri Rakesh Bhartia, Chief Executive Officer and Shri Anand Singhal, Chief Financial Officer are the permanent invitees of the Committee. Shri U.S. Bhartia is the Chairman of the Committee. The Company Secretary acts as the Secretary to the Finance Committee.

Meetings and Attendance

The Committee met twelve times during the year. The necessary quorum was present for all the meetings.

f) Risk Management Committee

Terms of Reference

The Board has constituted a Risk management Committee in line with the SEBI Listing Regulations

to identify the existing and prospective Risks attached to the business of the Company; to monitor and review the Risk Management Plan of the Company; to suggest measures for mitigation of the Risks attached to the business of the Company; and to take any other action as may be directed by the Board of Directors in respect of the Risk Management. The Committee also review and reassess the adequacy of the plan periodically and recommend proposed changes.

Composition

As on 31st March, 2019, the Committee comprises of eight members including three Non-Executive Independent Directors namely, Shri Ravi Jhunjhunwala, Shri Pradip Kumar Khaitan, Shri Jitender Balakrishnan; Shri U. S. Bhartia, Chairman and Managing Director, Shri M.K. Rao, Executive Director and three Senior executives of the Company namely, Shri Rakesh Bhartia, Chief Executive Officer, Shri Anand Singhal, Chief Financial Officer and Shri Atul Govil, IT Head as its members. The Company Secretary acts as the Secretary to the Risk Management Committee.

Meetings and Attendance

The Committee met once during the year on 14th February, 2019. The necessary quorum was present during the meeting.

g) Corporate Social Responsibility Committee

Terms of reference

The Corporate Social Responsibility Committee has been constituted by the Board to formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act; recommend the amount of expenditure to be incurred on the activities referred above; and monitor the Corporate Social Responsibility Policy of the Company from time to time.

Composition

As on 31st March, 2019, the Committee comprises of four members including two Executive Directors namely Shri U.S. Bhartia, Chairman and Managing Director and Shri M. K. Rao, Executive Director and two Non-Executive Independent Director namely, Shri Pradip Kumar Khaitan and Shri Jitender Balakrishnan (Co-opted as a member w.e.f. 1st May, 2018). Shri U.S. Bhartia is Chairman of the Committee. The Company Secretary acts as the secretary to the Corporate Social Responsibility Committee.

Meetings and Attendance

The Committee met four times during the year on 1st May, 2018, 3rd August, 2018, 1st November, 2018 and 14th February, 2019. The necessary quorum was present for all the meetings.

h) Ethics Committee

Terms of Reference

The Ethics Committee of the Board has been constituted to administer, implement the Code of Conduct and Ethics and to review the breach of the said code, if any and advice the action to be taken.

Composition

As on 31st March, 2019, the Committee comprises of three Non-Executive Independent Directors namely, Shri Pradip Kumar Khaitan, Shri Jitender Balakrishnan and Shri Jagmohan N. Kejriwal. Shri Pradip Khaitan is the Chairman of the Committee. The Company Secretary acts as the Secretary to the Ethics Committee.

Meetings and Attendance

The Directors and the senior management confirmed compliance with the Code of Conduct for the FY 2018-19. No breach of the said code was observed. The Committee met once during the year on 14th February, 2019. The necessary quorum was present during the meeting.

IV. REMUNERATION OF DIRECTORS FOR FY 2018-19:

(a) Executive Directors - (Amount in ₹)

Name of Director	Salary (Basic)	Perquisites/allowances	Retiral benefits	Provident Fund Contribution	*Commission	Total
Shri U.S. Bhartia	2,47,57,746	9,47,409	-	26,64,000	63,00,000*	3,46,69,155
Shri M. K. Rao	60,60,060	3,91,129	-	4,27,680	-	68,78,869

*Commission to Chairman and Managing Director will be paid after the financial statements for the FY 2018-19 are adopted by the shareholders at the 35th Annual General Meeting scheduled to be held on 22nd August, 2019.

The appointment of Executive Directors is governed by the resolutions passed by the Board and the Shareholders of the Company, which covers the terms and conditions of such appointment.

(b) Non-Executive Directors - (Amount in ₹)

Name of Director	Sitting Fee	Commission*	Total
Smt. Jayshree Bhartia	2,20,000	1,95,000	4,15,000
Shri Pradip Kumar Khaitan	5,40,000	4,00,000	9,40,000
Shri Jagmohan N. Kejriwal	1,30,000	2,00,000	3,30,000
Shri Ravi Jhunjhunwala	4,70,000	2,00,000	6,70,000
Shri Jitender Balakrishnan	2,20,000	2,00,000	4,20,000
Shri Ashwini Kumar Sharma	2,00,000	2,00,000	4,00,000
Shri Sanjeev Deora	3,20,000	2,00,000	5,20,000

*Commission to Non-Executive Directors will be paid after the financial statements for the FY 2018-19 are adopted by the shareholders at the 35th Annual General Meeting scheduled to be held on 22nd August, 2019.

Sitting fees was paid to Non-Executive Directors within the limits prescribed under the Act read with Rules thereunder.

During the FY 2018-19, an amount ₹ 47,76,973/- (excluding taxes) was paid by the Company to M/s Khaitan & Co. LLP, related party towards the legal and professional services provided by them, in which Shri Pradip Kumar Khaitan, Director of the Company is a partner.

Non-executive Directors did not have any other material pecuniary relationship or transactions with the Company during the year except as stated above.

Letters of appointment have been issued by the Company to the Independent Directors, incorporating their roles, responsibilities, etc., which have been accepted by them.

The statutory provisions will apply with respect to the notice period of Directors unless otherwise mentioned in the resolution. There is no separate provision included for severance fees in the resolutions governing the appointment of Directors. No stock option was given to Directors during the year.

V. OTHER DISCLOSURES

(a) Related Party Transaction Disclosures

All transactions entered into with related parties by the Company during the FY 2018-19 were on Arm's Length Basis and in Ordinary course of Business and were in compliance with the applicable provisions of the Act and SEBI Listing Regulations and approved by the Audit Committee. The Audit Committee reviews at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approval granted. There were no materially significant transaction made by the Company with the related parties viz. Promoters, Directors or the management or relatives and their subsidiaries etc. that may have a potential conflict with the interest of the Company at large. No material related party transaction was entered into during the FY 2018-19. The details of related party transactions with the Company as required by Indian Accounting Standards (Ind AS) on Related Party Transactions have been given in Note no. 55 of the Standalone Financial Statements forming part of Annual Report. During the year under review, the Board amended the Related Party Transactions Policy of the Company in view of the amendments to the Act and SEBI Listing Regulations and the same has been uploaded on the Company's website at the following link-

<http://www.indiaglycols.com/investors/downloads/Related-party-transactions-Policy.pdf>

(b) The Company has complied with all the applicable

requirements as specified under the SEBI Listing Regulations and SEBI. There were no penalties or strictures imposed or passed on the Company by the Stock Exchanges or SEBI or any Statutory Authorities on any matter related to Capital Markets for non-compliance by the Company during last three years.

(c) As a conscious and vigilant organization, India Glycols Limited believes in the conduct of the affairs of its constituents in a fair and transparent manner, by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. In its endeavour to enable its employees to report concerns about unethical behavior, actual and suspected fraud or violation of the Company's conduct, the Company has put in place a Whistle Blower/Vigil Mechanism Policy ("the Policy"). Whistle Blower/Vigil Mechanism provides a channel to the employees to report to the management concerns about the suspected or confirmed malpractices and events. The policy provide for the adequate safeguard of the person availing the mechanism by maintaining confidentiality of all the matters under the policy and also provide for direct access to the Chairman of the Audit Committee in exceptional cases in the manner laid down therein. During the year under review, no person has been denied access to the Audit Committee. It is affirmed that during the year under review, the Policy was suitably amended to include reporting of instances related to leakage of Unpublished Price Sensitive Information. The Whistle Blower/Vigil Mechanism Policy is hosted on the Company's website at the following link-
<http://www.indiaglycols.com/investors/downloads/vigil-mechanism-policy.pdf>

(d) The Company has also adopted Policy on determination of materiality of event/information as required by SEBI Listing Regulations. During the year under review, the same was amended in view of the amendments to the SEBI Listing Regulations and the same is available at <http://www.indiaglycols.com/investors/downloads/Policy-on-Determination-of-Materiality-of-Event-Information.pdf>. Also, the Policy on Preservation of Records/Archival, as adopted by the Company is available at

<https://www.indiaglycols.com/investors/downloads/Policy-on-preservation-of-records-IGL-updated-11-02-2016a.pdf>

(e) In Compliance with the SEBI (Prohibition of Insider Trading) Regulations 2015, as amended, the Company has adopted a Code of Conduct for Regulating, Monitoring, Reporting Trading in Securities and Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The

codes lay down guidelines for procedures to be followed and disclosures to be made while trading in securities of the Company. During the year under review, the Codes were amended to align them with the amendments to SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code of Practices & Procedures For Fair Disclosure of Unpublished Price Sensitive Information is available on the website of the Company at the following link:

<https://www.indiaglycols.com/investors/downloads/code-practices-Procedures-Fair-Disclosure-Unpublished-Price-Information.pdf>

- (f) The Company is in compliance with all the Mandatory requirements stipulated in SEBI Listing Regulations.
- (g) The Company has obtained a certificate from M/s Mukesh Agarwal & Co., Company Secretaries, confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs or any such authority.
- (h) During the year under review, all recommendation of the Committees of the Board which were mandatorily required have been accepted by the Board.
- (i) During FY 2018-19, an amount of ₹ 37.10 Lakhs was paid by the Company and its subsidiaries on consolidated basis, for all the services to M/s K.N. Gutgutia & Co., the Statutory Auditors. Out of which, ₹ 34.80 Lakhs paid by the Company including ₹ 17.50 Lakhs towards Statutory Audit fee and ₹ 2.30 Lakhs paid by subsidiaries including ₹ 1.80 Lakhs towards Statutory Audit fee. The Statutory Auditor has no networking/ partner in the networking entity.
- (j) In accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has constituted an Internal Complaints Committee where any grievance of sexual harassment at workplace can be reported. No complaint pertaining to sexual harassment at workplace has been reported to the Committee during the financial year ended 31st March, 2019.
- (k) **Disclosure w.r.t. Commodity, Foreign Exchange Risk and Hedging activities**

The Company being the manufacturer of Green Chemicals procures variety of commodities as its raw material and, therefore, the commodity prices risk is one of the important business risk for the Company. The Company has in place an adequate risk management policy inter-alia, for risk assessment and mitigation system including for the commodities. Details of exposure of the Company to commodity

and commodity risk faced by the entity during the year, in pursuance to the Materiality Policy of the Company are as under:

- a. Total exposure of the Company to commodities: ₹ 1,55,560 lakhs (approx.)
- b. Exposure of the Company to various commodities:

Commodity name	Exposure (₹ in lakhs) (approx.)	Exposure in Quantity terms (MT) (approx.)	% of such exposure hedged through commodity derivatives				Total
			Domestic Market		International Market		
			OTC	Exchange	OTC	Exchange	
Alcohol (Raw Material)	74,890	21,75,67,839	Nil	Nil	Nil	Nil	Nil
Mono Ethylene Glycol (Finished Product)	80,670	1,14,499	Nil	Nil	Nil	Nil	Nil

Exposure for the Alcohol is based on the procurement and for Mono Ethylene Glycol is based on sales.

As the above commodities are not traded/actively traded in the derivative market, the Company does not have any exposure hedged through commodity derivative. However, the Company continuously monitors and manages the associated commodity risks through commercial negotiation with customers and suppliers and entering into long term contracts, wherever required.

The Company has forex exposure and in order to mitigate the fluctuations in exchange rate, the Company hedges its import and export liabilities by adopting appropriate measures.

- (l) The Company has not raised any funds through qualified institutions placement and also there are no unutilized amount w.r.t. the funds raised by the Company through preferential allotment as specified under Regulation 32 (7A) of SEBI Listing Regulations.

Subsidiary Companies

The Audited annual financial statements and the investments made by unlisted subsidiary Companies are periodically reviewed by the Audit Committee. The minutes of the Board Meetings of Subsidiary Companies are periodically placed before the Board of the Company. The Company does not have any material subsidiary as defined under Regulation 16 of the SEBI Listing Regulations. A policy for determining material subsidiaries has been formulated. During the year under review, the Policy was amended to align with the amendments to SEBI Listing Regulations and the same is hosted on the Company's website at the link: <https://www.indiaglycols.com/investors/downloads/Policy-for-determining-Material-Subsidiaries.pdf>

CEO/CFO Certification

The Chairman and Managing Director and Chief

Financial Officer have issued compliance certificate under the provisions of Regulation 17 (8) of the SEBI Listing Regulations which is annexed and forms part of this Report.

Non-Mandatory Requirements:

- (i) The quarterly and half yearly results are displayed on the website of the Company viz www.indiaglycols.com and also published in widely circulated English and Regional language newspapers.
- (ii) During the FY 2018-19, there is no audit qualification on the Company's financial statements.
- (iii) The Internal Auditor reports directly to the Audit Committee. The Internal Auditor has regular meetings with the Head of Finance prior to placing of the reports of Internal Auditors before the Audit Committee.

VI. SHAREHOLDERS

a) General Body Meetings

Details of the last three Annual General meetings are as under:

Financial Year	Date & Time	Location	Details of Special Resolution passed
2017-18	4 th August, 2018 at 11.00 A.M.	A-1, Industrial Area, Bazpur Road, Kashipur-244713, Distt Udham Singh Nagar, Uttarakhand	<ul style="list-style-type: none"> a. Re-appointment of Shri M.K. Rao (DIN: 02168280), as an Executive Director. b. Continuation of Directorship of Shri Pradip Kumar Khaitan (DIN: 00004821) as an Independent Director (Non-executive). c. Continuation of Directorship of Shri Jagmohan N. Kejriwal (DIN: 00074012) as an Independent Director (Non-executive). d. Raising of additional long term funds through further issuance of securities/shares.
2016-17	1 st September, 2017 at 11:00 A.M.		<ul style="list-style-type: none"> a. Raising of additional long term funds through further issuance of securities/shares.
2015-16	24 th September, 2016 at 11:00 A.M.		<ul style="list-style-type: none"> a. Re-appointment of Shri U. S. Bhartia as Chairman and Managing Director of the Company and to approve his Remuneration. b. Approval of Remuneration of Shri M. K. Rao, Executive Director. c. Raising of additional long term funds through further issuance of securities/shares.

Postal Ballot

During the FY 2018-19, no special resolution was passed through the exercise of postal ballot. None of the business to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

b) Means of Communication

The quarterly, half-yearly, annual financial results and other vital official News release/documents of the Company under SEBI Listing Regulations are filed with the Stock Exchanges. The results are also displayed on the website of BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and are also published in leading English and Hindi Newspapers in India which includes the Financial Express, Business Standard and Uttar Ujala.

All periodical compliance filings, inter-alia, shareholding pattern, Corporate Governance Report, corporate announcements, in accordance with the SEBI Listing Regulations are also filed electronically on NSE Electronic Application Processing System

(NEAPS) and BSE Corporate Compliance & Listing Centre (Listing Centre), web based application designed by NSE and BSE, respectively for Corporates.

In compliance with Regulation 46 of the SEBI Listing Regulations, a separate dedicated section under 'Investor Relations' on the Company's website at www.indiaglycols.com, gives information on various announcements made by the Company including the financial results.

c) General shareholder information

i) Annual General Meeting

Date : Thursday, 22nd August 2019

Venue : A-1, Industrial Area, Bazpur Road, Kashipur-244713, Distt. U.S. Nagar, Uttarakhand
Time : 11.00 A.M.

ii) Financial Calendar - Financial year: 1st April to 31st March

For the financial year 2019-20, the tentative dates for approval and adoption of unaudited

quarterly financial results will be by 14th August, 2019 for the first quarter, by 14th November, 2019 for half-yearly, by 14th February, 2020 for third quarter and by 15th May/30th May, 2020 for the fourth quarter and annual audited financial results.

iii) Book Closure

The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 16th August, 2019 till Thursday, 22nd August, 2019 (Both days inclusive).

iv) Dividend payment Date:

The dividend of ₹ 6/- per equity share, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid/dispached on or after Tuesday, 27th August, 2019 as under:

- To all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Limited (NSDL) and the Central depository Services (India) Limited (CDSL) as on Wednesday, 14th August, 2019.
- To all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/share Transfer Agent, M/s MCS Share Transfer Agent Limited (RTA), F-65, 1st Floor, Okhla Industrial Area Phase-I, New Delhi 110020 on or before Wednesday, 14th August, 2019.

v) Listing at stock exchanges and stock codes

The Stock Exchanges at which the equity shares of the Company are listed as on 31st March, 2019 and the respective stock codes are as under:

Name of the Stock Exchange	Stock Code No./Symbol
BSE Limited ("BSE") Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001	500201
National Stock Exchange of India Limited ("NSE") Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai-400 051	INDIAGLYCO

The Annual Listing fees for the financial year 2019-20 has been paid by the Company to BSE and NSE. The ISIN number allotted to the Company's shares under the depository system is INE 560A01015.

vi) Market Price Data High/Low of market price of the Company's equity shares traded on BSE and NSE during each month of FY 2018-19 is as under:-

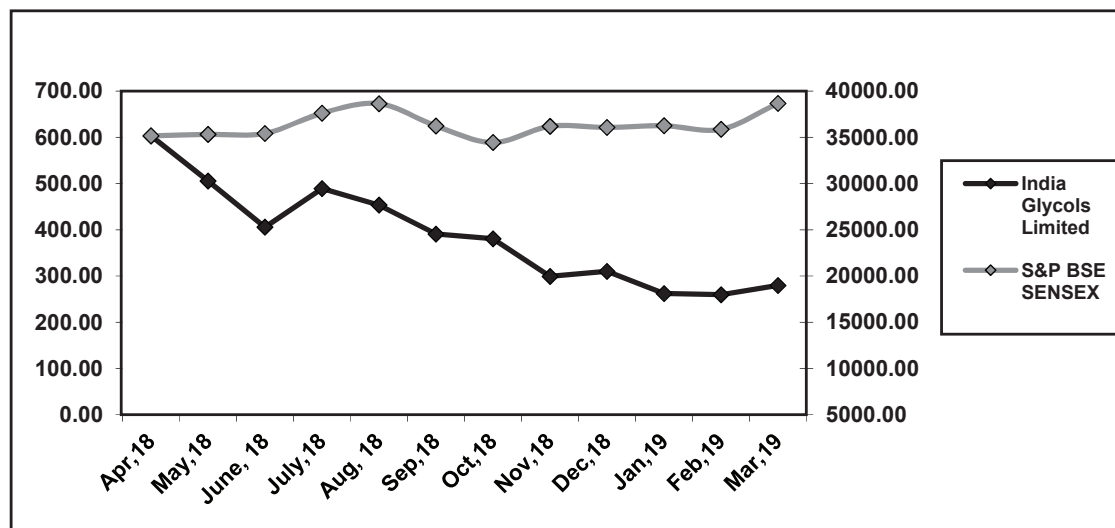
Month	High		Low	
	BSE	NSE	BSE	NSE
Apr-18	619.90	621.00	452.25	454.80
May-18	604.90	600.00	491.00	490.00
Jun-18	499.95	498.85	387.40	390.15
Jul-18	493.20	495.00	375.00	376.25
Aug-18	513.80	515.65	445.00	444.70
Sep-18	539.50	539.90	390.75	392.35
Oct-18	443.00	444.00	326.00	326.00
Nov-18	411.60	412.00	297.65	298.00
Dec-18	346.90	347.00	282.10	282.25
Jan-19	345.45	347.45	257.05	255.00
Feb-19	278.25	277.80	233.00	233.00
Mar-19	315.15	315.90	262.80	262.10

Source: BSE and NSE Website.

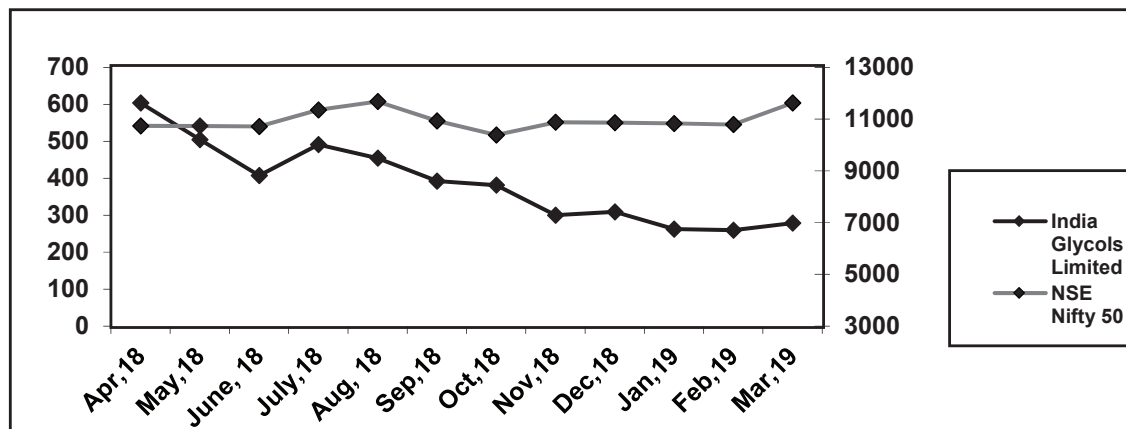
vii) Performance of Company's equity shares in comparison to BSE Sensex and S&P CNX NIFTY

The graphical presentations of movement of share prices of the Company on BSE and NSE during the year are as under:

a. INDIA GLYCOLS' SHARE PRICES VERSUS BSE SENSEX



b. INDIA GLYCOLS' SHARE PRICES VERSUS NSE NIFTY 50



viii) Registrar and Share Transfer Agents

Name and Address - M/s MCS Share Transfer Agent Limited, F-65, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi -110 020

Telephone - 011-41406149

E-mail - admin@mcsregistrars.com

Website - www.mcsregistrars.com

ix) Share Transfer System

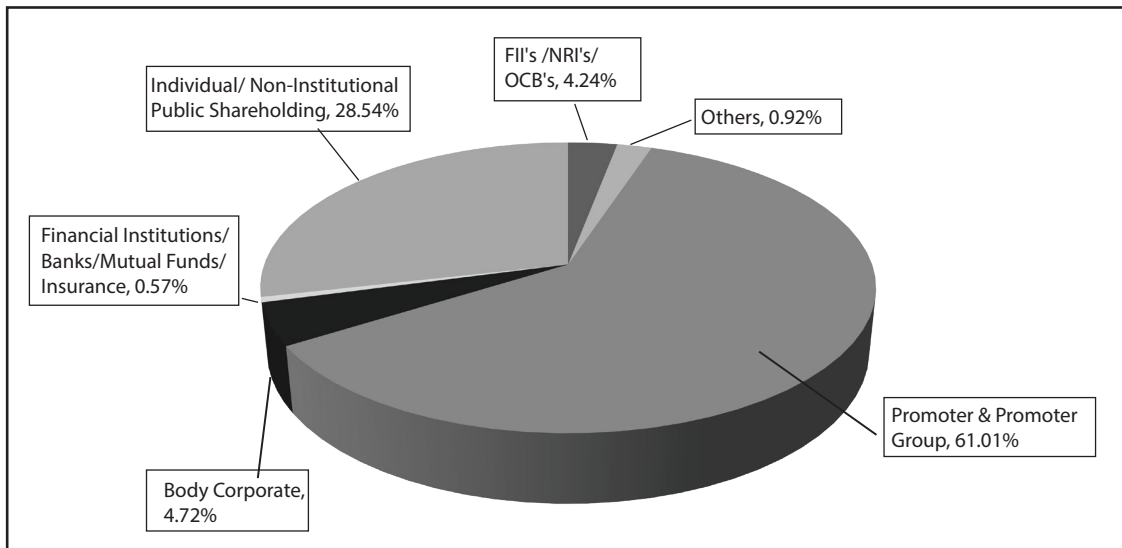
All share transfers are handled by Company's Registrar and Share Transfer Agent. Transfer of shares in physical form is processed within 15 days from the date of receipt of documents complete in all respect. Transfer of shares through depositories is processed within 21 days of receipt of request. A summary of share transfer, transmission etc. of securities of the Company as approved is placed quarterly before the Stakeholders' Relationship Committee and the Board. A half-yearly certificate from Company Secretary in practice certifying that all certificates have been issued within thirty days of the date of lodgment of the transfer, sub-division, consolidation, renewal etc. as required under Regulation 40 of the SEBI Listing Regulations is obtained by the Company and a copy of the said certificate is filed with the Stock Exchange.

Further, pursuant to Regulations 7(3) of the SEBI Listing Regulations, Compliance Certificate certifying compliance regarding maintenance of securities transfer facilities have been submitted to stock exchanges within stipulated time. Further, in pursuance to the circular issued by SEBI on 20th April, 2018, the Company sent letters and reminders to shareholders holding shares in physical form for updation of PAN and Bank account details with the Company/its RTA. Also, as mandated by SEBI, the transfer of company's shares (except in case of transmission or transposition of shares) shall not be processed unless the securities are held in dematerialized form w.e.f. 1st April 2019. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

x) Category & Distribution of shareholding as on 31st March, 2019

Category (Shares)	Shares	%age of Total Shares	Holders	%age of Total Shares
Up to 500	38,46,931	12.43	34,188	92.81
501-1000	11,01,723	3.56	1,373	3.72
1001-2000	9,51,005	3.07	636	1.73
2001-3000	6,29,833	2.03	245	0.67
3001-4000	3,23,805	1.05	91	0.25
4001-5000	3,20,408	1.03	68	0.18
5001-10000	8,41,658	2.72	115	0.31
10001-50000	18,27,653	5.90	90	0.24
50001-100000	8,64,776	2.79	12	0.03
100001 and above	2,02,53,708	65.42	20	0.06
Total	3,09,61,500	100.00	36,838	100.00

Category of Shareholders as at 31st March, 2019



Shares held in physical and dematerialized form

Mode of Holding	%age
NSDL	25.52
CDSL	72.24
Physical	2.24

xi) Dematerialization of shares and liquidity

The shares of the Company are compulsorily traded in dematerialized form. As on 31st March, 2019, 97.75% shares were held in dematerialized form and 2.25% % in physical form. Entire Promoters shareholding is in dematerialized form. The Company's shares are actively traded on BSE and NSE.

The SEBI also issued circulars during the year under review, mandating transfer of securities (except in

- case of transmission or transposition of shares) only in electronic form effective 1st April, 2019. In pursuance thereto, the Company sent letters and reminders to those shareholders holding shares in physical form advising them to dematerialise their holding.
- xii) Outstanding GDR's/ADR's/Warrants/convertible instruments, conversion date and their impact on equity –Nil**
- xiii) Plant Locations**
- 1) A-1, Industrial Area, Bazpur Road, Kashipur-244713, Distt. Udham Singh Nagar, Uttarakhand.
 - 2) E-1, Sector-15, Gorakhpur Industrial Development Area, Gorakhpur, Uttar Pradesh.
 - 3) Plot No. 2, 3, 4 & 5 Pharma City, Selaqui, Dehradun, Uttarakhand.
- xiv) Address for correspondence**
 India Glycols Limited, Plot No. 2-B, Sector-126, Noida-201304, Gautam Budh Nagar, Uttar Pradesh
 Telephone : 0120- 3090100,
 Fax : 0120-3090111
 Website : www.indiaglycols.com
 E-Mail : compliance.officer@indiaglycols.com
- xv) Management**
- a) Management discussion and analysis -** Management discussion and analysis report forms separate part of the Annual Report.
 - b) Disclosure on Risk Management -** The Company has further strengthened the Risk Management System in the Company. The Board of Directors periodically reviews the Risk Assessment and minimizing procedure thereof.
- xvi) Reconciliation of Share Capital**
 The certificate of Reconciliation of Share capital Audit confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL is placed before the Board on quarterly basis and also submitted to the Stock Exchanges.
- xvii) Compliance Certificate from the Statutory Auditors**
 Certificate from the Statutory Auditors of the Company, M/s K. N. Gutgutia and Co., Chartered Accountants, confirming compliance with the provisions of Corporate Governance as stipulated in SEBI Listing Regulations is annexed to this Report and forms part of the Annual Report.
- xviii) Equity shares in the suspense account - N.A.**
- xix) Transfer of unpaid/unclaimed amounts to Investor Education and Protection Fund**
 During the year under review, the Company

transferred unpaid/unclaimed dividend amounting to ₹ 8,46,860 and unclaimed fixed deposits (Principal and interest) amounting to ₹ 25,741 to Investor Education and Protection Fund pursuant to Section 125 of the Act.

Further, pursuant to the provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), as amended, the Company has, post completion of all necessary actions and compliances under the Act and IEPF Rules, transferred 40,685 equity shares of ₹ 10/- each in respect of which dividend till FY 2010-11 was not claimed/paid from last seven years. The above transferred shares and dividend thereon can be claimed back by the concerned shareholders by submitting an online application to the IEPF Authority in form IEPF -5 available on the website of www.iepf.gov.in along with the fees specified by the IEPF authority with a copy of same to the Company for verification of respective claim(s).

Members may note that the due date for transfer of unclaimed/unpaid dividend for the FY 2011-12 and the concerned shares in respect of which dividend remain unpaid/unclaimed for the last 7 (seven) years, to IEPF authority is 13th October, 2019.

The details of unpaid/unclaimed dividend lying with the Company as on the date of previous AGM i.e. 4th August, 2018, in respect of last seven years and date for transfer of the same to IEPF has been uploaded on the website of the Company at http://www.indiaglycols.com/investors/investor_index.htm.

Therefore, Members are requested to encash/claim their respective dividend(s), to avoid transferring the dividend and corresponding shares to the demat account of IEPF Authority. The Members are requested to note that no claim shall lie against the Company in respect of said dividend(s) and shares, if transferred to IEPF on due dates.

The voting rights on the shares transferred to IEPF Authority shall remain frozen till the rightful owner claims the shares.

- (xx)** During the year under review, India Ratings & Research (Ind-Ra), a credit rating Agency upgraded the Company's Long-term Issuer Rating to 'IND A-' from 'IND BBB+' with Outlook stable. The instrument-wise ratings are as follows:

Instrument Type	Rating/outlook	Rating Action
Fund-based Limit	IND A- /Stable/ IND A2+	Upgraded
Non Fund based Limit	IND A2+	Upgraded
Term Loan	IND A- /Stable	Upgraded

**INDEPENDENT AUDITORS' CERTIFICATE ON
CORPORATE GOVERNANCE**

**To,
The Members of
INDIA GLYCOLS LIMITED**

1. We, **K.N. GUTGUTIA & COMPANY, CHARTERED ACCOUNTANTS**, the Statutory Auditors of **INDIA GLYCOLS LIMITED** (the "Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March, 2019, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Management's Responsibility

2. The Compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

3. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (ICAI), and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the code of Ethics issued by the ICAI.
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control of Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

6. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended 31st March, 2019.
7. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**PLACE : NEW DELHI
DATE : 21ST May, 2019**

**FOR K. N. GUTGUTIA & COMPANY
CHARTERED ACCOUNTANTS
FRN 304153E**

**(B. R. GOYAL)
PARTNER
M. NO. 12172**

CEO/CFO CERTIFICATE

The Board of Directors India Glycols Limited

Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, the undersigned do hereby certify as under in the capacity of Chairman and Managing Director and Chief Financial Officer of India Glycols Limited in respect of the year ended on 31st March, 2019:

- a. We have reviewed the financial statements and cash flow statements for the financial year ended 31st March, 2019 and to the best of our knowledge and belief, we state that:
 - i) these statements do not contain any misleading untrue statements 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 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 for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated, wherever applicable, to the Auditors and the Audit Committee:
 - i) that there were no significant changes in internal control over financial reporting during the year;
 - ii) significant changes in the accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) that there were no instances of significant fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For India Glycols Limited

For India Glycols Limited

Place: Noida
Date : 21st May, 2019

Anand Singhal
Chief Financial Officer

U.S. Bhartia
Chairman and Managing Director

To the Members of India Glycols Limited

DECLARATION

I, U.S. Bhartia, Chairman and Managing Director of India Glycols Limited do hereby declare that the Company had received affirmation from all the members of the Board and Senior Management personnel stating compliance of the code of conduct for the year 2018-19 pursuant to the requirement of the Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

For India Glycols Limited

Place : Noida
Date : 29th April, 2019

U.S. Bhartia
Chairman and Managing Director

Independent Auditor's Report TO THE MEMBERS OF INDIA GLYCOLS LIMITED

I. Report on the Audit of Standalone Financial Statements for the year ended 31st March, 2019

1. Opinion

- A. We have audited the accompanying Standalone Financial Statements of **India Glycols Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 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 ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").
- B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its Profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

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

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

4. Information Other than the Standalone Financial Statements and Auditor's Report thereon

- A. The Company's Board of Directors is responsible

for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

- B. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially in consistent with the Standalone Financial Statements 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.

5. Management's Responsibility for the Standalone Financial Statements

- A. 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 Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
- B. In preparing the Standalone Financial Statements, 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.

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

6. Auditor's Responsibilities for the Audit of the Standalone Financial Statements

- A. Our objectives are to obtain reasonable assurance about whether the Standalone Financial

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

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

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

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

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

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

F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our 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.

II. Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account;
 - D. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - E. On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting;

G. With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and

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

i) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements; Refer note 38(A)(i), 39, 40, 41 to the standalone financial statements

ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts; Refer note 51 (B) to the standalone financial statements.

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “**Annexure B**” a statement on the matters specified in paragraph 3 and 4 of the Order.

For **K.N. Gutgutia & Company**
Chartered Accountants
(Firm’s Registration No. 304153E)

(B.R. GOYAL)

Place : Noida Partner
Date : 21st May, 2019 (Membership No.12172)

ANNEXURE “A” TO THE INDEPNDENT AUDITOR’S REPORT

(Referred to in paragraph II point 1 F under “Report on Other Legal and Regulatory Requirements” section of our report to the members of India Glycols Limited of even date)

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

We have audited the internal financial controls over financial reporting of **India Glycols Limited** (“the

Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (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 Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company 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 Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For **K.N. Gutgutia & Company**
Chartered Accountants
(Firm's Registration No. 304153E)

(B.R. GOYAL)

Place: Noida
Date: 21st May, 2019

Partner
(Membership No. 12172)

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph II point 2 under "Report on Other Legal and Regulatory Requirements" section of our report to the members of India Glycols Limited of even date)

- (i) In respect of the Company's fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including situation of its fixed assets.
 - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification however, the same has been properly adjusted in the books of accounts.

- (c) As per the record and information and explanations given to us, we report that, the title deeds for all the immovable properties of the company are held in the name of the Company as at the balance sheet date(read with footnote of note no. 2 to the financial statements).

- (ii) As explained to us, the inventories (except stock in transit which have been verified based on subsequent receipt /reconciliation) were physically verified during the year by the Management at reasonable intervals, and the procedures of physical verification of inventory followed by the management are reasonable and adequate, no material discrepancies were noticed on physical verification of inventories.
- (iii) According to the information and explanations given to us, the Company has not granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013. Accordingly, We are not offering any comment on the provision of Clause (iii) (a), (b) & (c) of the order.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable. [This is to be read with note no. 55]
- (v) According to the information and explanations given to us, In our opinion the Company has complied with the directives issued by Reserve Bank of India and the provision of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended (to the extent applicable for carry unclaimed amount) with regard to deposit accepted from the public. According to the information and explanations given to us, No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or other Tribunal in this regard.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, *prima facie*, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory

dues applicable to it to the appropriate authorities.

- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
- (c) Details of dues of Custom duty, Service Tax Sales tax and Excise Duty which have not been deposited as at March 31, 2019 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates (Financial Year)	Amount Involved (₹ In Lakhs)
Custom Act, 1962	Custom Duty	Uttarakhand High Court	1992-93	11.42
	Custom Duty	Assistant Commissioner Customs	2004-05, 2009-10 and 2015-16	196.55
	Custom Duty	Commissioner Customs (Appeal)	2004-05, 2010-11	763.77
	Duty Drawback	Joint Secretary, Department of Revenue	2006-07	15.86
Finance Act, 1994	Service Tax	Assistant Commissioner LTU - Ahmedabad	2010-11 to 2015-16	2.2
	Service Tax	Assistant / Duputy Commissioner LTU - GKP	2005-06 to 2008-09, 2010-11	8.09
	Service Tax	Assistant / Deputy Commissioner LTU - Noida	2012-13, 2015-16	8.98
Central Excise Act, 1994	Cenvat Credit	Additional Commissioner LTU-KSP	2011-12 to 2013-14 and 2015-16	11.07
	Cenvat Credit	Commissioner LTU-GKP	2011-12, 2012-13	10.86
	Cenvat Credit	Superintendent - LTU-GKP	2016-17	1.24
	Cenvat Credit	Commissioner CCE-Meerut	2004-05 to 2005-06	55.59
	Excise Duty	Joint Commissioner Central GST, Dehradun	2007-08	69.99
	Excise Duty	High Court Nainital	2005-06 to 2008-09	46.2
	Excise Duty	Commissioner LTU-KSP	2010-11	4183.63

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks, government (both State and Central). The Company has not issued any debentures.
- (ix) In our opinion and according to the information and explanations given to us, money raised by way of term loans have been applied by the Company during the year for the purposes for which they were raised. The Company has not raised moneys by way of initial public offer (including debt instruments) during the year.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid managerial remuneration in accordance with the requisite approvals mandated vide provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information

and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the note no. 55 of the standalone financial statements as required by the applicable accounting standards.

- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of CARO 2016 is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiary or associate company or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For K.N. Gutgutia & Company
Chartered Accountants
(Firm's Registration No. 304153E)

(B.R. GOYAL)
Partner
(Membership No. 12172)

Place: Noida
Date: 21st May, 2019

Standalone Balance Sheet as at March 31, 2019

(₹ in lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
ASSETS			
(1) NON-CURRENT ASSETS:			
(a) Property, Plant and Equipment	2	206,578.21	205,214.49
(b) Capital work-in-progress		12,371.76	7,575.96
(c) Investment Property	3	817.73	105.83
(d) Other Intangible assets	4	9.18	2.76
(e) Financial Assets			
(i) Investments	5	2,594.91	2,594.91
(ii) Loans	6	79.04	84.47
(iii) Others	7	4,971.69	5,389.49
(f) Other Non-Current assets	8	1,668.21	1,791.58
Total Non Current Assets		229,090.73	222,759.49
(2) CURRENT ASSETS:			
(a) Inventories	9	64,360.80	44,419.43
(b) Financial Assets			
(i) Trade receivables	10	32,971.62	33,959.86
(ii) Cash and cash equivalents	11	2,653.10	457.40
(iii) Bank balances other than (ii) above	12	8,219.25	4,790.53
(iv) Loans	13	9,045.63	7,848.63
(v) Others	14	3,469.57	2,537.21
(c) Current Tax Assets (Net)	15	-	314.17
(d) Other current assets	16	21,708.68	17,364.65
Total Current Assets		142,428.65	111,691.88
TOTAL ASSETS		371,519.38	334,451.37
EQUITY AND LIABILITIES			
EQUITY:			
(a) Equity Share capital	17	3,096.15	3,096.15
(b) Other Equity	17A	104,345.24	91,017.14
Total Equity		107,441.39	94,113.29
LIABILITIES:			
NON-CURRENT LIABILITIES:			
(a) Financial Liabilities			
(i) Borrowings	18	39,612.74	17,304.57
(ii) Other financial liabilities	19	3,795.86	3,846.29
(b) Provisions	20	640.66	637.33
(c) Deferred tax liabilities (Net)	21	21,175.01	17,540.34
(d) Other non-current liabilities	22	36,683.79	43,676.79
Total Non Current Liabilities		101,908.06	83,005.32
CURRENT LIABILITIES:			
(a) Financial Liabilities			
(i) Borrowings	23	39,601.85	51,357.15
(ii) Trade payables	24		
Total Outstanding dues of micro enterprises and small enterprises		16.61	16.61
Total Outstanding dues of creditors other than micro enterprises and small enterprises		73,820.34	77,748.00
(iii) Other financial liabilities	25	34,021.98	13,709.87
(b) Other current liabilities	26	12,538.51	14,092.01
(c) Provisions	27	493.50	409.12
(d) Current Tax Liabilities (Net)	28	1,677.14	-
Total Current Liabilities		162,169.93	157,332.76
TOTAL EQUITY AND LIABILITIES		371,519.38	334,451.37

Company Overview, Basis of preparation and significant accounting policies

1

The accompanying notes are an integral part of these standalone financial statements.

As per our report of even date

For K N Gutgutia & Co.

Chartered Accountants

Firm Registration no. 304153E

U. S. Bhartia

Chairman and Managing Director

DIN - 00063091

M. K. Rao

Executive Director

DIN - 02168280

B.R.Goyal

Partner

Membership Number 12172

Place : Noida, UP

Date : May 21, 2019

Rakesh Bhartia

Chief Executive Officer

Anand Singhal

Chief Financial Officer

Ankur Jain

Company Secretary

Standalone Statement of Profit & Loss For the year ended March 31, 2019 (₹ in lakhs), except as otherwise stated

Particulars	Note No.	Year ended March 31, 2019	Year ended March 31, 2018
Income			
Revenue from operations	29	511,681.76	415,545.22
Other income	30	1,662.40	982.15
Total Revenue		513,344.16	416,527.37
Expenses:			
Cost of materials consumed	31	154,993.24	143,309.20
Excise Duty on Sales		176,079.99	112,768.47
Purchase of Stock-in-Trade	32	53,366.82	52,849.53
Change in inventories of finished goods, work-in-progress and Stock-in-trade	33	(1,131.33)	3,754.12
Employee benefits expense	34	9,886.91	9,519.76
Finance costs	35	13,565.94	11,760.51
Depreciation and amortization expense	36	7,188.79	6,873.26
Other expenses	37	76,522.59	60,838.03
Total Expenses		490,472.95	401,672.88
Profit/ (Loss) before exceptional items and tax		22,871.21	14,854.49
Exceptional Items (Net)		-	-
Profit/ (Loss) before tax		22,871.21	14,854.49
Tax Expense:			
- Current Tax		4,415.51	644.72
- Deferred tax Charged / (Credit)		8,050.23	5,046.41
- Tax for earlier years		-	-
- Minimum Alternate Tax (Credit) entitlement		(4,415.51)	(644.72)
Profit/ (Loss) for the year		14,820.98	9,808.08
Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss			
(i) Remeasurement benefit of defined benefit plans		0.23	85.31
(ii) Income tax expense on remeasurement benefit of defined benefit plans		(0.08)	(29.49)
Other comprehensive Income/ (Loss) for the year		0.15	55.82
Total Comprehensive Income for the year		14,821.13	9,863.90
Earnings per Equity share of ₹10 each basic/ diluted (in ₹)		47.87	31.68

Company Overview, Basis of preparation and significant accounting policies
The accompanying notes are an integral part of these standalone financial statements.

1

As per our report of even date
For K N Gutgutia & Co.
Chartered Accountants
Firm Registration no. 304153E

U. S. Bhartia
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DIN - 02168280

B.R.Goyal
Partner
Membership Number 12172

Rakesh Bhartia
Chief Executive Officer

Anand Singhal
Chief Financial Officer

Place : Noida, UP
Date : May 21, 2019

Ankur Jain
Company Secretary

Statement of Changes in Equity as on March 31, 2019

A. Equity Share Capital

(₹ in Lakhs)

Particulars	Balance as at 31 st March 2017	Changes during the year	Balance as at 31 st March 2018	Changes during the year	Balance as at 31 st March 2019
ISSUED, SUBSCRIBED AND PAID UP					
30,961,500 Equity Shares of ₹ 10/- each fully paid up	3,096.15	-	3,096.15	-	3,096.15
Total	3,096.15	-	3,096.15	-	3,096.15

Note:- There was no change in equity share capital during the year.

B. Other Equity

(₹ in Lakhs)

Particulars	Reserve & Surplus				Items of Other Comprehensive Income that will not be classified to profit & loss	Total
	Securities Premium Reserve	Reserve for Contingencies	General Reserve	Retained Earnings		
Balance as at March 31,2017	3,958.36	200.00	10,600.14	66,785.95	(18.56)	81,525.89
Profit/ (loss) for the year				9,808.08		9,808.08
Dividend alongwith dividend distribution tax paid				(372.65)		(372.65)
Re-measurement of the net defined benefit Plans					55.82	55.82
Balance as at March 31,2018	3,958.36	200.00	10,600.14	76,221.38	37.26	91,017.14
Profit/ (loss) for the year				14,820.98		14,820.98
Dividend alongwith dividend distribution tax paid				(1,493.03)		(1,493.03)
Re-measurement of the net defined benefit Plans					0.15	0.15
Balance As at March 31, 2019	3,958.36	200.00	10,600.14	89,549.33	37.41	1,04,345.24

As per our report of even date
For K N Gutgutia & Co.
Chartered Accountants
Firm Registration no. 304153E

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B.R.Goyal
Partner
Membership Number 12172

Rakesh Bhartia
Chief Executive Officer

Anand Singhal
Chief Financial Officer

Place : Noida, UP
Date : May 21, 2019

Ankur Jain
Company Secretary

Standalone Cash Flow Statement for the year ended 31st March, 2019 (₹ in lakhs)

	2018-19		2017-18	
A Cash Flow from Operating Activities				
Net Profit/(Loss) Before Tax		22,871.21		14,854.49
Adjustments For:				
Depreciation and amortisation expense	7,188.79		6,873.26	
(Profit)/Loss on Sale of Property, plant & equipment	2.82		(27.22)	
Net Unrealised Foreign Exchange Fluctuation (Gain) / Loss	(1,109.43)		584.34	
Govt Grant (Net)	(50.64)		(64.99)	
(Gain) / Loss on fair value of Non- Current investment	-		-	
(Profit)/Loss on Sale of Non-Current Investments	-		-	
Bad Debts W/Off & Provision for Doubtful Debts & Advances	25.13		-	
Provision No Longer Required Written Back	(787.85)		(78.83)	
Finance Costs	14,137.26		12,307.40	
Interest/Dividend Income	(1,466.52)	17,939.56	(987.93)	18,606.03
Operating Profit/ (Loss) before Working Capital Changes		40,810.77		33,460.52
Adjustments For:	25.13			
(Increase)/Decrease in Trade & Other Receivables	(7,615.44)		1,919.33	
(Increase)/Decrease in Inventories	(19,941.37)		6,713.86	
Increase / (Decrease) in Trade & Other Payables	2,055.54	(25,501.27)	6,774.08	15,407.27
Cash Generated from / (Used in) Operations		15,309.50		48,867.79
Income Tax Paid (Net)		(471.66)		(124.31)
Net Cash flow from / (Used in) Operating Activities		14,837.84		48,743.48
B Cash Flow from Investing Activities				
Purchase/(Sale) of Property, plant & equipment	(13,917.63)		(12,951.34)	
Sale of Property, plant & equipment	61.65		67.24	
Interest/Dividend received	556.77		1,103.39	
ICDs given	-		(4,177.20)	
ICDs received back	-		1,429.00	
Sale of non-current investments	-		-	
Net Cash flow from / (Used in) Investing Activities		(13,299.21)		(14,528.91)
C Cash Flow from Financing Activities				
Net Proceeds from Borrowings	33,725.00		21,385.54	
Repayment of Borrowings	(17,395.04)		(42,883.39)	
Finance Costs	(14,179.86)		(12,338.34)	
Dividends Paid (Including Corporate Dividend Tax)	(1,493.03)		(374.01)	
Net Cash flow from / (Used in) Financing Activities		657.07		(34,210.20)
Net Increase/(Decrease) in Cash & Cash Equivalents [A+B+C]		2,195.70		4.37
Opening Cash & Cash Equivalent (refer note 11)		457.40		453.03
Closing Cash & Cash Equivalent (refer note 11)		2,653.10		457.40

The accompanying notes are an integral part of these standalone financial statements.

Note:

The Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.

This is the Cash Flow Statement referred to in our report of even date.

As per our report of even date
For K N Gutgutia & Co.
 Chartered Accountants
 Firm Registration no. 304153E

U. S. Bhartia
 Chairman and Managing Director
 DIN - 00063091

M. K. Rao
 Executive Director
 DIN - 02168280

B.R.Goyal
 Partner
 Membership Number 12172

Rakesh Bhartia
 Chief Executive Officer

Anand Singhal
 Chief Financial Officer

Place : Noida, UP
 Date : May 21, 2019

Ankur Jain
 Company Secretary

Notes to Standalone Financial Statements

1 Company Overview, Basis of Preparation and Significant Accounting Policies

1.1. Company Overview

India Glycols Limited (“IGL” or “the company”) is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are publicly traded on the National Stock Exchange (“NSE”) and the Bombay Stock Exchange (“BSE”) in India. The registered office of IGL is situated at A-1, Industrial Area, Bazpur Road, Kashipur – 244713, Distt. Udham Singh Nagar, Uttarakhand, India.

The Company manufactures Industrial Chemicals such as green technology based bulk, specialty and performance chemicals and natural gums and industrial gases; Ethyl Alcohol (Potable) and nutraceuticals.

These financial statements were authorized for issue in accordance with a resolution of the directors on dated 21st May, 2019.

1.2. Basis of Preparation of financial statements

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

1.3. Significant Accounting Policies

(a) Basis of Measurement

The Financial statements have been prepared under historical cost convention on accrual basis, except for the items that have been measured at fair value as required by relevant Ind AS.

The standalone financial statements are presented in Indian Rupees (₹), which is the Company’s functional and presentation currency and all amounts are rounded to the nearest Lakhs (₹ 00,000) and two decimals thereof, except as stated otherwise.

(b) Basis of classification of Current and Non – Current

Assets and Liabilities in the balance sheet have been classified as either current or non-current.

An asset has been classified as current if (a) it is expected to be realized in, or is intended for sale or consumption in, the Company’s normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is expected to be realized within twelve months after the reporting date; or (d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. All other assets have been classified as non-current.

A liability has been classified as current when (a) it is expected to be settled in the Company’s normal operating cycle; or (b) it is held primarily for the purpose of being traded; or (c) it is due to be settled within twelve months after the reporting date; or (d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. All other liabilities have been classified as non-current.

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

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Company has identified twelve months as its operating cycle for the purpose of current /non-current assets and liabilities.

(c) Property, Plant and Equipment (PPE)

Property, Plant and Equipment are carried at deemed cost (fair value model) less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the items.

The Assets’ residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate. Depreciation on Plant, Property and equipment has been provided using straight line method over the useful life of assets as specified in Schedule II of the Companies Act, 2013. However, in case of certain Plant & Machinery depreciation have been provided based on technical evaluation of the useful life by technical valuer ranging from 40-48 years.

Depreciation on additions/ disposals is provided with reference to the month of addition/ disposal. Certain plant and machinery have been considered as continuous process plant as provided in schedule II of the Companies Act, 2013 on technical evaluation.

Freehold land is not depreciated. Leasehold land is amortised over the period of lease.

Notes to Standalone Financial Statements

Property, plant and equipment are eliminated from financial statement, either on disposal or when retired from active use. Losses arising in the case of retirement of property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognized in the statement of profit and loss in the year of occurrence.

Expenditure during construction

Expenditure including qualifying interest during construction period is being included under capital work-in-progress and the same is allocated to Property, Plant & Equipment on completion of installation/construction.

(d) Investment Properties

Investment properties are measured at cost less accumulated depreciation and impairment losses, if any.

Depreciation on such properties is provided over the estimated useful lives as specified in Schedule II to the Companies Act, 2013. The residual values, useful lives and depreciation method of investment properties are reviewed, and adjusted on prospective basis as appropriate, at each financial year end. The effects of any revision are included in the statement of profit and loss when the changes arise.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on annual evaluation performed by an external independent valuer/internal assessment.

(e) Intangible Assets

Identifiable intangible assets are recognised a) when the Company controls the asset, b) it is probable that future economic benefits attributed to the asset will flow to the Company and c) the cost of the asset can be reliably measured.

Computer software's are capitalised at the amounts paid to acquire the respective license for use and are amortised over the period of license, generally not exceeding six years on straight line basis. The assets' useful lives are reviewed at each financial year end.

(f) Leases

A lease is classified at the inception date as a finance lease or an operating lease.

Leases, where the lessor effectively retains substantially all the risks and rewards of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss which is measured at fair value.

(g) Inventories

Inventories are valued 'at lower of cost or net realizable value' except stock of residual products and scrap which are valued at net realizable value. The cost is computed on the weighted average basis. In case of finished goods and stock in process, cost is determined by considering material, labour, related overheads and duties thereon.

(h) Employee benefits

I. Short-term employee benefits:

All employee benefits falling due within twelve months of the end of the period in which the employees render the related services are classified as short term employee benefits, which include benefits like salaries, wages, short term compensated absences, performance incentives, etc. and are recognised as expenses in the period in which the employee renders the related service and measured accordingly.

II. Post-employment benefits

(i) Defined Contribution Plan

Employee benefits in the form of Provident Fund (with Government Authorities) are considered as defined contribution plan and the contributions are charged to the statement of Profit & Loss of the year when the contributions to the respective funds are due.

Actuarial Valuation

(ii) Defined Benefit Plan

Retirement benefits in the form of Gratuity and Long term compensated leaves are considered as defined benefit obligations and are provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the Balance Sheet.

The liability in respect of all defined benefit plans is accrued in the books of account on the basis of actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method, which recognizes each year of service as giving rise to additional unit of employee benefit entitlement

Notes to Standalone Financial Statements

and measure each unit separately to build up the final obligation. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

Other short term absences are provided based on past experience of leave availed.

Actuarial Gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

All other expenses related to defined benefit plans are recognized in Statement of Profit and Loss as employee benefit expenses.

(i) Foreign currency transactions and translation

Standalone financial statements have been presented in Indian Rupees (₹), which is the Company's functional and presentation currency.

Transactions in foreign currencies are initially recorded by the Company at rates prevailing at the date of the transaction. Subsequently monetary items are translated at closing exchange rates of balance sheet date and the resulting exchange difference recognised in the statement of profit or loss. Differences arising on settlement of monetary items are also recognised in the statement of profit or loss.

(j) Grants

Grants and subsidies from the government are recognised at their fair value where there is a reasonable assurance that the grant/subsidies will be received and the Company will comply with all attached conditions. Revenue Grants are recognised in the statement of Profit & Loss. Government grants relating to the specific Property, Plant & Equipment is disclosed in the balance sheet as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income to match them with the cost that they are intended to compensate. Changes in estimates are recognised prospectively over the remaining life of the assets.

(k) Taxation

Income tax expense represents the sum of current, MAT and deferred tax. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that in future taxable profits will be available to set off such deductible temporary differences. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off- set, and presented as net.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

Deferred Tax includes MAT paid in accordance with Law of India which is recognised as MAT credit entitlement. Minimum Alternative Tax (MAT) as applicable to the Company is charged to the statement of Profit and loss. Credit of MAT 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, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the profit and loss account and shown as MAT credit entitlement

Notes to Standalone Financial Statements

(l) Provisions and Contingencies

(i) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each reporting period and are adjusted to reflect the current best estimate.

(ii) Contingencies

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognized in financial statements but are disclosed, if any.

(m) Impairment of non-current assets

An asset is considered as impaired when at the date of Balance Sheet there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which the asset belongs exceeds its recoverable amount (i.e. the higher of the net asset selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the Statement of Profit and Loss. The impairment loss recognized in the prior accounting period is reversed if there has been a change in the estimate of recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the impaired asset over its remaining useful life.

(n) Borrowing Cost / Finance Cost

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying assets treated as of the cost of that asset and other borrowing cost are recognised as expenses in the period in which it incurs them. Ancillary cost incurred in connection with the arranging the borrowings is amortized over the terms of the loan.

(o) Financial instruments – initial recognition, subsequent measurement and impairment

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. A financial assets or a liability is recognised when the Company becomes a Party to the contractual provision of the instrument.

a) Financial Assets

Financial assets include cash and cash equivalent, trade and other receivables, investments in securities and other eligible current and non-current assets.

Financial Assets are measured at amortised cost or fair value through Other Comprehensive Income or fair value through Profit or Loss, depending on its business model for managing those financial assets and the assets contractual cash flow characteristics.

Subsequent measurements of financial assets are dependent on initial categorisation. For impairment purposes significant financial assets are tested on an individual basis, other financial assets are assessed collectively in groups that share similar credit risk characteristics.

The company derecognizes a financial assets when the contractual rights to the cash flows from the financial assets expire or it transfers the financial assets and the transfer qualifies for the derecognition under Ind-AS 109.

Investment in Equity shares

Investments in equity securities (Other than Investment in Subsidiaries & Joint Venture) are initially measured at fair value. Any subsequent fair value gain or loss is recognized through Profit or Loss.

Investment in Subsidiaries & Joint Venture

Investments in subsidiaries and Joint Venture are carried at cost. The cost comprises price paid to acquire investment and directly attributable cost.

The company assesses impairment based on expected credit loss (ECL) model to all its financial assets measured at amortised cost

Notes to Standalone Financial Statements

b) Financial liabilities

Financial liabilities include long term and short term loan and borrowings, trade and other payables and other eligible current and non-current liabilities.

All financial liabilities recognized initially at fair value and, in the case of loans and borrowing and other payable, net of directly attributable transaction costs. After initial recognition, financial liabilities are classified under one of the following two categories

i) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. The Company has not designated any financial liabilities upon initial measurement recognition at fair value through profit or loss. Financial liabilities at fair value through profit or loss are at each reporting date at fair value with all the changes recognized in the Statement of Profit and Loss.

ii) Financial liabilities measured at amortised cost

After initial recognition, such financial liabilities are subsequently measured at amortized cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of financial liability. The EIR amortization is included in finance expense in the profit and loss.

De-recognition of financial liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

(p) Derivative financial instruments

The Company uses derivative financial instruments, such as forward & Options currency contracts to hedge its foreign currency risks. Derivative financial instruments are measured at their fair value at the end of each reporting period.

(q) Cash and Cash equivalents

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

(r) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders of the Company by the weighted average number of the equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit or loss for the year attributable to equity shareholders of the Company and the weighted average number of shares outstanding during the year is adjusted for the effect of all dilutive potential equity shares.

(s) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Management of the Company is responsible for allocating resources and assessing the performance of the operating segment. Revenue, expenses, assets and liabilities which are common to the company are shown as results, assets and liabilities as unallocable.

(t) Revenue recognition and other income

a) Sale of goods

Revenue is recognized either on delivery or on transfer of significant risk and rewards of ownership of the goods. Revenue from the sale of goods is measured at fair value of consideration received or receivable, inclusive of excise duty as applicable but after deducting discounts, rebates and sales tax/VAT and Goods & Service Tax.

b) Sale of services-job work

Revenue from job work charges are recognised on when performance obligation is met.

c) Export Incentives

Revenue in respect of Export benefit are recognised on post export basis at the rate at which the entitlement accrues in terms of import export policy and is included in the turnover.

(u) Exceptional Items

When items of income and expenses within statement of profit and loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

Notes to Standalone Financial Statements

1.4. Critical accounting estimates, assumptions and judgements

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognised in the financial statement.

Uncertainty about these assumptions and estimates could result in outcome that require a material adjustment to assets or liabilities affected in future periods.

a) Income taxes

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities based on probability that taxable profit will be available against which the deductible temporary differences can be utilized. The Company reviews at each balance sheet date the carrying amount of deferred tax assets and liabilities. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the standalone financial statements.

b) Contingencies

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

c) Allowance for uncollected accounts receivable and advances

Trade receivables and advances are stated at their transaction value as reduced by appropriate allowances for estimated irrecoverable amounts. Trade receivables and advances are written off on case to case basis when management deems them not to be collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

d) Insurance claims

Insurance claims are recognised when the Company have reasonable certainty of recovery. Subsequently any change in recoverability is appropriately adjusted for and give effect in the statement of profit and loss.

e) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

f) Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

1.5. Recent Accounting pronouncements

IND AS 116:

On 30th March 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 Leases, under Companies (Indian Accounting Standards) Amendment Rules, 2019 which is applicable from 1st April, 2019.

Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e. the lessee and the lessor. Ind AS 116 introduces a single lease accounting model for lessee and requires the lessee to recognize right of use assets and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is low value in nature. Currently, operating lease expense are charged to the statement of profit and loss. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

As per Ind AS 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities.

The Company is currently evaluating the impact of transitioning from old standard i.e. Ind AS 17 to new standard i.e. Ind AS 116 and the transition approach.

Notes to Standalone Financial Statements

2. Property, Plant & Equipment

(₹ in Lakhs)

Particulars	Freehold Land @	Leasehold Land	Buildings @	Plant & Equipment	Office Equipment	Furniture & Fixtures	Vehicles#	Total
Gross block As at March 31, 2017	12,387.72	11,895.00	7,993.55	177,568.23	544.75	1,911.41	616.27	212,916.93
Additions			461.46	11,198.08	73.70	163.60	2.98	11,899.82
Disposals					11.05	26.67	189.22	226.94
As at March 31, 2018	12,387.72	11,895.00	8,455.01	188,766.31	607.40	2,048.34	430.03	224,589.81
Additions	-	-	73.73	8,132.40	165.00	100.31	76.01	8,547.45
Disposals					10.32	25.50	26.01	61.83
As at March 31, 2019	12,387.72	11,895.00	8,528.74	196,898.71	762.08	2,123.15	480.03	233,075.43
Accumulated Depreciation As at March 31, 2017	-	353.80	610.97	11,038.12	171.27	437.04	82.76	12,693.96
Charge for the period	-	176.90	290.84	5,958.62	85.02	267.03	89.87	6,868.28
Disposals	-				7.23	22.93	156.76	186.92
As at March 31, 2018	-	530.70	901.81	16,996.74	249.06	681.14	15.87	19,375.32
Charge for the period	-	176.90	303.65	6,231.78	108.68	266.71	87.07	7,174.63
Disposals	-				7.55	21.49	23.69	52.73
As at March 31, 2019	-	707.60	1,205.46	23,228.52	350.19	926.36	79.25	26,497.22
Net Carrying Amount								
As at March 31, 2018	12,387.72	11,364.30	7,553.20	171,769.57	358.34	1,367.20	414.16	205,214.49
As at March 31, 2019	12,387.72	11,187.40	7,323.28	173,670.19	411.89	1,196.79	400.78	206,578.21

Notes:

Gross block includes ₹ 68.76 Lakhs (Previous Year ₹ 144.96 Lakhs) secured by hypothecation against loan.

@ Gross Block includes ₹ 79.77 Lakhs (Previous Year ₹ 79.77 Lakhs) Pending transfer of title in the name of the Company.

3. Investment Property

(₹ in Lakhs)

Particulars	Amount	
Gross block As at March 31, 2017	112.82	
Additions	-	
Disposals	-	
As at March 31, 2018	112.82	
Additions	722.21	
Disposals	-	
As at March 31, 2019	835.03	
Accumulated Depreciation As at March 31, 2017	4.66	
Charge for the period	2.33	
Disposals	-	
As at March 31, 2018	6.99	
Charge for the period	10.31	
Disposals	-	
As at March 31, 2019	17.30	
Net Carrying Amount		
As at March 31, 2018	105.83	
As at March 31, 2019	817.73	
Fair Value		
As at March 31, 2018	375.00	
As at March 31, 2019	1,020.00	
	2018-19	2017-18
Rental Income Derived from Investment Properties	10.42	9.10
Direct Operating Expenses	-	-
Profit arising from investment properties	10.42	9.10

Notes to Standalone Financial Statements

4. Other Intangibles

(₹ in Lakhs)	
Particulars	Amount
Computer Software	
Gross block As at March 31, 2017	77.08
Additions	2.90
Disposal	-
As at March 31, 2018	79.98
Additions	10.10
Disposal	-
As at March 31, 2019	90.08
Accumulated Amortisation As at March 31, 2017	74.57
Charge for the period	2.65
Disposals	-
As at March 31, 2018	77.22
Charge for the period	3.68
Disposals	-
As at March 31, 2019	80.90
Net Carrying Amount	
As at March 31, 2018	2.76
As at March 31, 2019	9.18

5. NON CURRENT FINANCIAL ASSETS : INVESTMENTS

(₹ in Lakhs), except as otherwise stated						
Particulars	As at March 31, 2019			As at March 31, 2018		
	No. of shares	Face Value	Amount	No. of shares	Face Value	Amount
- UNQUOTED						
(A) Investment in Equity Instruments						
(1) Subsidiary Companies						
a) IGL Finance Ltd.*	1,500,000	₹ 10.00	-	1,500,000	₹ 10.00	-
b) IGL CHEM International PTE Ltd., Singapore	100,000	SGD 1	27.41	100,000	SGD 1	27.41
c) IGL CHEM International USA LLC	200,000	USD 1	127.00	200,000	USD 1	127.00
d) Shakumbari Sugar & Allied Industries Ltd.*	50,112,100	₹ 10.00	-	50,112,100	₹ 10.00	-
(2) Joint Venture						
Kashipur Infrastructure and Freight Terminal Pvt Ltd	2,445,000	₹ 10.00	2,440.50	2,445,000	₹ 10.00	2,440.50
			2,594.91			2,594.91
(B) Investment in Preference Shares						
(1) Subsidiary Companies						
Shakumbari Sugar & Allied Industries Ltd.*	10,000,000	₹ 10.00	-	10,000,000	₹ 10.00	-
			-			-
			2,594.91			2,594.91

Aggregated book value of unquoted investment

2,594.91

2,594.91

*The Company has elected to fair value in investment in certain subsidiaries to the date of transition.

*Refer Note no. 42 to financial statements.

Notes to Standalone Financial Statements

6. Non Current Loans

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
a) Inter Corporate Deposits (ICD)#		
- Unsecured, considered good	-	-
- Loan receivables -which have significant increase in Credit risk	-	-
- Loan receivables- Credit Impaired		
- Unsecured, considered doubtful	964.48	964.48
Less : Provision/ Allowance for Doubtful ICD	(964.48)	(964.48)
	-	-
b) Other Loans		
Loans to Employee		
- Unsecured, considered good	79.04	84.47
	79.04	84.47

Includes loans to related party ₹ 964.48 lakhs (Previous year ₹ 964.48 lakhs), Refer note no 42(a).

7. Other non-Current financial assets

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Bank deposits with remaining maturity of more than 12 months (Note no. 12)*	1,815.82	2,162.94
Security Deposits		
- Unsecured, considered good#	3,005.51	3,122.88
Interest receivable	150.36	103.67
	4,971.69	5,389.49

* Pledged with bank/Government Authorities as margin money/security against guarantees, packing credit facility and other borrowings maturing after 12 months

Includes ₹ 1,300.49 lakhs (Previous Year ₹ 1,264.26 lakhs) (net of deferred expenditure) security deposit to director, private companies in which director/directors of company is director and are also related parties.

8. Other non-current assets:

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Capital Advances		
- Unsecured, considered good	1,298.39	1,456.31
Advances other than capital advances:		
- Prepaid Expenses	131.17	96.74
- Deferred Expenditure	238.65	238.53
	369.82	335.27
	1,668.21	1,791.58

Notes to Standalone Financial Statements

9. Inventories (At lower of cost and net realisable value) (As taken, valued and certified by the management)

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Raw Materials	18,496.92	9,614.88
	18,496.92	9,614.88
Work-in-Process	7,085.83	7,482.25
Finished Goods	9,242.99	7,689.69
	9,242.99	7,689.69
Stores and Spares	29,402.72	19,490.30
Residue Product	76.44	102.01
Scrap	3.44	3.31
Loose Tools	52.46	36.99
	64,360.80	44,419.43

10. Trade Receivables

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
- Considered good-Secured	-	-
- Considered good-Unsecured	32,971.62	33,959.86
- Trade Receivables which have significant increase in Credit Risk	-	-
- Trade Receivables credit impaired	572.11	546.99
Less: Loss Allowance	(572.11)	(546.99)
	32,971.62	33,959.86

11. Cash & Cash Equivalents

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Balances with Banks		
- On Current Accounts	2,612.08	442.30
- Cash on Hand	41.02	15.10
	2,653.10	457.40

12. Bank balance other than cash & cash equivalents

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Other bank balances		
- In Fixed Deposit Accounts* Current	8,147.65	4,708.68
- In Fixed Deposit Accounts* Non Current	1,815.82	2,162.94
- On Unpaid Dividend Accounts	71.60	81.85
	10,035.07	6,953.47
Less: Amount disclosed under Other Non Current Assets (Note No 7)	1,815.82	2,162.94
	8,219.25	4,790.53

* Pledged with bank/Government Authorities as margin money/security against guarantees, packing credit facility and other borrowings maturing after 12 months.

Notes to Standalone Financial Statements

13. Current loans

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Inter Corporate Deposits (ICD) #		
- Unsecured, considered good	9,045.63	7,848.63
- Loans which have significant increase in Credit Risk	-	-
- Loans- Credit Impaired	11,719.71	11,719.71
Less : Provision/ Allowance for doubtful ICD	(11,719.71)	(11,719.71)
	9,045.63	7,848.63

Includes deposit with related party ₹ 6501.13 lakhs (Previous year ₹ 7107.13 lakhs), refer note no 42(b).

14. Other financial assets

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Export Incentive receivable - Duty Drawback	146.96	300.36
Interest receivable#	2,314.00	1,450.94
Less : Provision/ Allowance #	(950.65)	(950.65)
	1,363.35	500.29
Others (including security deposit, claims & other receivable)*	3,711.29	4,048.59
Less : Provision/ Allowance for doubtful other financial assets	(1,752.03)	(2,312.03)
	1,959.26	1,736.56
	3,469.57	2,537.21

Includes receivable from related party ₹ 1598.73 lakhs (Previous year ₹ 1128.80 lakhs), refer note no 42(a).

* Refer Note No. - 48 (a), (b)

15. Current tax assets (Net)

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Advance Income Tax/ Tax deducted at source (net of income tax provision)	-	314.17
	-	314.17

16. Other current assets

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Export Incentive receivable	1,715.90	1,342.15
Balance with Excise and Other Authorities	5,750.36	5,519.06
Deposits with Government Departments & Others	1,018.94	178.14
Prepaid expenses	4,954.87	3,234.97
Deferred Expenditure	-	43.40
Other Advances:		
Advances recoverable in cash or in kind or for value to be received	8,268.61	7,046.93
Doubtful advances#	8,657.94	8,657.94
	16,926.55	15,704.87
Less : Provision/ Allowance for doubtful advances#	(8,657.94)	(8,657.94)
	8,268.61	7,046.93
	21,708.68	17,364.65

Includes receivable from related party ₹ 8,453.81 lakhs (Previous year ₹ 8,453.81 lakhs), refer note no 42(a).

Notes to Standalone Financial Statements

17. EQUITY SHARE CAPITAL

(₹ in Lakhs), except as otherwise stated

Particulars	As at March 31, 2019	As at March 31, 2018
Authorised :		
45,000,000 Equity Shares of ₹ 10/- each	4,500.00	4,500.00
	4,500.00	4,500.00
Issued, Subscribed and paid up :		
30,961,500 Equity Shares of ₹ 10/- each fully paid up	3,096.15	3,096.15
Total Equity share Capital	3,096.15	3,096.15

a) Terms/rights attached to equity shares:

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Details of shareholders holding more than 5% equity shares in the company

Name of Shareholders	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	% of holding	No. of Shares	% of holding
Kashipur Holdings Limited	10,352,406	33.44%	10,352,406	33.44%
Sajani Devi Bhartia*	-		70,000	0.23%
Executors to the Estate of Late Sajani Devi Bhartia*	2,100,249	6.78%	2,030,249	6.56%

*Share transmitted in pursuance to the probate of will as granted by Hon'ble Calcutta High Court.

c) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	No. of Shares As at March 31, 2019	No. of Shares As at March 31, 2018
Shares outstanding as at the beginning of the year	30,961,500	30,961,500
Additions during the year	-	-
Deletions during the year	-	-
Shares outstanding as at the end of the year	30,961,500	30,961,500

d) In last 5 years there was no Bonus Issue, buy back and /or issue of shares other for cash consideration

Notes to Standalone Financial Statements

17A. Other Equity

(₹ in Lakhs)

Particulars	Reserve & Surplus					Total
	Securities Premium	Reserve for Contingencies	General Reserve	Retained Earnings	Items of Other Comprehensive Income that will not be classified to profit & loss	
Balance as at April 1, 2018	3,958.36	200.00	10,600.14	76,221.38	37.26	91,017.14
Profit / (Loss) for the year				14,820.98	-	14,820.98
Re-measurement of the net defined benefit Plans					0.15	0.15
Dividend alongwith dividend distribution tax paid				(1,493.03)		(1,493.03)
Balance As at March 31, 2019	3,958.36	200.00	10,600.14	89,549.33	37.41	104,345.24

Nature of reserves

Reserve from Contingencies are created in earlier years to meet any contingencies in future and in the nature of free reserve.

General reserve amount transferred/ apportioned represents is in accordance with Indian Corporate law (The Companies Act, 1956) wherein a portion of profit is apportioned to general reserve, before a company can declare dividend.

Other comprehensive Income Reserve represent the balance in equity for items to be accounted in Other Comprehensive Income. OCI is classified into i) Items that will not be reclassified to profit & loss ii) Items that will be reclassified to profit & loss.

Notes to Standalone Financial Statements

18. Non-current borrowings				
(₹ in Lakhs)				
	Non-Current Portion		Current Maturities	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
SECURED LOANS				
Rupee Term Loans*				
- from Banks & NBFCs	36,324.00	13,883.75	10,990.67	5,055.08
- Vehicle Loan & others	288.74	420.82	155.25	213.75
Foreign Currency Term Loans from Banks	-	-	-	-
	36,612.74	14,304.57	11,145.92	5,268.83
UNSECURED LOANS				
Loan from Body Corporates	3,000.00	3,000.00	2,600.00	2,700.00
	3,000.00	3,000.00	2,600.00	2,700.00
Less: Amount disclosed under the head "other financial liabilities" (Note No. 25)			13,745.92	7,968.83
Total Non- Current Borrowings	39,612.74	17,304.57	-	-

Notes:

- The Term Loans inter-se, are secured / to be secured by mortgage of all immovable properties of the Company both present and future and hypothecation of all movable properties of the Company (save and except book debts) including movable machinery, machinery spares, tools and accessories, both present and future subject to prior charges created and / or to be created in favour of the bankers of the Company on stocks, book debts and other specified movable properties for working capital requirements / Buyers Credit.
- Vehicle Loan & others include loan of ₹ 31.93 lakhs (Previous Year ₹ 54.28 lakhs) secured by hypothecation of Motor Vehicles purchased there under which is repayable on different dates & loan of ₹ 412.06 lakhs (Previous Year ₹ 670.19 lakhs) secured against bank guarantee. (read with para 10 & 11)
- Term Loan from bank of ₹ Nil (Previous Year ₹ 605.00 lakhs)
- Term Loan from bank of ₹ 5,700.00 lakhs (Previous year ₹ 6,750.00 lakhs), is repayable in 20 equal quarterly installments of ₹ 337.50 lakhs commencing from June 2018.
- Term Loan from bank of ₹ 2,550.00 lakhs (Previous year ₹ 3,000.00 lakhs), is repayable in 20 quarterly installments, 8 installment of ₹ 112.50 lakhs, 4 installment of ₹ 150.00 lakhs and 8 installment of ₹ 187.50 lakhs commencing from June 2018.
- Term Loan from bank of ₹ 4,725.00 lakhs (Previous year ₹ 4,975.00 lakhs), is repayable in 22 quarterly installments, 2 installment of ₹ 25.00 lakhs, 3 installment of ₹ 100.00 lakhs, 1 installment of ₹ 125.00 lakhs, 4 installment of ₹ 187.00 lakhs, 4 installment of ₹ 250.00 lakhs, 4 installment of ₹ 313.00 lakhs and 4 installment of ₹ 375.00 lakhs commencing from April 2018.
- Term Loan from bank of ₹ 1,800.00 lakhs (Previous year ₹ 1,350.00 lakhs), is repayable in 9 equal quarterly installments of ₹ 150.00 lakhs commencing from October 2019.
- Term Loan from bank of ₹ Nil (Previous Year ₹ 212.58 lakhs)
- Term Loan from bank of ₹ Nil (Previous Year ₹ 1,250.00 lakhs)
- Term Loan from bank of ₹ Nil (Previous Year ₹ 937.50 lakhs)
- Term Loan from DBT Bio-pharma of ₹ Nil (Previous year ₹ 47.89 lakhs net off ₹ 2.11 lakhs for deferred Govt. Grant).
- Term Loan from DBT Bio-pharma ₹ 412.05 lakhs net off ₹ 53.7 lakhs for deferred Govt. Grant (Previous year ₹ 532.29 lakhs net off ₹ 87.8 for deferred Govt. Grant), is repayable in 8 equal half yearly installments commencing from July 2018.
- Term Loan from bank of ₹ 2,000.00 lakhs (Previous year ₹ Nil), is repayable in July 2019.
- Term Loan from bank of ₹ 2,500.00 lakhs (Previous year ₹ Nil), is repayable in 23 quarterly installments, 4 installment of ₹ 50.00 lakhs, 4 installment of ₹ 75.00 lakhs, 4 installment of ₹ 100.00 lakhs, 4 installment of ₹ 125.00 lakhs, 5 installment of ₹ 150.00 lakhs, 2 installment of ₹ 175.00 lakhs commencing from April 2019.
- Term Loan from bank of ₹ 2,520.00 lakhs (Previous year ₹ Nil), is repayable in 20 equal quarterly installments of ₹ 140.00 lakhs commencing from October 2018.
- Term Loan from bank of ₹ 9,500.00 lakhs (Previous year ₹ Nil), is repayable in 20 equal quarterly installments of ₹ 500.00 lakhs commencing from February 2019.
- Term Loan from bank of ₹ 7,065.50 lakhs (Previous year ₹ Nil), is repayable in 20 structured quarterly installments commencing from next quarter from date of each disbursement.
- Term Loan from bank of ₹ 7,954.17 lakhs (Previous year ₹ Nil), is repayable in 72 structured monthly installments commencing from next month from date of each disbursement.
- Short Term Loan of ₹ 1,000.00 lakhs (Previous year ₹ Nil) payable in April 2019.
- Term Loan from Body Corporate of ₹ 3000.00 lakhs (Previous Year ₹ 3000) is repayable only post confirmation from consortium banks.
- Term Loan from body corporate of ₹ Nil (Previous Year ₹ 1000.00 lakhs).
- Term Loan from body corporate of ₹ Nil (Previous Year ₹ 200.00 lakhs).
- Term Loan from body corporate of ₹ Nil (Previous Year ₹ 1000.00 lakhs).
- Term Loan from body corporate of ₹ Nil (Previous Year ₹ 500.00 lakhs).
- Term Loan from body corporate of ₹ 1100.00 lakhs (Previous Year ₹ Nil) payable in June 2019.
- Term Loan from body corporate of ₹ 500.00 lakhs (Previous Year ₹ Nil) payable in July 2019.
- Term Loan from body corporate of ₹ 1000.00 lakhs (Previous Year ₹ Nil) payable in August 2019.

Notes to Standalone Financial Statements

19. Other non-current financial liabilities

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Security Deposits	3,795.86	3,846.29
	3,795.86	3,846.29

20. Provisions

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits		
- Leave Encashment	640.66	637.33
	640.66	637.33

21. Deferred Tax Liabilities (Net)

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Deferred Tax Assets :-		
Amount covered U/s 43B of Income Tax Act, 1961	480.36	437.54
Provision for doubtful debts / advances	8,951.58	9,050.62
Unabsorbed Depreciation	2,301.44	9,915.63
Business Loss	1,229.42	1,217.60
Others	689.09	138.63
Gross Deferred tax Assets	13,651.89	20,760.02
Deferred Tax Liabilities :-		
Property, Plant & Equipment	47,962.87	47,020.82
Gross Deferred tax Liability	47,962.87	47,020.82
MAT credit entitlements	13,135.97	8,720.46
Net Deferred Tax Liability	21,175.01	17,540.34

22. Other non-current liabilities

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Advance from Customers*	36,316.49	43,258.74
Deferred Income-Govt Grant & Security Deposit	367.30	418.05
	36,683.79	43,676.79

* Long term export advance received from customers with supply schedule over period of 8-10 years. Export advance are secured by Guarantees given by State Bank of India (SBI) to the customers, while other export performance bank guarantee (EPBG) member banks have given counter guarantee in favour of SBI. Such guarantee are secured by first charge on the fixed assets and second charge on the current assets of the Company on pari passu basis.

Notes to Standalone Financial Statements

23. Current Borrowings

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
a) Secured Loans		
Loans repayable on demand from Banks:		
- Buyers Import Credit*	-	1,795.19
- Working Capital Loans*	34,228.13	42,064.90
Secured borrowings	34,228.13	43,860.09
b) Unsecured Loans		
Short Term Loans from Banks	5,373.72	7,497.06
Unsecured borrowings	5,373.72	7,497.06
	39,601.85	51,357.15

* Working Capital Loans from Banks are secured / to be secured by way of hypothecation of book debts and stocks including in-transit and other specified movable properties and second charge on all immovable properties of the Company. Buyers Credit facility is secured against non-fund based facility sanctioned to the Company.

24. Trade Payable

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Payable to Micro Enterprises and Small Enterprises	16.61	16.61
Payable to Others	73,820.34	77,748.00
	73,836.95	77,764.61

25. Other current financial liabilities

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Current maturities of long term borrowings (Note No. 18)	13,745.92	7,968.83
Interest accrued but not due on borrowings	144.01	101.41
Capital Payables	12,609.00	1,523.29
Retention Money	2,745.00	148.45
Expenses payable (Including derivative liabilities)	3,913.61	2,546.20
(i) Unclaimed Dividends	94.43	81.85
(ii) Unclaimed matured deposits	-	0.20
(iii) Unclaimed interest on above (ii)	-	0.06
Other Payables	770.01	1,339.58
	34,021.98	13,709.87

26. Other current liabilities

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Duties, taxes and other statutory dues	969.99	929.86
Advance from Customers	11,104.17	12,852.91
Deferred Income Govt Grant & others	53.70	50.43
Other Payables	410.65	258.81
	12,538.51	14,092.01

Notes to Standalone Financial Statements

27. Current Provisions

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits		
- Gratuity	246.82	160.76
- Leave Encashment	246.68	248.36
	493.50	409.12

28. Current tax liabilities (Net)

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Provision for MAT	1,677.14	-
	1,677.14	-

29. Revenue From Operations

(₹ in Lakhs)		
Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
a) Sales of Products*		
Glycols & Others	1,11,804.41	96,519.15
E.O. Derivatives	1,06,509.29	98,028.13
Guar Gum Powder and derivatives	1,897.85	4,279.84
Ethyl Alcohol (Potable)	212,467.69	137,853.25
Industrial Gases	3,956.89	3,661.79
Sale of traded goods		
Chemical and oil Products	51,251.43	52,047.93
Nutraceutical	15,954.94	17,976.42
	503,842.50	410,366.51
b) Sales of Service	866.01	729.72
	866.01	729.72
c) Other Operating Revenue		
Provision no longer required/ Sundry balances written back	787.85	78.83
Export Incentive	1,658.52	1,992.77
Miscellaneous Income	4,526.88	2,377.39
	6,973.25	4,448.99
Total Revenue from operations	511,681.76	415,545.22

*Including excise duty as applicable but excluding goods and service tax w.e.f. 1st July, 2017

30. Other Income

(₹ in Lakhs)		
Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Interest	895.20	441.04
Exchange Fluctuation gain	-	379.51
Rent	-	30.59
Insurance Claim	714.60	-
Profit on sale of Property, Plant & Equipment	1.96	38.87
Govt Grants	50.64	64.99
Miscellaneous Income	-	27.15
	1,662.40	982.15

Notes to Standalone Financial Statements

31. Cost of Materials Consumed

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Raw Materials consumed	138,019.07	130,128.56
Packing Material Consumed	16,974.17	13,180.64
	154,993.24	143,309.20

32. Purchase of Stock-In-Trade

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Chemical and Oil Products	53,366.82	52,849.53

33. Changes in Inventories of Finished Goods, Work- In-Progress And Stock-In-Trade

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2019	Year Ended March 31, 2018
CLOSING STOCK		
Finished Goods	9,242.99	7,689.69
Work-in-Process	7,085.83	7,482.25
Residue Product	76.45	102.01
	16,405.27	15,273.95
OPENING STOCK		
Finished Goods	7,689.69	10,667.03
Work-in-Process	7,482.25	9,199.19
Residue Product	102.00	141.68
Less: Differential Excise Duty provided on Stocks.	-	(979.83)
Change in inventories of finished goods, work-in-progress and Stock-in-trade	(1,131.33)	3,754.12

34. Employee Benefit Expenses

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Salaries, Wages, Allowances, etc.	8,543.96	8,322.74
Contribution to Provident and other Funds	702.50	664.13
Employees' Welfare and other Benefits	640.45	532.89
	9,886.91	9,519.76

35. Finance Costs

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Interest on Fixed Loans	3,594.36	2,260.76
Other Interest	7,917.65	7,268.13
Other Borrowing Cost		
Financial Charges	2,625.25	2,778.51
	14,137.26	12,307.40
Less: Interest Received on temporary deposits	571.32	546.89
	13,565.94	11,760.51

a) Forex losses treated as finance cost ₹ 682.56 lakhs (previous year Nil) as per IND AS.23-Borrowing Costs.

b) Net of ₹ 1584.64 Lakhs (previous year nil) interest capitalised during the year as per IND AS 23- Borrowing Costs.

Notes to Standalone Financial Statements

36. Depreciation And Amortisation Expense

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Depreciation on Property, Plant & Equipment	7,174.80	6,868.28
Depreciation on Investment Property	10.31	2.33
Amortisation on other intangible assets	3.68	2.65
	7,188.79	6,873.26

37. Other Expenses

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Stores and spares consumed	8,881.62	6,545.70
Power and Fuel	41,037.54	33,549.48
Repairs and Maintenance		
- Buildings	497.74	396.83
- Plant and Equipment	3,031.66	2,430.67
- Others	724.37	670.85
Rent	863.32	804.59
Rates and Taxes	1,467.57	1,399.91
Travelling and Conveyance	1,100.42	1,001.89
Insurance	702.16	329.77
Directors' sitting Fee	21.00	10.13
Commission to Selling agents	1,273.78	1,613.32
Freight forwarding and others (Net of recovery from customers / provision written back)	9,384.13	8,286.31
Exchange Fluctuation loss/ (gain) (Net) *	3,731.58	-
Special Discount	-	9,524.04
Less. Provision for special discount	-	9,524.04
Bad debts written off	560.00	654.26
Less : Provision for doubtful debts/advances written back	560.00	654.26
Provision/ Allowance for doubtful debts and advances	25.13	-
Loss on Sale / Discard of Property, Plant & Equipment	4.78	11.65
Legal & Professional	1,856.71	1,943.24
Printing & Stationery, Postage, Telephone, security and other Miscellaneous Expenses	1,919.08	1,843.69
	76,522.59	60,838.03

* Net of Forex losses treated as finance cost ₹ 682.56 Lakhs (Previous Year Nil) as per IND AS 23- Borrowing Costs

Notes accompanying to the standalone financial statements for the Year Ended 31.03.2019

38. (A) Contingent Liabilities not Provided For (As Certified by the Management) :-

(i) In respect of :-

		(₹ in Lakhs)	
Sl. No	Particulars	As at March 31, 2019	As at March 31, 2018
1	Central Excise/ State Excise @	4,556.18	5,537.92
2	Customs	1,029.19	1,029.19
3	Service Tax	19.27	201.22
4	Sales Tax	-	9.79
5	Other matters	278.37	280.05
	Total	5,883.01	7,056.93

@ Excluding show cause notice (SCNs), where management is confident that on merits SCNs will be dropped and also as legally advised possibility of an outflow of fund is remote.

Notes to Standalone Financial Statements

- (ii) Bills discounted with banks/others ₹ 3,062.46 Lakhs (Previous Year: ₹ 3,240.81 Lakhs).
- (iii) Corporate Guarantee to banks for loan availed by Shakumbari Sugar and Allied Industries Limited (a subsidiary company) amounting to ₹ Nil (Previous Year ₹ 3,749.34 Lakhs) (excluding penal interest, penalty etc.) No due certificate from Central Bank of India is awaited.

(B) Custom duty saved on import of raw material under Advance License pending fulfillment of export obligation amounting to ₹ 2,667.97 Lakhs (Previous Year ₹ 3,441.39 Lakhs).

The Management is of the view that considering the past export performance and future prospects there is certainty that pending export obligation under advance licenses will be fulfilled before expiry of the validity of respective advance licenses, accordingly and also on "Going Concern Concept" basis there is no need to make any provision for custom duty saved.

- 39.** Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances of ₹ 1298.39 Lakhs, Previous Year ₹ 1,456.31 Lakhs) are ₹ 5343.81 Lakhs (Previous Year ₹ 4,329.86 Lakhs).
- 40.** In the earlier years, the State Government of Uttar Pradesh (UP) had imposed a levy of license fee on transfer of alcohol from the distillery to the chemical plant. The levy was challenged by the Company in the Hon'ble Supreme Court and on October 18, 2006 the matter was finally decided by The Hon'ble Supreme Court in favour of the Company. Accordingly, Company had filed an application for refund of amount paid ₹ 507.05 Lakhs (Previous Year ₹ 507.05 Lakhs) (shown as recoverable under the head Other Current Assets) with State Government of Uttarakhand, which is still pending for refund of the amount.
- 41.** In the earlier years, the State Government of Uttarakhand had levied Export Pass Fee on ENA/R.S. export outside India. The matter is finally disposed of by Hon'ble High Court of Uttarakhand vide its Order dated 9th January, 2012 and has declared the levy of said fee as unsustainable and irrecoverable. Subsequently, on June 8, 2012, vide Uttarakhand Excise (Amendment) Act, 2012, Uttarakhand Government retrospectively revived old notification relating to imposition of export fee on ENA and R.S. The Company filed Writ Petition challenging the above said notification and vide order dated September 12, 2012 the Hon'ble High Court of Uttarakhand has granted stay and restrained State from imposing export fee. A sum of ₹ 106.15 Lakhs (Previous Year ₹ 106.15 Lakhs) paid under protest is shown as recoverable from State Govt. of Uttarakhand, under the head Other Current Assets.
- 42.** (a) (i) Company has Investment of ₹ 5,427.50 Lakhs (Previous year ₹ 5,427.50 Lakhs) in equity share capital and 10% cumulative redeemable preference share capital in subsidiary company namely Shakumbari Sugar and Allied Industries Limited (SSAIL) whose net worth has been fully eroded and SSAIL has also been declared sick industrial undertaking as per provision of Sick Industrial Companies Act. 1985.
- (ii) In earlier year, the company has also given to SSAIL-Inter corporate deposit (ICD) amounting to ₹ 1,915.13 Lakhs (Previous Year ₹ 1,915.13 Lakhs) (including interest thereon) and advances of ₹ 8,453.81 Lakhs (Previous Year ₹ 8,453.81 Lakhs) and also corporate guarantee extended of ₹ Nil (Previous Year ₹ 3,749.34 Lakhs) (excluding penal interest, penalty etc). No due certificate from Central Bank of India is awaited.
- (iii) Based upon the application and adoption of fair value of the aforesaid investment, ICD and advances are carried at nil value.
- (b) (i) In earlier year the company had given (included in current Loan) Inter Corporate Deposit (ICD) of ₹14,649.64 Lakhs (Previous Year ₹ 14,649.64 Lakhs) to its subsidiary IGL Finance Ltd. (IGLFL) (A 100% subsidiary). IGLFL in earlier year had invested funds for short term in commodity financing contracts offered by National Spot Exchange Ltd. (NSEL). NSEL had defaulted in settling the contracts on due dates, for which IGLFL has initiated legal and other action and in turn IGLFL did not pay back due amount to the company. Accordingly considering the prudence no interest on above ICD has been accrued for the period from 01-09-2013 onwards.
- (ii) In respect of the above, the Company has made a loss allowance of ₹ 11,719.71 Lakhs based on expected credit loss Policy and other estimation made by the management and for balance ₹ 2,323.93 Lakhs (and also fully provided for against equity investment of ₹ 125.00 Lakhs), the management and IGLFL is confident for recovery of dues from NSEL over a period of time and hence shown as good (considering the arrangement of merger of NSEL with Financial Technologies (India) Limited (FTIL) and other measure which have so far been taken for and pending before the Govt. and other authorities and current scenario/present state of affairs).

Notes to Standalone Financial Statements

43. The disclosures required under IND AS 19 “Employee Benefits” notified in the Companies (Accounting Standards) Rules, 2006 are as given below :

A) Defined Contribution plan

Contribution to Defined Contribution Plan, recognized as expense for the Year is as under:

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Company’s contribution to provident fund	608.77	578.63

B) Defined Benefit Plan :

The employees’ gratuity fund scheme managed by a trust is a defined benefit plan. The present value of obligation is determined based on actuarial valuation using by projected unit credit method in case of gratuity and Leave Encashment.

a) Reconciliation of opening and closing Balance of Defined Benefit Obligation

(₹ in Lakhs)

Particulars	Gratuity (Funded) March 31, 2019	Gratuity (Funded) March 31, 2018	Leave encashment (Unfunded) March 31, 2019	Leave encashment (Unfunded) March 31, 2018
Present value of obligation at the beginning of the year	3,045.38	2,880.63	885.69	787.74
Current service cost	234.99	224.02	68.11	75.33
Interest cost	228.40	201.64	66.43	55.14
Benefits paid	(220.98)	(171.06)	(53.03)	(44.11)
Remeasurements - actuarial loss/(gain) arising from:				
- Change in financial assumptions	27.78	(67.28)	5.37	(13.86)
- Experience variance (i.e. actual experience vs assumptions)	(18.42)	(22.57)	(85.22)	25.45
Present value of obligation at the end of year	3,297.15	3,045.38	887.34	885.69

b) Changes in the fair value of plan assets – Gratuity

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Fair value of plan assets at beginning of year	2,884.62	2,565.64
Interest Income	216.35	179.59
Employer contributions	160.76	314.99
Benefits paid	(220.98)	(171.06)
Return on plan assets, excluding amount recognized in net interest expense	9.59	(4.54)
Fair value of plan assets at end of year	3,050.33	2,884.62
Present value of obligation	3,297.15	3,045.38
Net funded status of plan	(246.82)	(160.76)

The components of the gratuity and leave encashment are as follows:

Notes to Standalone Financial Statements

c) Expenses recognized statement of profit & loss account (₹ in Lakhs)

Particulars	Gratuity March 31, 2019	Gratuity March 31, 2018	Leave encashment March 31, 2019	Leave encashment March 31, 2018
Current service cost	234.99	224.02	68.11	75.33
Net interest income /(Cost) on the Net Defined Benefit Liability(Asset)	12.06	22.05	66.43	55.14
Re-measurements - Actuarial loss/ (gain)	-	-	(79.84)	11.59
Defined benefit cost recognized in statement of Profit & loss.	247.05	246.07	54.70	142.06

d) Recognized in Other Comprehensive Income (₹ in Lakhs)

Particulars	Gratuity March 31, 2019	Gratuity March 31, 2018
1. Actuarial loss/ (gain)		
- Change in financial assumptions	27.78	(67.27)
- Experience variance (i.e. actual experience vs assumptions)	(18.42)	(22.57)
2. Return on plan assets, excluding amount recognized in net interest expense	(9.59)	4.53
Component of defined benefit costs recognized in other comprehensive income	(0.23)	(85.31)

e) Investment Detail

All Investments are made with trust

f) The principal actuarial assumptions used for estimating the Company's defined benefit obligations for gratuity and leave encashment are set out below:

Actuarial assumptions	As at March 31, 2019	As at March 31, 2018
Discount Rate	7.30%	7.50%
Expected Rate of increase in salary	8.00%	8.00%
Withdrawal rate	10% p.a.	10% p.a.
Expected Average remaining working lives of employees (years)	17.33	17.32

The principal assumptions are the discount rate & salary growth rate. The discount rate is generally based upon the market yields available on Government bonds. The estimate of rate of escalation in salary considered in actuarial valuation, taken into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

Notes to Standalone Financial Statements

g) Sensitivity analysis:

(₹ in Lakhs)

Particulars	Change in Assumptions	Increase/ (decrease) in Gratuity Obligations March 31, 2019	Increase/ (decrease) in Gratuity Obligations March 31, 2018	Increase/ (Decrease) in Leave Encashment Obligations March 31, 2019	Increase/ (Decrease) in Leave Encashment Obligations March 31, 2018
Discount rate	+1%	(133.91)	(125.49)	(26.13)	(26.31)
	-1%	147.04	137.85	28.04	28.24
Salary Growth rate	+1%	144.64	135.87	27.59	27.84
	-1%	(134.27)	(126.04)	(26.20)	(26.43)

The above sensitivity analysis is based on change in an assumption while holding all other assumption constant in practice, this is unlikely to occur, and change in some of the assumption may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumption the same method [projected unit credit method] has been applied as when calculating the defined benefit obligation recognized within the balance sheet.

Estimate of expected benefit payments

(₹ in Lakhs)

Particulars	Gratuity	Leave Encashment
01 Apr 2019 to 31 Mar 2020	736.38	255.53
01 Apr 2020 to 31 Mar 2021	437.37	172.95
01 Apr 2021 to 31 Mar 2022	549.80	152.92
01 Apr 2022 to 31 Mar 2023	484.70	125.59
01 Apr 2023 to 31 Mar 2024	361.32	91.26
01 Apr 2024 Onwards	2,265.47	354.50

44. Financial risk management objectives and Policies

The Company's activities are exposed to a variety of financial risks from its operations. The key financial risks include market risk (including foreign currency risk, interest rate risk and commodity risk etc.), credit risk and liquidity risk. The company's overall risk management policy seeks to minimize potential adverse effects on company's financial performance.

(i) **Market Risk:** Market risk is the risk that the fair value of future cash flow of a financial instruments will fluctuate because of change in market prices. Market risk comprises mainly three types of risk: interest rate, currency risk and other price risk such as commodity price risk.

(a) **Foreign Currency Risk:** Foreign Currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company has obtained foreign currency borrowing and has foreign currency trade payable and receivable and is therefore, exposed to foreign currency risk.

After taking cognizance of the natural hedge, the company takes appropriate hedge to mitigate its risk resulting from fluctuation in foreign currency exchange rate(s).

Foreign Currency sensitivity: The following tables demonstrate the sensitivity to a reasonable possible change in Foreign Currency with all other variable held constant. The impact on company's profit/(loss) before tax is due to change in the foreign exchange rate for:

Notes to Standalone Financial Statements

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Change in USD	+ 1%	+ 1%
Effect on profit/(loss) before tax	(229.42)	(829.62)
Change in USD	-1%	-1%
Effect on profit/(loss) before tax	229.42	829.62

- (b) **Interest rate risk:**-(b) Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Any change in the interest rates environment may impact future rates of borrowing. The company mitigates this risk by regularly assessing the market scenario, finding appropriate financial instruments, interest rate negotiation with the lenders for ensuring the cost effective method of financing.

Interest Rate Sensitivity: The following table demonstrates the sensitivity to a reasonable possible change in interest rate on financial assets affected. With all other variable held constant, the company's profit before tax is affected through the impact on finance cost with respect to our borrowing, as follows:

A change in 25 basis points in interest rates would have following impact on profit before tax.

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Change in basis point	+25	+25
Effect on profit before tax	(327.39)	(316.31)
Change in basis point	-25	-25
Effect on profit before tax	327.39	316.31

- (c) **Commodity Price risk:** The Company is affected by the price volatility of certain commodities. Its operating activities require the purchase of raw material therefore, requires a continuous supply of certain raw materials. To mitigate the commodity price risk, the Company has an approved supplier base to get competitive prices for the commodities and to assess the market to manage the cost without any compromise on quality.

(ii) Credit Risk:

Credit risk refers to risk that a counter party will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, Inter Corporate deposit, derivative financial instruments, other balances with banks, loans and other receivables. The Company's exposure to credit risk is disclosed in Note 5, 6, 7, 10, 13 & 14.

Credit risk arising from investment derivative financial instruments and other balances with banks is limited and there is no collateral held against these because the counter parties are banks and recognised financial institutions with high credit ratings.

The Company applies expected credit losses (ECL) model for measurement and recognition of loss allowance on the following:

- i. Trade receivables
- ii. Financial assets measured at amortized cost (other than trade receivables)

In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance.

Notes to Standalone Financial Statements

The ageing of the trade receivables are given below:

(₹ in Lakhs)

Particulars	Due Ageing			Total
	Upto 6 Months	6-12 Months	Above 12 Months	
Trade Receivables				
As at 31st March, 2019				
Unsecured	30,383.93	957.34	2,202.46	33,543.73
Provision/Allowance for Doubtful Receivables	-	-	(572.11)	(572.11)
Net Total	30,383.93	957.34	1,630.35	32,971.62
As at 31st March, 2018				
Unsecured*	31,371.79	1,715.38	1,419.68	34,506.85
Provision/Allowance for Doubtful Receivables	-	-	(546.99)	(546.99)
Net Total	31,371.59	1,715.38	872.69	33,959.86

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss under the head 'Other expenses'. The balance sheet presentation for financial instruments is described below:

Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

- (iii) **Liquidity Risk:** Liquidity risk is the risk, where 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 ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

The table below summarizes the maturity profile of company's financial liabilities based on contractual undiscounted payments:-

(₹ in Lakhs)

Particulars	As at March 31, 2019					
	Carrying Amount	On Demand	< 1 Year	1 to 2 Years	>2 Years	Total
Interest bearing borrowings	92,960.51	39,601.85	13,745.92	21,091.34	18,521.40	92,960.51
Other Liabilities	24,071.92		20,276.06	3,795.86	-	24,071.92
Trade Payable	73,836.95	-	73,836.95	-	-	73,836.95
Total	190,869.38	39,601.85	107,858.93	24,887.20	18,521.40	1,90,869.38
Particulars	As at March 31, 2018					
	Carrying Amount	On Demand	< 1 Year	1 to 2 Years	>2 Years	Total
Interest bearing borrowings	76,630.55	51,357.15	7,968.83	2,854.24	14,450.33	76,630.55
Other Liabilities	9,587.33		5,741.04	3,832.93	13.36	9,587.33
Trade Payable	77,764.61	-	77,764.61	-	-	77,764.61
Total	1,63,982.49	51,357.15	91,474.48	6,687.17	14,463.69	1,63,982.49

Notes to Standalone Financial Statements

45. Capital risk management

The Company's policy is to maintain an adequate capital base so as to maintain creditor and market confidence and to sustain future development. Capital includes issued capital, share premium and all other equity reserves attributable to equity holders. The primary objective of the Company's capital management is to maintain an optimal structure so as to maximize the shareholder's value. In order to strengthen the capital base, the company may use appropriate means to enhance or reduce capital, as the case may be.

The Company is not subject to any external imposed capital requirement. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net Debt is calculated as borrowings less cash and cash equivalents.

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Borrowings	92,960.51	76,630.55
Less : Cash and Cash equivalents	2,653.10	457.40
Net debt	90,307.41	76,173.15
Equity Share Capital	3,096.15	3,096.15
Other Equity	1,04,345.24	91,017.14
Total Capital	1,07,441.39	94,113.29
Capital and net debt	1,97,748.80	1,70,286.44
Gearing ratio	45.67%	44.73%

46. In the earlier year, company has filed a claim of ₹ 4815.06 lakhs (including reinstatement loss of ₹ 622.63 lakhs) with the insurance company for the reinstatement of machinery as well as loss occurred due to business interruption on account of fire at Kashipur plant. On prudent basis the company has accounted for ₹ 3478.03 lakhs (including reinstatement of ₹ 622.63 lakhs) against this the company has received balance of ₹ 622.93 lakhs during the year towards full and final settlement of the claim (till earlier years ₹ 2596.82 lakhs).
47. As required by section 22 of The Micro, Small and Medium Enterprises Development Act, 2006 the following information is disclosed:

(₹ in Lakhs)

S. No	Particular	2018-19	2017-18
(a)	The principal amount remaining unpaid to any supplier at the end of the year	16.61	16.61
(b)	Interest due remaining unpaid to any supplier at the end of the year	-	-
(c)	The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
(d)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act,2006.	-	-
(e)	The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
(f)	The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprises Development Act, 2006" is based on the information available with the company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts/ interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

48. Other Particulars :

(a) Details of Loan given during the year covered under Section 186(4) of the Companies Act, 2013

Nil

Notes to Standalone Financial Statements

(b) Disclosure pursuant to regulation 34(3) & 53(F) of SEBI (LODR) Regulations, 2015 (₹ in Lakhs)

Particulars	Outstanding as at 31 st March, 2019	Maximum Amount Outstanding during 2018-2019	Outstanding as at 31 st March, 2018	Maximum Amount Outstanding during 2017-2018
Loans Given to Subsidiaries				
Shakumbari Sugar & Allied Industries Limited*	6,740.41	6,740.41	6,092.33	6,092.33
IGL Finance Limited*	14,043.64	14,043.64	14,649.64	14,649.64
IGL Infrastructure Private Limited	-	-	-	-
Advances Given to Subsidiaries				
Shakumbari Sugar & Allied Industries Limited*	8,453.81	8,453.81	8,453.81	8,453.81

*Gross: without considering provision made against such loans/advances.

(c) C.I.F. Value of Imports : (₹ in Lakhs)

Sl. No.	Particulars	2018-19	2017-18
i)	Capital Goods	12,673.79	7,893.50
ii)	Stores & Spares	726.76	408.56
iii)	Raw Materials	93,068.13	75,487.90
iv)	Traded Goods	49,750.01	52,849.63

(d) Payment to Auditors (Exclusive of applicable service tax and GST) (₹ in Lakhs)

Sl. No.	Particulars	2018-19	2017-18
i)	As Auditors	17.50	17.50
ii)	In other capacity in respect of		
	a) Out of Pocket Expenses	2.25	2.76
	b) Certification and other matters	15.05	24.30*

*Out of this, ₹ 13.54 Lakhs paid to erstwhile Auditors.

(e) Cost Auditors (Exclusive of applicable service tax and GST) (₹ in Lakhs)

Sl. No.	Particulars	2018-19	2017-18
i)	Audit Fees	1.50	1.50
ii)	Out of Pocket Expenses	0.14	-

49. Disclosures of leasing arrangements (Operating lease)

- (a) The Company has operating lease for its Head office premises in Noida for a period up to 5 years. Lease agreements are locked-in for a period of first 3 years (Non-Cancellable period) and subsequently, the lease can be maintained at the option of the Company (lessee) (cancellable period). There are escalation clauses every 3 years.

The lease rentals charged during the year for cancellable and non-cancellable operating lease are as follows:

(₹ in Lakhs)

Particular	As at March 31, 2019	As at March 31, 2018
Lease Rent Expenses	863.32	804.59

Notes to Standalone Financial Statements

- (b) The schedule of future minimum lease payment in respect of non-cancellable operating leases period is set out as under:

Particular	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Not later than one year	671.43	-
Later than one year but not later than five years	895.24	-
Later than five years	-	-

50. Expenditure on Research & Development: (₹ in Lakhs)

Particulars	2018-19	2017-18
Capital	29.91	100.71
Revenue	567.96	643.69
Total	597.87	744.40

51. Derivative financial instruments

- A. Commodity and Foreign Exchange Derivatives and exposures (as certified by the management).

- (a) Outstanding at the year- end as follows:

Nature of Instruments	2018-19 Amount (FC in millions)	2018-19 Amount (₹ in Lakhs)	2017-18 Amount (FC in millions)	2017-18 Amount (₹ in Lakhs)
	Forward Contracts - USD	-	-	13.50
Foreign currency options - USD	31.50	20,528.55	38.75	25,253.38
Open foreign exchange exposures:				
Packing Credit Net of Export debtors - USD	2.42	1,674.37	17.74	11,563.48
Loans - USD	-	-	0.26	171.47
Payable - USD	-	-	57.03	37,171.32

- (B) The Company has derivative instruments for hedging possible losses and exchange fluctuation losses. During the year company has incurred net off losses of ₹ 2849.91 Lakhs (previous year ₹ 3439.86 Lakhs) out of which loss of ₹ 1635.15 (previous year loss of ₹ 56.63 Lakhs) relating to provision for mark to market gain/loss on account of outstanding financial transactions as on 31st March 2019.

52. Fair valuation techniques

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Notes to Standalone Financial Statements

(₹ in Lakhs)

Particular	As at March 31, 2019		As at March 31, 2018	
	Carrying amount	Fair Value	Carrying Amount	Fair Value
(i) Financial Assets				
(a) At Amortized Cost				
- Investment in Subsidiaries & joint venture	2,594.91	2,594.91	2,594.91	2,594.91
Trade Receivable	32,971.62	32,971.62	33,959.86	33,959.86
Others	28,438.28	28,438.28	21,107.73	21,107.73
Total	64,004.81	64,004.81	57,662.50	57,662.50
(ii) Financial Liabilities				
(a) At Fair value through Profit & Loss				
- Forward contract & Options	1,635.15	1,635.15	56.63	56.63
(b) At Amortized Cost				
- Borrowing	92,960.51	92,960.51	76,630.55	76,630.55
- Trade payable	73,836.95	73,836.95	77,764.61	77,764.61
- Others	24,071.92	24,071.92	9,530.70	9,530.70
Total (a) + (b)	1,92,504.53	1,92,504.53	1,63,982.49	1,63,982.49

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

- 1) Fair value of cash and deposits, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- 2) Fair value of borrowings from banks and other non-current financial liabilities, are estimated by discounting future cash flows using rates currently available for debt on similar terms and remaining maturities.
- 3) Other non-current receivables are evaluated by the Company, based on parameters such as interest rates, individual creditworthiness of the counterparty etc. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.
- 4) The fair values of derivatives are calculated using the RBI reference rate as on the reporting date as well as other variable parameters

Fair Value hierarchy

All financial assets and liabilities for which fair value is measured in the financial statements are categorised within the fair value hierarchy, described as follows: -

Level 1 - Quoted prices in active markets.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly.

Level 3 - Inputs that are not based on observable market data.

The following table presents the fair value measurement hierarchy of financial assets and liabilities, which have been measured subsequent to initial recognition at fair value as at 31st March, 2019 and 31st March 2018:

(₹ in Lakhs)

Assets / Liabilities measured at fair value (Accounted)	As at March 31, 2019		
	Level 1	Level 2	Level 3
Financial assets	-	-	-
Financial liabilities			
Derivatives -Forward contracts & Options	-	1,635.15	-

Notes to Standalone Financial Statements

(₹ in Lakhs)

Assets / Liabilities measured at fair value (Accounted)	As at March 31, 2018		
	Level 1	Level 2	Level 3
Financial assets	-	-	-
Financial liabilities			
Derivatives- Forward contracts & Options	-	56.63	-

During the year ended March 31, 2019 and March 31, 2018, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfer into and out of Level 3 fair value measurements. There is no transaction / balance under level 3.

53. (a) Capital work-in-progress includes machinery under installation, buildings under construction, construction/ erection material in hand and other assets and also includes the following pre-operative expenses:

(₹ in Lakhs)

Particulars	2018-19	2017-18
Amount brought forward from previous year	218.24	735.66
Add: Raw Material & Chemical Consumed	70.81	71.91
Salary, wages, allowances, etc.	93.98	192.71
Contribution to Provident and other funds	14.30	16.66
Employees' welfare and other benefits	8.29	21.16
Legal and Professional charges	34.43	0.94
Repair and Maintenance	17.50	40.38
Travelling and Conveyance	5.95	18.04
Interest on Fixed Loans	1,584.64	-
Power and Fuel	891.40	492.51
Rates and Taxes	2.00	4.00
Miscellaneous Expenses	0.19	6.16
	2,941.74	1,600.14
Less: Transferred/ Capitalised	1,809.81	1,381.90
Balance carried forward	1,131.93	218.24

- (b) The company has received loans at 2% & 5% from DBT for Bio- mass plant. The loans are recognised at fair value using prevailing market interest of equivalent loan. The difference between the gross proceed and fair value of the loan is the benefit derived from lower rate of interest and is recognised as deferred income. The fair value of loan as March 31, 2019 and March 31, 2018 are ₹ 411.51 Lakhs and ₹580.18 Lakhs respectively.

54. Earnings per share (EPS)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Net profit/ (loss) for the year attributable to equity shareholders (₹ in Lakhs)	14,820.98	9,808.08
Weighted average number of equity shares outstanding	3,09,61,500	3,09,61,500
Basic and diluted earnings per share (face value of ₹10 each) (₹)	47.87	31.68

Notes to Standalone Financial Statements

55. Related Parties Disclosure (As identified by the management):

- (i) Relationships:
- A. Subsidiary Companies
 - IGL Finance Limited (IGLFL)
 - Shakumbari Sugar and Allied Industries Limited (SSAIL)
 - IGLCHEM International PTE. Ltd. (IGLCHEM)
 - IGLCHEM International USA LLC (IGLCHEM US)
 - B. Key Management Personnel
 - U. S. Bhartia (Chairman and Managing Director)
 - M. K. Rao (Executive Director)
 - Jayshree Bhartia (Non – Executive Director)
 - Pradip Kumar Khaitan (Independent Director)
 - Jitender Balakrishanan (Independent Director)
 - Ravi jhunjhunnwala (Independent Director)
 - Jagmohan N. Kejriwal (Independent Director)
 - Ashwini Kumar Sharma (Till 31.08.2017 and re-appointment w.e.f. 09.11.2017)
(Nominee Director of State Bank of India)
 - Sajeve Deora (w.e.f 01.05.2018) (Independent Director)
 - Rakesh Bhartia (Chief Executive Officer)
 - Anand Singhal (Chief Financial Officer)
 - Ankur Jain (Company Secretary)
 - C. Relatives of Key Management Personnel
 - Executors to the estate of Late Sajani devi Bhartia
 - Pragya Bhartia
 - Pooja Bhartia
 - Vedant Jhaver
 - Anand Singhal (HUF)
 - Rakesh Bhartia (HUF)
 - Smita Bhartia
 - D. Enterprises over which Key Management Personnel have significant influence:
 - Ajay Commercial Co. (P) Ltd.
 - J. B. Commercial Co. (P) Ltd.
 - Kashipur Holdings Limited
 - Polylink Polymers (India) Ltd.
 - Hindustan Wires Limited
 - Supreet Vyapaar (P) Ltd.
 - Mayur Barter (P) Ltd.
 - Facit Commosales (P) Ltd.
 - J. Boseck & Co. (P) Ltd.
 - IGL Infrastructure Private Limited.
 - Khaitan & Company
 - Khaitan & company LLP
 - Lund & Blockley Pvt. Ltd
 - Sukhvarsha Distributors Pvt. Ltd
 - E. Joint Venture Enterprise
 - Kashipur Infrastructure and Freight Terminal Private Limited (KIFTPL)
 - F. Trust under company control
 - India Glycols Limited Employees Group Gratuity Trust Scheme

Notes to Standalone Financial Statements

(₹ in Lakhs)

Related Party Transaction Summary	Subsidiaries		Significant Influence		Joint Venture		Key Managerial Person		Relative of KMP	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Purchase of Material	-	-	-	3.42	-	-	-	-	-	-
Purchase Of Services	-	-	-	32.70	426.75	351.33	-	-	-	-
Sale of Material	323.24	3,201.19	474.19	303.88	-	-	-	-	-	-
Legal & Professional Fee	-	-	79.27	40.55	-	-	-	-	-	-
Directors sitting Fees	-	-	-	-	-	-	21.00	10.13	-	-
ICD given	-	4,177.20	-	-	-	-	-	-	-	-
ICD Received Back	606	-	-	-	-	-	-	-	-	-
Dividend Paid	-	-	640.61	160.15	-	-	27.11	6.79	88.55	22.14
Interest Income	2598.26	2,274.05	-	-	-	-	-	-	-	-
Interest Waived-Off	2076.11	2,076.11	-	-	-	-	-	-	-	-
Security Given	-	-	-	-	-	-	-	-	-	-
Investment in Equity Shares	-	-	-	-	-	-	-	-	-	-
Sale of Investment in Equity Share	-	-	-	-	-	-	-	-	-	-
Reimbursement of Expenses made	-	15.27	33.69	228.28	4.01	6.04	-	-	-	-
Reimbursement of Expenses Received	-	-	23.96	-	4.01	6.04	-	-	-	-
Payment of income received	-	-	-	-	-	-	-	-	-	-
ICD Received	-	-	2,000.00	-	-	-	-	-	-	-
ICD Paid Back	-	-	1,000.00	-	-	-	-	-	-	-
Capital Advances Given	-	-	-	-	-	-	-	-	-	-
Capital Advances Received back	-	-	-	1,000.00	-	-	-	-	-	-
Interest Expense	-	-	157.41	-	-	-	-	-	-	-
Rent & maintenance Paid	-	-	1,034.53	1,120.10	-	-	24.00	28.14	-	-
Vehicle Lease Rent	-	-	-	-	-	-	-	-	21.00	21.00
Salary Paid	-	-	-	-	-	-	300.03	283.30	27.29	27.29
Managerial Remuneration	-	-	-	-	-	-	352.48	340.18	-	-
Balance Outstanding	-	-	-	-	-	-	-	-	-	-
Payable	-	-	-	-	-	-	-	-	-	-
ICD Payable (including Accrued Interest)	-	-	91.16	-	-	-	-	-	-	-
Others	-	-	20.18	6.91	28.71	17.63	47.11	24.86	1.17	-
Receivable(Unsecured)	-	-	-	-	-	-	-	-	-	-
ICD (including accrued interest)	20,784.04	20,920.12	-	-	-	-	-	-	-	-
Capital Advance Given	-	-	-	-	-	-	-	-	-	-
Security Deposit	-	-	1,063.85	1,063.85	-	-	500.00	500.00	-	-
Others	9,274.07	9,077.42	-	-	-	-	0.67	0.09	-	-
Provision/allowance for above Receivables	-	-	-	-	-	-	-	-	-	-
Provision/allowance for Doubtful ICD	13,634.84	13,634.84	-	-	-	-	-	-	-	-
Provision/allowance for Doubtful Others	8,453.81	8,453.81	-	-	-	-	-	-	-	-
Corporate Guarantee Outstanding	-	-	-	-	-	-	-	-	-	-
Corporate Guarantee given	-	3,749.34	-	-	-	-	-	-	-	-

Notes to Standalone Financial Statements

(ii) (a) Remuneration/Salary paid to KMP (₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Short-term employee benefits #	539.92	568.68
Post-employment benefits		
- Defined contribution plan \$	54.02	54.80
- Other long-term benefits *	-	-
Total	593.94	623.48

Including value of perquisites.

* As the liability for gratuity and leave encashment are provided on actuarial basis for the Company as a whole, amounts accrued pertaining to key managerial personnel are not included above.

\$ Employer Contribution of Provident Fund

(b) Detail of remuneration to KMP:-

- Chairman & Managing Director – ₹ 283.69* Lakhs (Previous Year ₹ 270.64 Lakhs)
- Executive Director – ₹ 68.79 Lakhs (Previous Year ₹ 69.54 Lakhs)
- Chief Executive Officer – ₹ 195.13 Lakhs (Previous Year ₹ 183.77 Lakhs)
- Chief Financial Officer – ₹ 70.55 Lakhs (Previous Year ₹ 65.76 Lakhs)
- Company Secretary – ₹ 34.35 Lakhs (Previous Year ₹ 33.77 Lakhs)

*During the FY 2017-18, Central Government (CG) approved remuneration for Chairman and Managing Director (CMD) which was lower than applied for by the Company, against which a representation has been made to reconsider the matter. During the FY 2018-19, pending any response from CG, as a good governance, a sum of ₹ 58.58 Lakh has been refunded by the CMD.

(iii) Detail of transaction India Glycols Limited Employees Group Gratuity Trust Scheme (₹ in Lakhs)

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
Contribution	160.76	314.99
Outstanding at the Year End	246.82	160.76

(iv) Disclosure in respect of Material Related Party transactions during the year:

- Purchases of Material are from:
 - Polylink polymers (India) Ltd ₹ Nil (Previous Year ₹ 3.42 Lakhs)
- Purchase of Services are from:
 - Hindustan Wires Ltd ₹ Nil (Previous Year ₹ 32.70 Lakhs)
 - KIFTPL ₹ 426.75 Lakhs (Previous Year ₹ 351.33 Lakhs)
- Sales of Material are to:
 - IGLCHEM International PTE Ltd. ₹ Nil (Previous Year ₹ 305.44 Lakhs).
 - IGLCHEM, US ₹ 323.24 Lakhs (Previous Year ₹ 2,895.75 Lakhs).
 - Hindustan Wires Limited. ₹ 474.19 Lakhs (Previous Year ₹ 303.88 Lakhs).
- Legal & Professional fees:
 - Khaitan & Co ₹ Nil Lakhs (Previous Year ₹ 4.25 Lakhs).
 - Khaitan & Co. LLP ₹ 47.77 Lakhs (Previous Year ₹ 36.30 Lakhs).
 - Hindustan Wires Ltd. ₹ 31.50 Lakhs (Previous Year ₹ Nil)
- Inter Corporate Deposit / Other Deposits given includes:
 - SSAIL ₹ Nil (Previous Year ₹ 4,177.20 Lakhs)
- Inter Corporate Deposit (ICD) Received back includes :
 - IGL Finance Ltd ₹ 606 Lakhs (Previous Year Nil)
- Inter Corporate Deposit (ICD) Received includes :
 - Kashipur Holdings Ltd ₹ 500 Lakhs (Previous Year Nil)
 - Hindustan Wires Ltd ₹ 1500 Lakhs (Previous Year Nil)

Notes to Standalone Financial Statements

- h) Inter Corporate Deposit (ICD) Paid back includes :
- Hindustan Wires Ltd ₹ 600 Lakhs (Previous Year Nil)
 - Kashipur Holdings Ltd ₹ 400 Lakhs (Previous Year Nil)
- i) Interest Expense includes from :
- J Boseck & Co. (P) Ltd ₹ 91 Lakhs (Previous Year Nil)
 - Kashipur Holdings Ltd ₹ 40.08 Lakhs (Previous Year Nil)
 - Hindustan Wires Ltd ₹ 26.33 Lakhs (Previous Year Nil)
- j) Interest Income includes from:
- SSAIL ₹ 657.18 Lakhs (Previous Year ₹ 332.97 Lakhs)
 - IGLFL ₹ 1941.08 Lakhs (Previous Year ₹ 1,941.08 Lakhs)
- k) Interest Waived off includes:
- SSAIL ₹ 135.03 Lakhs (Previous Year ₹ 135.03 Lakhs)
 - IGLFL ₹ 1941.08 Lakhs (Previous Year ₹ 1,941.08 Lakhs)
- l) Capital Advance Received back includes:
- Hindustan Wires Limited ₹ Nil (Previous Year ₹ 1,000.00 Lakhs)
- m) Reimbursement of expense made.
- Polylink Polymers (India) Ltd ₹ 27.19 Lakhs (Previous Year ₹ 46.39 Lakhs)
 - Hindustan Wires Limited ₹ 4.71 Lakhs (Previous Year ₹ 1.10 Lakhs)
 - IGL Infrastructure Pvt. Ltd. ₹ Nil (Previous Year ₹ 180.79 Lakhs)
 - Khaitan & Co LLP ₹ 1.79 Lakhs (Previous Year ₹ 2.24 Lakhs)
 - KIFTPL ₹ 4.01 Lakhs (Previous Year ₹ 6.04 Lakhs)
- n) Reimbursement of expense Received.
- IGL Infrastructure Pvt. Ltd. ₹ 23.96 Lakhs (Previous Year ₹ NIL)
 - KIFTPL ₹ 4.01 Lakhs (Previous Year ₹ 6.04 Lakhs)
- o) Rent & Maintenance Paid to :
- Polylink Polymers (India) Ltd. ₹ 12.00 Lakhs (Previous Year ₹ 14.07 Lakhs)
 - Hindustan Wires Limited ₹ 0.75 Lakhs (Previous Year ₹ 3.52 Lakhs)
 - IGL Infrastructure Pvt. Ltd. ₹ 1,007.13 Lakhs (Previous Year ₹ 1,086.84 Lakhs)
 - Kashipur Holding Limited ₹ 9.98 Lakhs (Previous Year ₹ 10.99 Lakhs)
 - Ajay Commercial Co (P) Ltd ₹ 2.34 Lakhs (Previous Year ₹ 2.34 Lakhs)
 - J.B. Commercial Co (P) Ltd ₹ 2.34 Lakhs (Previous Year ₹ 2.34 Lakhs)
 - U.S Bhartia ₹ 24 Lakhs (Previous Year ₹ 28.14 Lakhs)
- p) Vehicle Lease Paid to:
- Anand Singhal HUF ₹ 9.00 Lakhs (Previous Year ₹ 9.00 Lakhs)
 - Smita Bhartia ₹ 12 Lakhs (Previous Year ₹ 12.00 Lakhs)
- Balance Outstanding
- a) ICD Payable (including Accrued Interest) :
- Kashipur Holdings ₹ 0.16 Lakhs (Previous Year Nil)
 - J Boseck & Co. (P) Ltd. ₹ 91 Lakhs (Previous Year Nil)
- b) Others Payable includes:
- J.B. Commercial Co. (P) Limited ₹ 0.01 Lakhs (Previous Year ₹ 0.01 Lakhs)
 - Kashipur Holdings Ltd ₹ 0.36 Lakhs (Previous Year ₹ 0.36 Lakhs)
 - Polylink Polymers (India) Ltd ₹ 13.96 Lakhs (Previous Year ₹ 6.43 Lakhs)
 - Hindustan Wires Ltd ₹ 0.09 Lakhs (Previous Year ₹ 0.11 Lakhs)
 - IGL Infrastructure Pvt. Ltd. ₹ 5.75 Lakhs (Previous Year Nil)
 - Khaitan & Co. LLP ₹ Nil (Previous Year ₹ 13.18 Lakhs)
 - KIFTPL ₹ 28.71 Lakhs (Previous Year ₹ 17.63 Lakhs)
 - U.S. Bhartia ₹ 44.52 Lakhs (Previous Year ₹ 9.07 Lakhs)
 - Executive Director ₹ 0.53 Lakhs (Previous Year ₹ 0.23 Lakhs)
 - Rakesh Bhartia ₹ Nil (Previous Year ₹ 11.11 Lakhs)
 - Anand Singhal ₹ 0.55 Lakhs (Previous Year Nil)
 - Ankur Jain ₹ 1.51 Lakhs (Previous Year ₹ 4.46 Lakhs)
 - Pragya Bhartia ₹ 1.17 Lakhs (Previous Year Nil)

Notes to Standalone Financial Statements

- c) ICD Receivable including interest includes:
- SSAIL ₹ 6,740.40 Lakhs (Previous Year ₹ 6,270.48 Lakhs). (Maximum balance outstanding during the year ₹ 6,740.40 Lakhs (Previous Year ₹ 6,270.48 Lakhs).
 - IGLFL ₹ 14,043.64 Lakhs (Previous Year ₹ 14,649.64 Lakhs) (Maximum balance outstanding during the year ₹ 14,649.64 Lakhs, Previous Year ₹ 14,649.64 Lakhs).
- d) Security Deposit receivable:
- Ajay Commercial Co. (P) Limited ₹ 240.00 Lakhs (Previous Year ₹ 240.00 Lakhs)
 - J.B. Commercial Co. (P) Limited ₹ 240.00 Lakhs (Previous Year ₹ 240.00 Lakhs)
 - IGL Infra ₹ 583.85 Lakhs (Previous Year ₹ 583.5 Lakhs)
 - US Bhartia ₹ 500.00 Lakhs (Previous Year ₹ 500.00 Lakhs)
- e) Others Receivable includes:
- SSAIL ₹ 8,453.81 Lakhs (Previous Year ₹ 8,453.81 Lakhs) (Maximum balance outstanding during the year ₹ 8,453.81 Lakhs, Previous Year ₹ 8,453.81 Lakhs).
 - IGL CHEM ₹ 331.57 Lakhs (Previous Year ₹ 312.48 Lakhs). (Maximum balance outstanding during the year ₹ 331.57 Lakhs, Previous Year ₹ 312.48 Lakhs).
 - IGL CHEM US ₹ 459.70 Lakhs (Previous Year ₹ 1,124.93 Lakhs). (Maximum balance outstanding during the year ₹ 459.70 Lakhs, Previous Year ₹ 1,124.93 Lakhs).
 - IGL Finance Limited ₹ 28.99 Lakhs (Previous Year ₹ 28.99 Lakhs). (Maximum balance outstanding during the year ₹ 28.99 Lakhs, Previous Year ₹ 28.99 Lakhs).
- f) Corporate guarantee outstanding-
Given to SSAIL ₹ Nil (Previous year ₹ 3,749.34 Lakhs)
- g) Provision/Allowance relating to above Receivables
- (i) Provision for Doubtful ICD including accrued Interest -
SSAIL ₹ 1,915.13 Lakhs (Previous Year ₹ 1,915.13 Lakhs)
IGLFL ₹ 11,719.71 Lakhs (Previous Year ₹ 11,719.71 Lakhs)
 - (ii) Provision/Allowances for Doubtful Others
SSAIL ₹ 8,453.81 Lakhs (Previous Year ₹ 8,453.81 Lakhs)

56. Dividend on Equity Share

Dividend on Equity shares declared and paid during the year

(₹ in Lakhs)

Particulars	Year Ended March 31,2019	Year Ended March 31,2018
Final Dividend of ₹ 4 per share for FY 2017-18 (Previous Year 2016-17 - ₹ 1 per share)	1,238.44	309.61
Dividend Distribution Tax	254.56	63.03

Proposed Dividend on equity share not recognized as liability

(₹ in Lakhs)

Particulars	Year Ended March 31,2019	Year Ended March 31,2018
Dividend proposed for Equity shareholders of ₹ 6 per share (Previous Year 2017-18 - ₹ 4 per share)	1,857.69	1,238.44
Dividend Distribution Tax	381.75	254.56

Above is subject to approval of the shareholders in the Annual General Meeting.

57. Segment Information:

Disclosures as required by Indian Accounting Standard (Ind AS) 108 Operating Segments

Identifications of Segments:

Segments have been identified in line with Indian Accounting Standard on 'Operating Segments' (Ind AS -108), taking into account the organizational structure as well as the differential risk and returns of this segment and as per the quantitative criteria specified under IND AS. The Company has identified the following segments:

Operating Segments:

Industrial Chemical Segment comprises Glycols, Specialty Chemicals, Natural Gum & other related goods etc. Liquor Segment comprises manufacture and sale of Ethyl Alcohol (Potable). Nutraceutical (Previously termed as Herbal) comprises manufacture and sale of Nutraceutical Products

Notes to Standalone Financial Statements

Information about Operating Segments for the year ended 31-3-2019 & 31-3-2018 is as follows: -

Particulars	Industrial Chemicals		Ethyl Alcohol (Potable)		Nutraceutical (perviously termed as Herbal)		Unallocable		TOTAL	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018	31.03.2019	31.03.2018
A REVENUE										
1 Gross Segment Revenue (External Customers)	279,731.00	257,799.74	215,557.43	139,277.13	16,393.32	18,468.35	-	-	511,681.76	415,545.22
Inter- Segment	-	-	-	-	-	-	-	-	-	-
Total	279,731.00	257,799.74	215,557.43	139,277.13	16,393.32	18,468.35	1,662.40	982.15	511,681.76	415,545.22
Other Income									1,662.40	982.15
B RESULTS										
1 Segment Result (PBIT)	27,588.54	24,243.06	9,344.01	2,676.55	4,897.65	6,251.55	(5,393.05)	(6,556.16)	36,437.15	26,615.00
2 Interest Expense (Net)									13,565.94	11,760.51
3a Deferred Tax									8,050.23	5,046.41
3b Taxation provision of earlier year/MAT (Credit) Entitlement									-	-
4 Profit after Tax									14,820.98	9,808.08
C Other information:										
1 Segment Assets	297,415.88	267,051.94	21,072.98	23,555.64	30,315.72	27,564.30	22,714.80	16,279.49	371,519.38	334,451.37
2 Segment Liabilities	133,455.38	131,516.02	10,924.92	10,145.94	1,574.70	3,484.64	118,122.99	95,191.48	264,077.99	240,338.08
3 Depreciation and Amortization expenses	6,201.64	5,947.85	263.74	253.67	483.42	431.73	240.00	240.01	7,188.80	6,873.26
4 Capital Expenditure	11,242.38	9,767.33	899.58	38.89	1,933.60	1,518.22	-	-	14,075.56	11,324.44
Information about geographical areas:										
Information about geographical areas:										
Particulars										
1 Gross Segment Revenue (External Customers)										
Overseas County- wise sales:										
Particulars										
USA										
Other Countries										
Total										
All non- current assets of the Company are located in India. There is no transaction with single external customer which amounts to 10% or more of the Company's revenue.										

Notes to Standalone Financial Statements

58. (a) In compliance with Ind AS 112 on Disclosure of Interests in Other Entities, following disclosures are made in respect of jointly controlled entity - Kashipur Infrastructure and Freight Terminal Private Limited, in which the Company is a joint venturer :

(₹ in Lakhs)

	March 31, 2019	March 31, 2018
Country of Incorporation	India	
Percentage of Share in Joint Venture	41.78%	44.99%
Current Assets	254.43	230.50
Non- Current Assets	4,084.52	4,475.13
Current Liabilities	660.74	635.99
Non- Current Liabilities	1,260.94	1,557.08
Revenue	837.98	449.75
Profit/(Loss) for the period	(95.51)	(124.81)
Total Comprehensive Income	(95.51)	(124.81)
Capital Commitment (Net of advances)	39.12	179.56

59. Income Tax:

(A) Amounts recognized in Statement of Profit and Loss

(₹ in Lakhs)

Particulars	2018-19	2017-18
Current Income Tax		
- Current year	4415.51	644.72
- Adjustment in respect of current income tax of earlier year	-	-
MAT (Credit) Entitlement	(4415.51)	(644.72)
Deferred Tax- Relating to origination and reversal of temporary differences	8050.23	5,046.41
Income tax expense reported in the statement of profit & loss	8050.23	5,046.41

(B) Income Tax recognised in other comprehensive Income

(₹ in Lakhs)

Particulars	2018-19	2017-18
Current Income Tax on Re-measurement losses on defined benefit plans	(0.08)	(29.49)
Total	(0.08)	(29.49)

(C) Reconciliation of effective tax rate

(₹ in Lakhs)

Particulars	2018-19	2017-18
Enacted income tax rate in India applicable to the Company	34.944%	34.608%
Accounting profit/(loss) before income tax	22871.21	14,854.87
At Statutory Income Tax Rate @ 34.608%	7992.12	5,140.97
In House R & D expenses	(115.07)	(163.66)
Related to Property, Plant & Equipment	(105.79)	16.74
Deferred tax Related to house property	(1.09)	(3.11)
Others	280.06	55.47
Income Tax expense/(income) reported in Statement of P&L Account	8,050.23	5,046.41

Notes to Standalone Financial Statements

(D) Reconciliation of deferred tax liabilities, net

(₹ In Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Opening Balance	17,540.34	13,109.16
Deferred Tax expense recognised in :-		
Statement of profit & loss	8,050.23	5,046.41
Other comprehensive income	0.08	29.49
MAT Credit Entitlement	(4,415.51)	(644.72)
Closing balance	21,175.01	17,540.34

60. Event Occurring After Balance Sheet Date

The Board of Directors has recommended Equity dividend of ₹ 6 per share (previous year ₹ 4) for the financial year 2018-19.

As per our report of even date
For K N Gutgutia & Co.
 Chartered Accountants
 Firm Registration no. 304153E

U. S. Bhartia
Chairman and Managing Director
 DIN - 00063091

M. K. Rao
Executive Director
 DIN - 02168280

B.R.Goyal
 Partner
 Membership Number 12172

Rakesh Bhartia
Chief Executive Officer

Anand Singhal
Chief Financial Officer

Place : Noida, UP
 Date : May 21, 2019

Ankur Jain
 Company Secretary

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/associate companies/joint ventures

PART "A" : Subsidiaries

(All figure in Lakhs except exchange rate)

S. No	1	2	3	4
Name of the Subsidiary Company	Shakumbari Sugar & Allied Industries Limited	IGL Chem International PTE. LTD.	IGL Finance Limited	IGL Chem International USA LLC
Financial year ending on	March 31, 2019	March 31, 2019	March 31, 2019	March 31, 2019
Reporting Currency	INR	INR	USD	INR
Exchange Rate on the last date of financial year			69.12	
Share Capital	6,067.71	27.41	0.79	150.00
Reserves & Surplus	(18,169.19)	(402.74)	6.22	120.96
Total Assets	13,407.09	1.36	0.02	2,624.18
Total Liabilities	13,407.09	1.36	0.02	2,624.18
Investments	-	-	-	-
Turnover	-	-	-	381.79
Profit / (loss) before tax	(1,591.57)	(33.35)	(0.48)	334.38
Provision for Taxation	-	-	-	-
Profit / (loss) after Taxation	(1,591.57)	(33.35)	(0.48)	334.38
Proposed Dividend	-	-	-	-
% of Shareholding	98.89%	100%	100%	100%

Note :

i) Profit/ (loss) figure does not include Other Comprehensive Income.

PART "B" : Associates and Joint Ventures

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

(₹ in Lakhs)

S.No	1
Name of the Associates/Joint Venture	Kashipur Infrastructure and Freight Terminal Private Limited
1. Latest audited Balance Sheet Date	March 31, 2019
Reporting Currency	INR
2. Shares of Associate/Joint Ventures held by the company on the year end	
No.	24,45,000
Amount of Investment in Associates/Joint Venture	2,440.50
Extend of Holding %	41.78%
3. Description of how there is significant influence	Joint Venture Agreement
4. Reasons why the associate/joint venture is not consolidated	N.A.
5. Networth attributable to Shareholding as per latest audited Balance Sheet	2,417.26
6. Profit/Loss for the year	
i. Considered in Consolidation	(95.51)
ii. Not Considered in Consolidation	(184.10)

Note :

i) There are no Associates or Joint Venture which have been liquidated or sold during the year.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INDIA GLYCOLS LIMITED

I. Report on the Audit of Consolidated Financial Statements for the year ended 31st March, 2019

1. Opinion

A. We have audited the accompanying Consolidated Financial Statements of **INDIA GLYCOLS LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its Joint venture which comprise the Consolidated Balance Sheet as at March 31, 2019, 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 ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the 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 the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs (consolidated financial position) of the Group and its Joint venture as at March 31, 2019, their consolidated Profit (consolidated financial performance including other comprehensive income), changes in consolidated equity and its consolidated cash flows for the year ended on that date.

2. Basis for Opinion

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Emphasis of Matter

We draw attention to Note 46 of the Consolidated financial statements in respect of its one of the subsidiaries namely Shakumbari Sugar And Allied Industries Ltd (SSAIL) continue to evaluate and explore options in consultation with expert(s) and stakeholders for restructuring/revival/disinvestments, hence the management of SSAIL consider it appropriate to prepare Financial Statements on going concern basis despite negative net worth on the balance sheet date and we have relied upon the management representation in this regard.

Our opinion is not modified in respect of this matter on the consolidated Ind AS financial statements for the year ended 31st, March 2019.

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report.

4. Information Other than the Consolidated Financial Statements and Auditor's Report thereon

A. The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

B. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements 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.

5. Management's Responsibility for the Consolidated Financial Statements

A. 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 Consolidated Financial Statements that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit or loss (consolidated financial performance including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group and its joint venture 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 and its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

B. In preparing the Consolidated Financial Statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the group and of its Joint venture are also responsible for overseeing the financial reporting process of the Group and its Joint venture.

6. Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

A. Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material

misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

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

i) Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

ii) Obtain an understanding of internal financial controls 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 Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

iv) 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 Group'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 Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

v) Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements



represent the underlying transactions and events in a manner that achieves fair presentation.

- C. Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and quantity 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 Consolidated Financial Statements.
- D. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- E. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements 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.

II. Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit we report to the extent applicable that:

- A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- B. In our opinion, proper books of account as required by law have been kept 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, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account;
- D. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under

Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

- E. On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor's of its subsidiaries and joint venture incorporated in India, none of the directors is disqualified as on March 31, 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 and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**", which is based on the auditors' reports of the Holding and subsidiaries companies and its joint venture incorporated in India;
- G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
- In our opinion and to the best of our information and according to the explanations given to us, its holding company covered under the Act paid remuneration to its directors during the year is in accordance with the provisions of section 197 of the Act read with Schedule V to the Act; and
- H. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its joint venture - Refer Note No.-38(A)(i),38(A) (ii), 38(A)(V),39,40 to the consolidated financial statements.
- ii. Provision has been made in the consolidated financial statements, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts. Refer Note No.-48(b) to the consolidated financial statements.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the group and its joint venture incorporated in India.

For **K.N. Gutgutia & Company**
Chartered Accountants
(Firm's Registration No. 304153E)

(B.R. GOYAL)

Partner

(Membership No.12172)

Place: Noida

Date: 21st May, 2019

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in point F of paragraph II under “Report on Other Legal and Regulatory Requirements” section of our report to the members of INDIA GLYCOLS LIMITED of even date)

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

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of **INDIA GLYCOLS LIMITED** (hereinafter referred to as “Holding”) and its subsidiary companies, which are companies incorporated in India as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (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 the 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 Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding and its subsidiary companies, which are companies 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 Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion to the best of our information and according

to the explanations given to us, the Holding and its subsidiary company, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the criteria for internal financial control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India.

Emphasis of Matter

We draw attention to Note 46 of the Consolidated financial statements in respect of its one of the subsidiaries namely Shakumbari Sugar And Allied Industries Ltd (SSAIL) continue to evaluate and explore options in consultation

with expert(s) and stakeholders for restructuring/revival/disinvestments, hence the management of SSAIL consider it appropriate to prepare Financial Statements on going concern basis despite negative net worth on the balance sheet date and we have relied upon the management representation in this regard.

Our opinion is not modified in respect of this matter on the consolidated financial statements for the year ended 31st, March 2019.

For **K.N. Gutgutia & Company**
Chartered Accountants
(Firm's Registration No. 304153E)

(B.R. GOYAL)
Partner
(Membership No.12172)

Place: Noida
Date: 21st May, 2019

Consolidated Balance Sheet as at March 31, 2019

(₹ in Lakhs)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
ASSETS			
(1) NON-CURRENT ASSETS:			
(a) Property, Plant and Equipment	2	216,462.44	215,534.34
(b) Capital work-in-progress		13,740.14	8,944.34
(c) Investment Property	3	817.73	105.83
(d) Other Intangible assets	4	9.18	2.77
(e) Financial Assets			
(i) Investments	5	2,139.00	2,406.25
(ii) Loans	6	79.04	84.47
(iii) Others	7	4,989.23	5,406.93
(f) Other Non-Current assets	8	1,668.21	1,791.53
Total Non Current Assets		239,904.97	234,276.46
(2) CURRENT ASSETS:			
(a) Inventories	9	64,704.20	44,781.55
(b) Financial Assets			
(i) Trade receivables	10	32,201.96	33,367.91
(ii) Cash and cash equivalents	11	2,696.42	502.27
(iii) Bank balances other than (ii) above	12	8,853.97	5,384.38
(iv) Loans	13	2,553.09	749.28
(v) Others	14	5,737.83	5,283.88
(c) Current Tax Assets (Net)	15	-	338.88
(d) Other current assets	16	21,779.90	17,464.61
Total Current Assets		138,527.37	107,872.76
TOTAL ASSETS		378,432.34	342,149.22
EQUITY AND LIABILITIES			
EQUITY:			
(a) Equity Share capital	17	3,096.15	3,096.15
(b) Other Equity	17A	93,166.57	81,418.34
Total Equity		96,262.72	84,514.49
LIABILITIES:			
NON-CURRENT LIABILITIES:			
(a) Financial Liabilities			
(i) Borrowings	18	39,612.74	17,237.65
(ii) Other financial liabilities	19	3,840.19	4,151.70
(b) Provisions	20	641.42	638.09
(c) Deferred tax liabilities (Net)	21	28,896.69	25,261.89
(d) Other non-current liabilities	22	36,683.79	43,821.49
Total Non Current Liabilities		109,674.83	91,110.82
CURRENT LIABILITIES:			
(a) Financial Liabilities			
(i) Borrowings	23	46,669.35	57,850.18
(ii) Trade payables	24		
Total Outstanding dues of micro enterprises and small enterprises		18.04	18.04
Total Outstanding dues of creditors other than micro enterprises and small enterprises		74,318.28	78,081.56
(iii) Other financial liabilities	25	35,258.87	15,276.34
(b) Other current liabilities	26	14,082.60	14,885.79
(c) Provisions	27	496.36	412.00
(d) Current Tax Liabilities (Net)	28	1,651.31	-
Total Current Liabilities		172,494.80	166,523.91
TOTAL EQUITY AND LIABILITIES		378,432.34	342,149.22

Group Overview, Basis of preparation and significant accounting policies

1

The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date

For K N Gutgutia & Co.

Chartered Accountants

Firm Registration no. 304153E

B.R.Goyal

Partner

Membership Number 12172

Place : Noida, UP

Date : May 21, 2019

U. S. Bhartia

Chairman and Managing Director

DIN - 00063091

Rakesh Bhartia

Chief Executive Officer

M. K. Rao

Executive Director

DIN - 02168280

Anand Singhal

Chief Financial Officer

Ankur Jain

Company Secretary

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

(₹ in Lakhs), except as otherwise stated

Particulars	Note No.	Year ended March 31, 2019	Year ended March 31, 2018
Revenue from operations	29	511,740.31	416,200.46
Other income	30	1,690.85	2,311.51
Total Revenue		513,431.16	418,511.97
Expenses:			
Cost of materials consumed	31	154,993.24	143,309.20
Excise Duty on Sales		176,079.99	112,768.47
Purchase of Stock-in-Trade	32	53,369.23	52,958.87
Change in inventories of finished goods, work-in-progress and Stock-in-trade	33	(1,110.87)	4,062.01
Employee benefit expense	34	10,083.60	9,706.29
Finance costs	35	14,347.99	12,513.92
Depreciation and amortization expense	36	7,624.28	7,309.52
Other expenses	37	76,636.25	61,043.10
Total Expenses		4,92,023.71	4,03,671.38
Profit/ (Loss) before exceptional items and tax		21,407.45	14,840.59
Exceptional Items (Net)		-	-
Profit/ (Loss) before tax		21,407.45	14,840.59
Share of net profit/ (loss) of Joint Venture		(95.51)	(124.81)
Profit/ (Loss) before tax		21,311.94	14,715.78
Tax Expense:			
- Current Tax		4,415.51	644.72
- Deferred tax Charged / (Credit)		8,050.53	5,062.85
- Tax for earlier years		-	0.21
- Minimum Alternate Tax (Credit) entitlement		(4,415.51)	(644.72)
Profit/ (Loss) for the year		13,261.41	9,652.72
Other Comprehensive Income			
(A) Items that will not be reclassified to Profit or Loss			
(i) Re-measurement benefit of defined benefit plans		15.32	102.43
(ii) Income tax expense on re-measurement benefit of defined benefit plans		(0.08)	(29.49)
(B) Items that will be reclassified to Profit or Loss			
Exchange differences on translating the financial statement of foreign subsidiary		(35.39)	(71.58)
Share of net profit/ (loss) of Joint Venture		-	-
Other comprehensive Income/ (Loss) for the year		(20.15)	1.36
Total Comprehensive Income/ (Loss) for the year		13,241.26	9,654.08
Net Profit/ (Loss) attributable to			
(a) Owners of the Company		13,261.41	9,652.72
(b) Non Controlling interest		-	-
Other Comprehensive Income attributable to			
(a) Owners of the Company		(20.15)	1.36
(b) Non Controlling interest		-	-
Total Comprehensive Income attributable to			
(a) Owners of the Company		13,241.26	9,654.08
(b) Non Controlling interest		-	-
Earnings per Equity share basic/ diluted (in ₹)		42.83	31.18

Group Overview, Basis of preparation and significant accounting policies
The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date

For K N Gutguria & Co.
Chartered Accountants
Firm Registration no. 304153E

U. S. Bhartia
Chairman and Managing Director
DIN - 00063091

M. K. Rao
Executive Director
DIN - 02168280

B.R.Goyal
Partner
Membership Number 12172

Rakesh Bhartia
Chief Executive Officer

Anand Singhal
Chief Financial Officer

Place : Noida, UP
Date : May 21, 2019

Ankur Jain
Company Secretary

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

A. Equity Share Capital

(₹ in Lakhs)

Particulars	Balance as at 31 st March, 2017	Changes during the year	Balance as at 31 st March, 2018	Changes during the year	Balance as at 31 st March, 2019
ISSUED, SUBSCRIBED AND PAID UP					
30,961,500 Equity Shares of ₹10/- each fully paid up	3,096.15	-	3,096.15	-	3,096.15
Total	3,096.15	-	3,096.15	-	3,096.15

B. Other Equity

(₹ in Lakhs)

Particulars	Reserve & Surplus							Other Comprehensive Income		Total
	Securities Premium	Reserve for Contingencies	Molasses Reserve Fund	General Reserve	Retained Earnings	Capital Reserve	Capital Redemption Reserve	Items of Other Comprehensive Income that will not be classified to profit & loss	Items of Other Comprehensive Income that will be classified to profit & loss	
Balance As at March 31, 2017	3,958.36	200.00	1.89	10,600.44	56,768.91	416.00	0.19	10.05	181.07	72,136.91
Profit / (Loss) for the year					9,652.72					9,652.72
Re-measurement of the net defined benefit Plans								72.94		72.94
Exchange differences on translating the financial statement of foreign subsidiary									(71.58)	(71.58)
Dividends					(372.65)					(372.65)
Balance As at March 31, 2018	3,958.36	200.00	1.89	10,600.44	66,048.98	416.00	0.19	82.99	109.49	81,418.34
Profit / (Loss) for the year					13,261.41					13,261.41
Re-measurement of the net defined benefit Plans								15.24		15.24
Dividends					(1,493.03)					(1,493.03)
Exchange differences on translating the financial statement of foreign subsidiary									(35.39)	(35.39)
Balance As at March 31, 2019	3,958.36	200.00	1.89	10,600.44	77,817.36	416.00	0.19	98.23	74.10	93,166.57

As per our report of even date
For K N Gutgutia & Co.
Chartered Accountants
Firm Registration no. 304153E

B.R.Goyal
Partner
Membership Number 12172

Place : Noida, UP
Date : May 21, 2019

U. S. Bhartia
Chairman and Managing Director
DIN - 00063091

Rakesh Bhartia
Chief Executive Officer

M. K. Rao
Executive Director
DIN - 02168280

Anand Singhal
Chief Financial Officer

Ankur Jain
Company Secretary

Consolidated Cash Flow Statement for the year ended March 31, 2019

(₹ in Lakhs)

	2018-19		2017-18	
A Cash Flow from Operating Activities				
Net Profit/(Loss) Before Tax		21,407.45		14,840.59
Adjustments For:				
Depreciation and amortisation expense	7,624.28		7,309.52	
(Profit)/Loss on Sale of Property, plant & equipment	2.82		(27.22)	
Net Unrealised Foreign Exchange Fluctuation (Gain) / Loss	(1,109.43)		584.34	
Govt Grant	(262.13)		(137.31)	
(Gain) / Loss on fair value of Non- Current investment	-		(15.61)	
Non cash interest Income on Preference Shares	(318.26)			
Bad Debts W/Off & Provision for Doubtful Debts & Advances	25.13		93.20	
Provision No Longer Required Written Back	(787.85)		(78.83)	
Finance Costs	14,976.40		13,108.51	
Interest/Dividend Income	(1,004.53)	19,146.43	(837.69)	19,998.91
Operating Profit/ (Loss) before Working Capital Changes		40,553.88		34,839.50
Adjustments For:				
(Increase)/Decrease in Trade & Other Receivables	(8,193.52)		1,629.18	
(Increase)/Decrease in Inventories	(19,922.65)		7,022.81	
Increase / (Decrease) in Trade & Other Payables	2,772.55	(25,343.63)	6,806.49	15,458.48
Cash Generated from / (Used in) Operations		15,210.25		50,297.98
Income Tax Paid (Net)		(503.08)		(124.23)
Net Cash flow from / (Used in) Operating Activities		14,707.17		50,173.75
B Cash Flow from Investing Activities				
Purchase of Property, plant & equipment	(13,917.63)		(12,951.34)	
Proceeds from redemption of Preference Shares	490.00			
Sale of Property, plant & equipment	61.65		67.24	
Interest/Dividend received	552.17		1,173.85	
ICDs given	-		-	
ICDs received back	-		1,429.00	
Sale of non-current investments	-		-	
Net Cash flow from / (Used in) Investing Activities		(12,813.81)		(10,281.25)
C Cash Flow from Financing Activities				
Proceeds from Govt subsidy	-		-	
Proceeds from Borrowings	37,189.69		23,883.83	
Repayment of Borrowings	(20,566.42)		(50,418.34)	
Finance Costs	(14,829.45)		(13,031.32)	
Dividends Paid (Including Corporate Dividend Tax)	(1,493.03)		(374.01)	
Net Cash flow from / (Used in) Financing Activities		300.79		(39,939.84)
Net Increase/(Decrease) in Cash & Cash Equivalents [A+B+C]		2,194.15		(47.34)
Opening Cash & Cash Equivalent (refer note 11)		502.27		549.61
Closing Cash & Cash Equivalent (refer note 11)		2,696.42		502.27

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

As per our report of even date

For K N Gutgutia & Co.
Chartered Accountants
Firm Registration no. 304153E

B.R.Goyal
Partner
Membership Number 12172

Place : Noida, UP
Date : May 21, 2019

U. S. Bhartia
Chairman and Managing Director
DIN - 00063091

Rakesh Bhartia
Chief Executive Officer

M. K. Rao
Executive Director
DIN - 02168280

Anand Singhal
Chief Financial Officer

Ankur Jain
Company Secretary

Notes to Consolidated Financial Statements

1 Group Overview, Basis of Preparation and Significant Accounting Policies

1.1. Group Overview

The Group, India Glycols Limited (Parent) and its subsidiaries, manufactures green technology based bulk, specialty and performance chemicals and sugar, spirits, industrial gases and nutraceuticals etc. The Joint venture Company develop, manage and operate Private Freight Terminal (PFT) and Inland Container Depot (ICD) at Kashipur, Uttarakhand.

These Consolidated financial statements were approved and adopted by board of directors of the Company in their meeting held on May 21, 2019.

1.2. Statement of compliance:

The Consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and amended and relevant provisions of the Companies Act, 2013.

1.3. Basis of preparation of Consolidated financial statements:

- a) The consolidated financial statements relate to the Group, and joint ventures. Subsidiary are those entities in which the Parent directly or indirectly, has interest more than 50% of the voting power or otherwise control the composition of the board or governing body so as to obtain economic benefits from activities. The consolidated financial statements have been prepared on the following basis:-
- b) The financial statements of the subsidiaries are combined on a line-by-line basis by adding together the like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and intra-group transactions and unrealized profits or losses in accordance with IND AS 110 – ‘Consolidated Financial Statements’ notified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended time to time. The deferred tax to be recognised for temporary differences arises from elimination of profits and losses resulting from intra group transactions.
- c) Interest in joint ventures are consolidated using equity method as per IND AS 28 – ‘Investment in Joint Ventures’. Under the equity method, post-acquisition attributable profit/losses are adjusted in the carrying value of investment upto the Group investment in the joint venture.
- d) The Consolidated Financial Statements (CFS) comprises the financial statements of India Glycols Limited (IGL) and its following Subsidiaries/ Joint Venture as on March 31, 2019.

Name of the Company	Nature	Country of Incorporation	% of Shareholding & Voting Power
Shakumbari Sugar & Allied Industries Limited (SSAIL)#	Subsidiary	India	98.89%
IGL Chem International PTE. LTD.	Subsidiary	Singapore	100%
IGL Chem International USA LLC (IGLCHEM US)	Subsidiary	USA	100%
IGL Finance Limited (IGLFL)	Subsidiary	India	100%
Kashipur Infrastructure and Freight Terminal Private Limited (KIFTPL)	Joint Venture	India	41.78%

Impact of minority interest is insignificant and immaterial, hence not considered.

- e) The difference between the cost of investment and the share of net assets at the time of acquisition of shares in the subsidiaries is identified in the financial statements as Goodwill or Capital Reserve as the case may be.
- f) In case of foreign subsidiaries, revenue items are consolidated at the average exchange rate during the year. All assets and liabilities are translated at year end exchange rate. The resulting exchange differences are recognised as Other Comprehensive Income/(loss) and disclosed accordingly.
- g) Significant Accounting Policies of the financial statements of the company and its subsidiaries are set out in their respective Financial Statements.

1.4. Significant accounting policies: The significant accounting policies to prepare consolidated financial statements are in uniformity with the standalone financial statements of the Company. Following are the additional policies specifically considered for preparation of consolidated financial statements:

Notes to Consolidated Financial Statements

(i) **Business Combination:**

Business Combinations are accounted for using the acquisition method. The cost of acquisition is measured at the aggregate of the fair values at the date of exchange of assets given, liabilities incurred or assumed and equity instruments issued by the Company in exchange for control of the acquiree. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the recognition criteria are stated at their fair values at the acquisition date except certain assets and liabilities required to be measured as per the applicable standard.

(ii) **Goodwill**

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Goodwill is initially measured at cost, being the excess of the consideration transferred over the net identifiable assets acquired and liabilities assumed, measured in accordance with Ind AS 103 – Business Combinations. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit (CGU) exceeds its recoverable amount.

(iii) **The policy adopted by SSAIL for valuation of Inventories is enumerated below:-**

- (a) Finished Goods and Stock in Process of Sugar - At cost or at net realisable value whichever is lower, the net realizable value of sugar in case of finished goods stock of levy sugar is considered based on the levy price notified by the Central Government.
- (b) Store and spares parts – At cost arrived at applying weighted average method.
- (c) Cane crop – At net realisable value determined on the basis of estimated yield per hectare and Inventory of Molasses, Bagasse, Press mud and Bio Compost are considered at net realizable value.

1.5 Recent Accounting pronouncements

IND AS 116:

On 30th March 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 Leases, under Companies (Indian Accounting Standards) Amendment Rules, 2019 which is applicable from 1st April, 2019.

Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e. the lessee and the lessor. Ind AS 116 introduces a single lease accounting model for lessee and requires the lessee to recognize right of use assets and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is low value in nature. Currently, operating lease expense are charged to the statement of profit and loss. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

As per Ind AS 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities.

The Company is currently evaluating the impact of transitioning from old standard i.e. Ind AS 17 to new standard i.e. Ind AS 116 and the transition approach.

Notes to Consolidated Financial Statements

2. Property, Plant & Equipment

(₹ in Lakhs)

Particulars	Freehold Land @	Leasehold Land	Buildings @	Plant & Equipment	Office Equipment	Furniture & Fixtures	Vehicles #	Total
Gross block								
As at March 31, 2017	17,304.48	11,895.00	9,370.26	182,859.23	580.13	1,915.08	617.39	224,541.57
Additions	-	-	461.46	11,198.08	73.70	163.60	2.98	11,899.82
Disposals	-	-	-	-	11.05	26.67	189.22	226.94
As at March 31, 2018	17,304.48	11,895.00	9,831.72	194,057.31	642.78	2,052.01	431.15	236,214.45
Additions	-	-	73.73	8,132.40	165.00	100.31	76.01	8,547.46
Disposals	-	-	-	-	10.32	25.50	26.01	61.82
As at March 31, 2019	17,304.48	11,895.00	9,905.45	202,189.71	797.47	2,126.82	481.15	244,700.08
Accumulated Depreciation As at March 31, 2017		353.80	741.21	11,767.15	179.95	437.67	82.76	13,562.54
Charge for the period	-	176.90	355.96	6,325.59	88.90	267.27	89.87	7,304.49
Disposals	-	-	-	-	7.23	22.93	156.76	186.92
As at March 31, 2018		530.70	1,097.17	18,092.74	261.62	682.01	15.87	20,680.11
Charge for the period	-	176.90	368.77	6,598.75	111.81	266.95	87.07	7,610.26
Disposals	-	-	-	-	7.55	21.49	23.69	52.73
As at March 31, 2019		707.60	1,465.94	24,691.49	365.89	927.46	79.25	28,237.64
Net Carrying Amount								
As at March 31, 2018	17,304.48	11,364.30	8,734.55	175,964.57	381.16	1,370.00	415.28	215,534.34
As at March 31, 2019	17,304.48	11,187.40	8,439.52	177,498.22	431.58	1,199.35	401.89	216,462.44

Notes:

Gross block includes ₹ 68.76 Lakhs (Previous Year ₹ 144.96 Lakhs) secured by hypothecation against loan.

@ Gross Block includes ₹ 79.77 Lakhs (Previous year ₹ 79.77 Lakhs) pending transfer of title in the name of the Company.

3. Investment Property

(₹ in Lakhs)

Particulars	Amount
Gross block As at March 31, 2017	112.82
Additions	-
Disposals	-
As at March 31, 2018	112.82
Additions	722.21
Disposals	-
As at March 31, 2019	835.03
Accumulated Depreciation As at March 31, 2017	4.66
Charge for the period	2.33
Disposals	-
As at March 31, 2018	6.99
Charge for the period	10.31
Disposals	-
As at March 31, 2019	17.30
Net Carrying Amount	
As at March 31, 2018	105.83
As at March 31, 2019	817.73
Fair Value	
As at March 31, 2018	375.00
As at March 31, 2019	1,020.00
	2018-19
Rental Income derived from investment properties	10.42
Direct operating expenses	-
Profit arising from investment properties	10.42
	2017-18
	9.10
	-
	9.10

Notes to Consolidated Financial Statements

4. Other Intangibles

(₹ in Lakhs)	
Particulars	Amount
Computer Software	
Gross block As at March 31, 2017	77.25
Additions	2.90
Disposal	-
As at March 31, 2018	80.15
Additions	10.10
Disposals	-
As at March 31, 2019	90.25
Accumulated Amortisation As at March 31, 2017	74.68
Charge for the period	2.70
Disposals	-
As at March 31, 2018	77.38
Charge for the period	3.69
Disposals	-
As at March 31, 2019	81.07
Net Carrying Amount	
As at March 31, 2018	2.77
As at March 31, 2019	9.18

5. NON CURRENT FINANCIAL ASSETS : INVESTMENTS

(₹ in Lakhs), except as otherwise stated

Particulars	As at March 31, 2019			As at March 31, 2018		
	No. of shares	Face Value	Amount	No. of shares	Face Value	Amount
- UNQUOTED						
(A) Investment in Equity Instruments						
1. Joint Venture (Unquoted, Folly Paid)						
Kashipur Infrastructure and Freight Terminal Pvt Ltd.	2,445,000	₹ 10.00	2,139.00	2,445,000	₹ 10.00	2,234.51
			2,139.00			2,234.51
(B) Investment in Preference Shares (Unquoted, fully paid up)#						
15% Redeemable Non-cumulative Preference Shares of Hindustan Wires Ltd	-	-	-	468,000	₹ 100.00	164.03
15% Redeemable cumulative Preference Shares of Hindustan Wires Ltd	-	-	-	22,000	₹ 100.00	7.71
			-			171.74
			2,139.00			2,406.25

Represent Fair value at amortised cost

Notes to Consolidated Financial Statements

6. Non Current Loans

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Other Loans		
Loans to Employee		
- Unsecured, considered good	79.04	84.47
- Loan receivables- which have significant increase in Credit risk	-	-
- Loan receivables- Credit Impaired	-	-
- Unsecured, considered doubtful	-	-
Less: Provison/ Allowance for Doubtful ICD	-	-
	79.04	84.47

7. Other non-Current financial assets

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Bank deposits with remaining maturity of more than 12 months (Note no. 12)*	1,830.82	2,177.94
Security Deposits		
- Unsecured, considered good#	3,005.61	3,122.88
Interest receivable	152.80	106.11
	4,989.23	5,406.93

* Pledged with Bank/Government Authorities as margin money/security against guarantees, packing credit facility and other borrowings maturing after 12 months

Includes ₹ 1,300.49 Lakhs (March 31, 2018 ₹ 1,264.26 Lakhs) (net of deferred expenditure) security deposit to director, private companies in which director/directors of company is director and are also related parties.

8. Other non-current assets

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Capital Advances		
- Unsecured, considered good	1,298.39	1,456.31
Advances other than capital advances:		
- Prepaid Expenses	131.17	96.74
- Deferred Expenditure	238.65	238.48
	369.82	335.22
	1,668.21	1,791.53

9. Inventories (At lower of cost and net realisable value)

(As taken, valued and certified by the management)		
(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Raw Materials	18,500.79	9,618.75
Add: Goods in transit	-	-
	18,500.79	9,618.75
Work-in-Process	7,090.80	7,487.22
Finished Goods	9,395.29	7,860.71
Add: Goods in transit	-	-
	9,395.29	7,860.71
Stores and Spares	29,584.98	19,672.56
Residue Product	76.44	102.01
Scrap	3.44	3.31
Loose Tools	52.46	36.99
	64,704.20	44,781.55

Notes to Consolidated Financial Statements

10. Trade Receivables

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
- Considered good-secured	-	-
- Considered good-Unsecured	32,201.96	33,367.91
- Trade Receivables which have significant increase in Credit Risk	-	-
- Trade Receivables credit impaired	866.83	841.71
Less: Loss Allowance	(866.83)	(841.71)
	32,201.96	33,367.91

11. Cash & Cash Equivalents

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Balances with Banks		
- On Current Accounts	2,655.10	486.69
- Cash on Hand	41.32	15.58
	2,696.42	502.27

12. Bank balance other than cash & cash equivalents

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Other bank balances		
- In Fixed Deposit Accounts * - Current	8,782.37	5,302.53
- In Fixed Deposit Accounts * - Non current	1,830.82	2,177.94
- On Unpaid Dividend Accounts	71.60	81.85
	10,684.79	7,562.32
Less: Amount disclosed under Other Non Current Assets (Note No 7)	1,830.82	2,177.94
	8,853.97	5,384.38

* Pledged with Bank/Government Authorities as margin money/security against guarantees, packing credit facility and other borrowings maturing after 12 months.

13. Current loans

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
a) Inter Corporate Deposits (ICD)		
- Unsecured, considered good	2,544.50	741.50
b) Advances To Employees		
- Unsecured, considered good	8.59	7.78
- Loans which have significant increase in Credit Risk	-	-
- Loans- Credit Impaired	15.86	15.86
Less: Provision/ Allowance for Doubtful ICD	(15.86)	(15.86)
	8.59	7.78
	2,553.09	749.28

Notes to Consolidated Financial Statements

14. Other financial assets

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Export Incentive receivable - Duty Drawback	146.96	300.36
Interest receivable	1,715.76	322.14
Others (including security deposit, claims & other receivable)*	18,306.59	18,702.21
Less : Provision/ Allowance for doubtful other financial assets	(14,431.48)	(14,040.83)
	3,875.11	4,661.38
	5,737.83	5,283.88

* Refer Note No. - 44 & 41 (b)

* Including amount w.r.t. refund been claimed.

15. Current tax assets (Net)

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Advance Income Tax/ Tax deducted at source (net of income tax provision)	-	338.88
	-	338.88

16. Other current assets

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Export Incentive receivable	1,715.90	1,342.15
Balance with Excise and Other Authorities	5,800.70	5,565.80
Deposits with Government Departments & Others	1,018.94	178.09
Accrued Interest	-	37.30
Prepaid expenses	4,954.87	3,238.55
Deferred Expenditure	6.00	43.48
Other Advances:		
Advances recoverable in cash or in kind or for value to be received	8,283.49	7,059.24
Doubtful advances	8,657.94	8,657.94
	16,941.43	15,717.18
Less : Provision/ Allowance for doubtful advances	(8,657.94)	(8,657.94)
	8,283.49	7,059.24
	21,779.90	17,464.61

Notes to Consolidated Financial Statements

17. EQUITY SHARE CAPITAL

(₹ in Lakhs), except as otherwise stated

Particulars	As at March 31, 2019	As at March 31, 2018
Authorised :		
45,000,000 Equity Shares of ₹ 10/- each	4,500.00	4500.00
	4,500.00	4,500.00
Issued, Subscribed and paid up :		
30,961,500 Equity Shares of ₹ 10/- each fully paid up	3,096.15	3,096.15
Total Equity share capital	3,096.15	3,096.15

a) Terms/rights attached to equity shares:

The Company has only one class of shares referred to as equity shares having a par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Details of shareholders holding more than 5% equity shares in the company

Name of Shareholders	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	% of holding	No. of Shares	% of holding
Kashipur Holdings Limited	10,352,406	33.44%	10,352,406	33.44%
Sajani Devi Bhartia*			70,000	0.23%
Executors to the Estate of Late Sajani Devi Bhartia*	2,100,249	6.78%	2,030,249	6.55%

* *Share transmitted in pursuance to the probate of will as granted by Hon'ble Calcutta High Court.

c) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

Particulars	No. of Shares As at March 31, 2019	No. of Shares As at March 31, 2018
Shares outstanding as at the beginning of the year	30,961,500	30,961,500
Additions during the year	-	-
Deletions during the year	-	-
Shares outstanding as at the end of the year	30,961,500	30,961,500

d) In last 5 years there was no Bonus Issue, buy back and /or issue of shares other than for cash consideration.

Notes to Consolidated Financial Statements

17A. Other Equity

(₹ in Lakhs)

Particulars	Reserve & Surplus							Other Comprehensive Income		Total
	Securities Premium	Reserve for Contingencies	Molasses Reserve Fund	General Reserve	Retained Earnings	Capital Reserve	Capital Redemption Reserve	Items of Other Comprehensive Income that will not be classified to profit & loss	Items of Other Comprehensive Income that will be classified to profit & loss*	
Balance As at March 31, 2017	3,958.36	200.00	1.89	10,600.44	56,768.91	416.00	0.19	10.05	181.07	72,136.91
Profit / (Loss) for the year					9,652.72					9,652.72
Re-measurement of the net defined benefit Plans								72.94		72.94
Dividend Paid					(372.65)					(372.65)
Exchange differences on translating the financial statement of foreign subsidiary									(71.58)	(71.58)
Balance As at March 31, 2018	3,958.36	200.00	1.89	10,600.44	66,048.98	416.00	0.19	82.99	109.49	81,418.34
Profit / (Loss) for the year					13,261.41					13,261.41
Re-measurement of the net defined benefit Plans								15.24	-	15.24
Dividend Paid					(1,493.03)					(1,493.03)
Exchange differences on translating the financial statement of foreign subsidiary									(35.39)	(35.39)
Balance As at March 31, 2019	3,958.36	200.00	1.89	10,600.44	77,817.36	416.00	0.19	98.23	74.10	93,166.57

Nature of reserves

Reserve from Contingencies are created in earlier years to meet any contingencies in future and in the nature of free reserve.

General reserve amount transferred/ apportioned represents is in accordance with Indian Corporate law (The Companies Act, 1956) wherein a portion of profit is apportioned to general reserve, before a company can declare dividend.

Other comprehensive Income Reserve represent the balance in equity for items to be accounted in Other Comprehensive Income. OCI is classified into i) Items that will not be reclassified to profit & loss ii) Items that will be reclassified to profit & loss.

Capital reserve was created on reversal of provision for diminution in value of investment.

Notes to Consolidated Financial Statements

18. Non-current borrowings

(₹ in Lakhs)

	Non-Current Portion		Current Maturities	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
SECURED LOANS				
Rupee Term Loans				
- from Banks	36,324.00	13,883.75	10,990.67	5,055.08
- other than Banks	288.74	1,318.38	155.25	561.83
	36,612.74	15,202.13	11,145.92	5,616.91
UNSECURED LOANS				
Loan from Related Party (Body Corporates)	3,000.00	2,035.52	2,600.00	-
Loan from others	-	-	-	2,700.00
	3,000.00	2,035.52	2,600.00	2,700.00
Less: Amount disclosed under the head "other financial liabilities" (Note No. 25)			13,745.92	8,316.91
Total Non- Current Borrowings	39,612.74	17,237.65	-	-

Note in respect of security clause & repayment are disclosed in separate respective financial statements of the company and its subsidiaries.

19. Other non-current financial liabilities

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Security Deposits	3,840.19	3,871.48
Interest accrued but not due on borrowings	-	280.22
	3,840.19	4,151.70

20. Provisions

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits	-	-
- Leave Encashment	641.42	638.09
	641.42	638.09

21. Deferred Tax Liabilities (Net)

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Deferred Tax Assets :-		
Amount covered U/s 43B of Income Tax Act, 1961	480.36	437.54
Provision for doubtful debts / advances	961.25	1,060.29
Unabsorbed Depreciation	2,301.44	9,915.63
Business Loss	1,229.42	1,217.60
Others	1,225.39	675.01
Gross Deferred tax Assets	6,197.86	13,306.07
Deferred Tax Liabilities :-		
Property, Plant & Equipment	48,230.52	47,288.42
Gross Deferred tax Liability	48,230.52	47,288.42
MAT credit entitlements	13,135.97	8,720.46
Net Deferred Tax Liability	28,896.69	25,261.89

Notes to Consolidated Financial Statements

22. Other non-current liabilities

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Advance from Customers*	36,316.49	43,258.74
Deferred Income-Govt Grant & Security Deposit	367.30	562.75
	36,683.79	43,821.49

* Long term export advance received from customers with supply schedule over period of 8-10 years. Export advance has been secured by Guarantee given by State Bank of India (SBI) to the customers, while other export performance bank guarantee (EPBG) member banks have given counter guarantee in favour of SBI. Such guarantee are secured by first charge on the fixed assets and second charge on the current assets of the Company on pari passu basis.

23. Current Borrowings

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
a) Secured Loans		
Loans repayable on demand from Banks:		
- Buyers Import Credit	-	1,795.19
- Working Capital Loans	34,228.13	43,843.95
Secured borrowings	34,228.13	45,639.14
b) Unsecured Loans		
Short Term Loans from Banks	5,373.72	7,497.06
Loan from Others	7,067.50	4,713.98
Unsecured borrowings	12,441.22	12,211.04
	46,669.35	57,850.18

Note in respect of security clause & repayment are disclosed in separate respective financial statement of the company and its subsidiaries.

24. Trade Payable

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Payable to Micro Enterprises and Small Enterprises	18.04	18.04
Payable to Others	74,318.28	78,081.56
	74,336.32	78,099.60

25. Other current financial liabilities

(₹ in Lakhs)		
Particulars	As at March 31, 2019	As at March 31, 2018
Current maturities of long term borrowings (Note No. 18)	13,745.92	8,316.91
Interest accrued but not due on borrowings	742.03	608.76
Interest accrued and due on borrowings	-	-
Capital Payables	12,860.93	1,775.27
Retention Money	2,782.19	148.45
Expenses payable (Including derivative liabilities)	3,901.61	2,549.12
Investor education & protection fund shall be credited by the following amounts when due:		
(i) Unclaimed Dividends	94.43	81.85
(ii) Unclaimed matured deposits	-	0.20
(iii) Unclaimed interest on above (ii)	-	0.06
Other Payables	1,131.76	1,795.72
	35,258.87	15,276.34

Notes to Consolidated Financial Statements

26. Other current liabilities

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Duties, taxes and other statutory dues	1,074.64	995.58
Advance from Customers	11,649.06	13,397.80
Deferred Income Govt Grant & others	53.70	117.22
Advance received for sale of PPE	800.00	-
Other Payables	410.65	280.64
Provision for State excise duty on closing stock	94.55	94.55
	14,082.60	14,885.79

27. Current Provisions

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits		
- Gratuity	246.81	160.76
- Leave Encashment	249.56	251.24
	496.37	412.00

28. Current tax liabilities (Net)

Particulars	(₹ in Lakhs)	
	As at March 31, 2019	As at March 31, 2018
Provision for MAT	1,651.31	-
	1,651.31	-

29. Revenue from Operations

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2019	Year Ended March 31, 2018
a) Sales of Products*		
Glycols & Others	111,804.41	96,519.15
E.O. Derivatives	106,509.29	98,028.13
Guar Gum Powder and derivatives	1,956.40	4,622.51
Ethyl Alcohol (Potable)	212,467.69	137,853.25
Industrial Gases	3,956.89	3,661.79
Sale of traded goods	-	-
Chemical and oil Products	51,251.43	52,359.47
Nutraceutical (Previously termed as Herbal)	15,954.94	17,976.42
	503,901.05	411,020.72
b) Sales of Service	866.01	729.72
	866.01	729.72
c) Other Operating Revenue		
Provision no longer required/ Sundry balances written back	787.85	78.83
Export Incentive receivable	1,658.52	1,992.77
Miscellaneous Income	4,526.88	2,378.42
	6,973.25	4,450.02
Total Revenue from operations	511,740.31	416,200.46

* Including excise duty as applicable but excluding Goods and Service Tax w.e.f. 1st July, 2017.

Notes to Consolidated Financial Statements

30. Other Income

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Interest Income	905.87	243.10
Exchange fluctuation gain	-	379.46
Gain on One time settlement	-	1,432.05
Rent	0.71	30.59
Net gain/(loss) on fair valuation of Current Investments	-	15.61
Insurance Claim Recoverable	731.29	
Profit on sale of Property, Plant & Equipment	1.96	38.87
Govt Grant Income	50.64	137.31
Miscellaneous Income	0.38	34.52
	1,690.85	2,311.51

31. Cost of Materials Consumed

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Raw Materials consumed	138,019.07	130,128.56
Packing Material Consumed	16,974.17	13,180.64
	154,993.24	143,309.20

32. Purchase of Stock-In-Trade

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Chemical and Oil Products	53,369.23	52,958.87
	53,369.23	52,958.87

33. Changes in Inventories of Finished Goods, Work- In-Progress and Stock-in-Trade

Particulars	(₹ in Lakhs)	
	Year Ended March 31, 2019	Year Ended March 31, 2018
CLOSING STOCK		
Finished Goods	9,404.44	7,860.71
Work-in-Process	7,090.80	7,487.22
Residue Product	76.45	102.01
	16,571.69	15,449.94
OPENING STOCK		
Finished Goods	7,871.60	11,146.31
Work-in-Process	7,487.22	9,204.87
Residue Product	102.00	141.68
Less: Differential Excise Duty provided on Stocks.	-	(980.91)
Change in inventories of finished goods, work-in-progress and Stock-in-trade	(1,110.87)	4,062.01

Notes to Consolidated Financial Statements

34. Employee Benefit Expenses

(₹ in Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Salaries, Wages, Allowances, etc.	8,738.94	8,506.03
Contribution to Provident and other Funds	704.14	667.29
Employees' Welfare and other Benefits	640.52	532.97
	10,083.60	9,706.29

35. Finance Costs

(₹ in Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Interest on Fixed Loans	4,433.50	3,055.93
Other Interest	7,917.65	7,272.78
Other Borrowing Cost		
Financial Charges	2,625.25	2,779.80
	14,976.40	13,108.51
Less: Interest Received on temporary deposits	628.41	594.59
	14,347.99*	12,513.92

*a) Forex losses as finance cost ₹682.56 lakhs (previous year Nil) as per IND AS 23- Borrowing Costs.

*b) Net of ₹1584.64 Lakhs (previous year nil) interest capitalised during the year as per IND AS 23- Borrowing Costs.

36. Depreciation and Amortisation Expense

(₹ in Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Depreciation on Property, Plant & Equipment	7,612.64	7,304.49
Depreciation on Investment Property	10.31	2.33
Amortisation on other intangible assets	1.33	2.70
	7,624.28	7,309.52

Notes to Consolidated Financial Statements

37. Other Expenses

				(₹ in Lakhs)
Particulars		Year Ended March 31, 2019		Year Ended March 31, 2018
Stores and spares consumed		8,881.62		6,545.70
Power and Fuel		41,040.91		33,554.81
Repairs and Maintenance				
- Buildings		500.84		403.26
- Plant and Equipment		3,032.10		2,430.84
- Others		729.62		675.84
Rent		863.32		818.91
Rates and Taxes		1,467.57		1,408.61
Travelling and Conveyance		1,100.42		1,008.23
Insurance		702.16		332.57
Directors' sitting Fee		21.00		10.13
Commission to Selling agents		1,261.78		1,613.32
Freight forwarding and others (Net of recovery from customers / provision written back)		9,396.13		8,286.31
Exchange Fluctuation loss/ (gain) (Net)*		3,731.58		
Special Discount	-		9,524.04	-
Less : Provision for special discount	-	-	9,524.04	
Bad debts written off	560.00		747.46	
Less : Provision for doubtful debts written back	560.00	-	654.26	93.20
Provision/ Allowance for doubtful debts and advances		25.13		-
Loss on Sale / Discard of Property, Plant & Equipment		4.78		11.65
Legal & Professional		1,887.72		1,981.69
Printing & Stationery, Postage, Telephone, security and other Miscellaneous Expenses		1,989.57		1,868.03
		76,636.25		61,043.10

* Net of Forex losses treated as finance Cost ₹682.56 Lakhs (Previous Year Nil) as per IND AS 23- Borrowing Costs.

Notes accompanying to the consolidated financial statements for the Year Ended March 31, 2019

38. (A) Contingent Liabilities not Provided For (As Certified by the Management) :-

(i) In respect of :-

				(₹ in Lakhs)
S. No	Particulars	As at March 31, 2019	As at March 31, 2018	
1	Central Excise/ State Excise @	4,570.42	5,540.66	
2	Customs	1,029.19	1,029.19	
3	Service Tax	19.27	201.22	
4	Sales Tax	140.40	3,273.10	
5	Other matters	278.37	280.05	
	Total	6,037.65	10,324.22	

@ Excluding show cause notice (SCNs), where management is confident that on merits SCNs will be dropped and also as legally advised possibility of an outflow of fund is remote.

(ii) In respect of subsidiary company (SSAIL), claims against the Company not acknowledged as debts ₹ 336.19 Lakhs (Previous Year: ₹ 131.89 Lakhs)...

Notes to Consolidated Financial Statements

- (iii) Bills discounted with banks/others ₹ 3,062.46 Lakhs (Previous Year: ₹ 3,240.81 Lakhs).
- (iv) Corporate Guarantee to banks for loan availed by Shakumbari Sugar and Allied Industries Limited (a subsidiary company) amounting to ₹ Nil (Previous Year ₹ 3,749.34 Lakhs) (excluding penal interest, penalty etc.) No due certificate from Central Bank of India is awaited.
- (v) In respect of subsidiary company (SSAIL), Recovery Charges claimed by S.D.M. Behat towards payment of cane dues ₹ 66.82 Lakhs (Previous Year ₹ 66.82 Lakhs) including the interest on cane dues ₹ 46.89 Lakhs (Previous Year ₹ 46.89 Lakhs).

- (B)** Custom duty saved on import of raw material under Advance License pending fulfillment of export obligation amounting to ₹ 2,667.97 Lakhs (Previous Year ₹ 3,441.39 Lakhs).

The Management is of the view that considering the past export performance and future prospects there is certainty that pending export obligation under advance licenses will be fulfilled before expiry of the validity of respective advance licenses, accordingly and also on "Going Concern Concept" basis there is no need to make any provision for custom duty saved.

- (C)** Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances of ₹ 1298.39 Lakhs, Previous Year ₹ 1,456.31 Lakhs) are ₹ 5343.81 Lakhs (Previous Year ₹ 4,329.86 Lakhs).

- 39.** In the earlier years, the State Government of Uttar Pradesh (UP) had imposed a levy of license fee on transfer of alcohol from the distillery to the chemical plant. The levy was challenged by the Company in the Hon'ble Supreme Court and on October 18, 2006 the matter was finally decided by The Hon'ble Supreme Court in favour of the Company. Accordingly, Company had filed an application for refund of amount paid ₹ 507.05 Lakhs (Previous Year ₹ 507.05 Lakhs) (shown as recoverable under the head Other Current Assets) with State Government of Uttarakhand, which is still pending for refund of the amount.

- 40.** In the earlier years, the State Government of Uttarakhand had levied Export Pass Fee on ENA/R.S. export outside India. The matter is finally disposed of by Hon'ble High Court of Uttarakhand vide its Order dated January 9, 2012 and has declared the levy of said fee as unsustainable and irrecoverable. Subsequently, on June 8, 2012, vide Uttarakhand Excise (Amendment) Act, 2012, vide Uttarakhand Excise (Amendment) Act, 2102, Uttarakhand Government retrospectively revived old notification relating to imposition of export fee on ENA and R.S. The Company filed Writ Petition challenging the above said notification and vide order dated September 12, 2012 the Hon'ble High Court of Uttarakhand has granted stay and restrained State from imposing export fee. Amount of ₹ 106.15 Lakhs (Previous Year ₹ 106.15 Lakhs) paid under protest is shown as recoverable from State Govt. of Uttarakhand, under the head Other Current Assets.

- 41. (a)** During the year, the Subsidiary Company (Shakumbari Sugar & Allied Industries Limited) paid the remaining amount in full in respect of one time settlement (OTS) amount of ₹ 4200.00 Lakhs to Central Bank of India in pursuance of OTS entered during previous year. However, the Bank has further demanded ₹ 208.86 Lakhs for uncharged commission on bank guarantees. The said Company has filed a writ petition against the said demand in the High Court, Allahabad.

- (b) The subsidiary company, IGL Finance Limited, had invested funds for short term in commodity financing contracts offered by National Spot Exchange Limited (NSEL). NSEL has defaulted in settling the contracts on due dates. IGL Finance has made a loss allowance of ₹ 11,719.71 Lakhs based on expected credit loss Policy and other estimation made by the management and for balance ₹ 2,616.62 Lakhs, the management and IGLFL is confident for recovery of dues from NSEL over a period of time and hence shown as good (considering the arrangement of merger of NSEL with Financial Technologies (India) Limited (FTIL) and other measure which have so far been taken for and pending before the Govt. and other authorities and current scenario/present state of affairs).

42. Financial risk management objectives and Policies

The Company's activities are exposed to a variety of financial risks from its operations. The key financial risks include market risk (including foreign currency risk, interest rate risk and commodity risk etc.), credit risk and liquidity risk. The company's overall risk management policy seeks to minimize potential adverse effects on company's financial performance.

- (i) Market Risk:** Market risk is the risk that the fair value of future cash flow of a financial instruments will fluctuate because of change in market prices. Market risk comprises mainly three types of risk: interest rate, currency risk and other price risk such as commodity price risk.

- (a) Foreign Currency Risk:** Foreign Currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company has obtained foreign

Notes to Consolidated Financial Statements

currency borrowing and has foreign currency trade payable and receivable and is therefore, exposed to foreign exchange risk.

After taking cognizance of the natural hedge, the company takes appropriate hedge to mitigate its risk resulting from fluctuation in foreign currency exchange rate(s).

Foreign Currency sensitivity: The following tables demonstrate the sensitivity to a reasonable possible change in Foreign Currency with all other variable held constant. The impact on company's profit/(loss) before tax is due to change in the foreign exchange rate for:

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Change in USD	+ 1%	+ 1%
Effect on profit/(loss) before tax	(229.42)	(829.62)
Change in USD	-1%	-1%
Effect on profit/(loss) before tax	229.42	829.62

- (b) **Interest rate risk:-** Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Any change in the interest rates environment may impact future rates of borrowing. The company mitigates this risk by regularly assessing the market scenario, finding appropriate financial instruments, interest rate negotiation with the lenders for ensuring the cost-effective method of financing.

Interest Rate Sensitivity: The following table demonstrates the sensitivity to a reasonable possible change in interest rate on financial assets affected. With all other variable held constant, the company's profit before tax is affected through the impact on finance cost with respect to our borrowing, as follows:

A change in 25 basis points in interest rates would have following impact on profit/(Loss) before tax

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Change in basis point	+25	+25
Effect on profit before tax	(327.39)	(323.87)
Change in basis point	-25	-25
Effect on profit before tax	327.39	323.87

- (c) **Commodity Price risk:** The Company is affected by the price volatility of certain commodities. Its operating activities require the purchase of raw material therefore, requires a continuous supply of certain raw materials. To mitigate the commodity price risk, the Company has an approved supplier base to get competitive prices for the commodities and to assess the market to manage the cost without any compromise on quality.

(ii) **Credit Risk:**

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, Inter Corporate deposit, derivative financial instruments, other balances with banks, loans and other receivables. The Company's exposure to credit risk is disclosed in Note 5, 6, 7, 10, 13 & 14.

Credit risk arising from investment derivative financial instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognised financial institutions with high credit ratings.

The Company applies expected credit losses (ECL) model for measurement and recognition of loss allowance on the following:

i. Trade receivables

ii. Financial assets measured at amortized cost (other than trade receivables)

In case of trade receivables, the Company follows a simplified approach wherein an amount equal to lifetime ECL is measured and recognized as loss allowance.

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The ageing of the trade receivables are given below:

(₹ in Lakhs)

Particulars	Due Ageing			Total
	Upto 6 Months	6-12 Months	Above 12 Months	
Trade Receivables				
As at March 31, 2019				
Unsecured*	30,457.98	802.97	1,807.84	33,068.79
Provision/Allowance for Doubtful Receivables	-	-	(866.83)	(866.83)
Net Total	30,457.98	802.97	941.01	32,201.96
As at March 31, 2018				
Unsecured*	30,779.84	1,715.38	1,714.40	34,209.62
Provision/Allowance for Doubtful Receivables	-	-	(841.71)	(841.71)
Net Total	30,779.84	1,715.38	872.69	33,367.91

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the Statement of Profit and Loss under the head 'Other expenses. The balance sheet presentation for financial instruments is described below:

Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

- (iii) **Liquidity Risk:** Liquidity risk is the risk, where 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 ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

The table below summarizes the maturity profile of company's financial liabilities based on contractual undiscounted payments:-

(₹ in Lakhs)

Particulars	As at March 31, 2019					
	Carrying Amount	On Demand	< 1 Year	1 to 2 Years	>2 Years	Total
Interest bearing borrowings	100,028.01	46,669.35	13,745.92	21,091.34	18,521.40	100,028.01
Other Liabilities	25,353.14	-	21,512.95	3,840.19	-	25,353.14
Trade Payable	74,336.38	-	74,336.38	-	-	74,336.38
Total	1,99,717.53	46,669.35	1,09,595.25	24,931.53	18,521.40	1,99,717.53
Particulars	As at March 31, 2018					
	Carrying Amount	On Demand	< 1 Year	1 to 2 Years	>2 Years	Total
Interest bearing borrowings	83,404.74	57,850.18	8,316.91	3,202.32	14,035.33	83,404.74
Other Liabilities	11,111.13	-	6,959.43	4,112.61	39.09	11,111.13
Trade Payable	78,099.60	-	78,099.60	-	-	78,099.60
Total	1,72,615.47	57,850.18	93,375.94	7,314.93	14,074.42	172,615.47

Note : This is to be read with note no. 47 which may have significant impact on above in respect of subsidiary Company SSAIL.

Notes to Consolidated Financial Statements

43. In respect of subsidiary company (SSAIL): -

- (i) The Subsidiary Company has not carried out physical verification of fixed assets during the year.
- (ii) The Management of the said subsidiary is in process of assessment of item wise details of depreciation on fixed assets and in the opinion of the management there will not be material impact on final assessment.

44. In the earlier year, company has filed a claim of ₹ 4815.06 lacs (including reinstatement loss of ₹ 622.63 lacs) with the insurance company for the reinstatement of machinery as well as loss occurred due to business interruption on account of fire at Kashipur plant. On prudent basis the company has accounted for ₹ 3478.03 lacs (including reinstatement of ₹ 622.63 lacs) against this the company has received balance of ₹ 622.93 lacs during the year toward full and final settlement of the claim (till earlier years ₹ 2596.82 lacs).

45. Details of Loan given during the year covered under Section 186(4) of the Companies Act, 2013:

Nil

46. In respect of subsidiary SSAIL, the Company had been incurring cash losses due to which its net worth has been completely eroded and its current liabilities are far in excess of its current assets. Accordingly, in the Year 2012-13 Company had filed application with the Board for Industrial and Financial Reconstruction (BIFR). The BIFR vide its order dated 4th April 2013 has declared M/s. Shakumbari Sugar & Allied Industries Ltd. as a sick industrial company in terms of Sec 3(1)(o) of Sick Industrial Companies (Special Provisions) Act, 1985. Further, BIFR has appointed IDBI as the Operating Agency (OA) with directions to prepare a revival scheme for the company and also company had filed Draft Rehabilitation Scheme with BIFR in the year 2013-14. With the abolition of BIFR, the company continues to evaluate and explore options in consultation with expert(s) and stakeholders for restructuring/revival/disinvestment, hence the management of SSAIL considers it appropriate to prepare Financial Statements on Going Concern basis despite the negative net worth on the balance sheet date.

47. Capital risk management

The Company's policy is to maintain an adequate capital base so as to maintain creditor and market confidence and to sustain future development. Capital includes issued capital, share premium and all other equity reserves attributable to equity holders. The primary objective of the Company's capital management is to maintain an optimal structure so as to maximize the shareholder's value. In order to strengthen the capital base, the company may use appropriate means to enhance or reduce capital, as the case may be.

The Company is not subject to any external imposed capital requirement. The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net Debt is calculated as borrowings less cash and cash equivalents.

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
*Borrowings	100,028.01	83,404.74
Less: Cash and Cash equivalents	2696.42	502.27
Net debt	97,331.59	82,902.47
Equity Share Capital	3,096.15	3,096.15
Other Equity@	93,166.49	81,418.34
Total Capital	96,262.64	84,514.49
Capital and net debt	193,594.23	1,67,416.96
Gearing ratio	51.67%	49.52%

Notes to Consolidated Financial Statements

48. Derivative financial instruments

Commodity and Foreign Exchange Derivatives and exposures (as certified by the management).

(a) Outstanding at the year- end as follows

Nature of Instruments	2018-19 Amount (FC in millions)	2018-19 Amount (₹ in Lakhs)	2017-18 Amount (FC in millions)	2017-18 Amount (₹ in Lakhs)
Forward Contracts - USD	-	-	13.50	8,797.95
Foreign currency options -USD	31.50	20,528.55	38.75	25,253.38
Open foreign exchange exposures:				
Packing Credit Net of Export debtors - USD	2.42	1,674.37	17.74	11,563.48
Loans - USD	-	-	0.26	171.47
Payable - USD	-	-	57.03	37,171.32

(b) The Company has derivative instruments for hedging possible losses and exchange fluctuation losses. During the year company has incurred net off losses of ₹ 2849.91 Lakhs (previous year ₹ 3439.86 Lakhs) out of which loss of ₹ 1635.15 (previous year loss of ₹ 56.63 Lakhs) relating to provision for mark to market gain/loss on account of outstanding financial transactions as on March 31, 2019.

49. Fair valuation techniques

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

(₹ in Lakhs)

Particular	As at March 31, 2019		As at March 31, 2018	
	Carrying amount	Fair Value	Carrying Amount	Fair Value
(i) Financial Assets				
(a) At Amortized Cost				
Trade Receivable	32,201.96	32,201.96	33,367.91	33,367.91
Others	27,048.57	27,048.57	17,582.95	17,582.95
Total (a) + (b)	59,250.53	59,250.53	50,950.86	50,950.86
(ii) Financial Liabilities				
(a) At Fair value through Profit & Loss				
- Forward contract & Options	1,635.15	1,635.15	56.63	56.63
(b) At Amortized Cost				
- Borrowing	100,028.01	100,028.01	83,404.74	83,404.74
- Trade payable	74,336.38	74,336.38	78,099.60	78,099.60
- Others	25,353.14	25,353.14	11,054.50	11,054.50
Total (a) + (b)	1,99,717.53	1,99,717.53	1,72,615.47	1,72,615.47

Notes to Consolidated Financial Statements

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

- 1) Fair value of cash and deposits, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- 2) Fair value of borrowings from banks and other non-current financial liabilities, are estimated by discounting future cash flows using rates currently available for debt on similar terms and remaining maturities.
- 3) Other non-current receivables are evaluated by the Company, based on parameters such as interest rates, individual creditworthiness of the counterparty etc. Based on this evaluation, allowances are taken to account for the expected losses of these receivables.
- 4) The fair values of derivatives are calculated using the RBI reference rate as on the reporting date as well as other variable parameters.

Fair Value hierarchy

All financial assets and liabilities for which fair value is measured in the financial statements are categorised within the fair value hierarchy, described as follows: -

Level 1 - Quoted prices in active markets.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly.

Level 3 - Inputs that are not based on observable market data.

The following table presents the fair value measurement hierarchy of financial assets and liabilities, which have been measured subsequent to initial recognition at fair value as at March 31, 2019 and March 31, 2018:

(₹ in Lakhs)

Assets / Liabilities measured at fair value (Accounted)	As at March 31, 2019		
	Level 1	Level 2	Level 3
Financial assets	-	-	-
Financial liabilities			
Derivatives -Forward contracts & Options	-	1,635.15	-

(₹ in Lakhs)

Assets / Liabilities measured at fair value (Accounted)	As at March 31, 2018		
	Level 1	Level 2	Level 3
Financial assets	-	-	-
Financial liabilities			
Derivatives- Forward contracts & Options	-	56.63	-

During the year ended March 31, 2019 and March 31, 2018, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfer into and out of Level 3 fair value measurements. There is no transaction / balance under level 3.

50. In accordance with the Indian Accounting Standard (IND AS-36) on "Impairment of Assets" issued by the Institute of Chartered Accountants of India, in view of the management with respect to subsidiary SSAIL, no impairment loss on its fixed assets [including Capital Work in Progress of ₹ 1,368.38 Lakhs] (Previous year ₹1368.38 Lakhs) is considered necessary at this stage, as its expected recoverable value is more than its carrying value.

51. Earnings per share (EPS)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Net profit/ (loss) for the year attributable to equity shareholders (₹ in Lakhs)	13261.41	9,652.72
Weighted average number of equity shares outstanding	3,09,61,500	3,09,61,500
Basic and diluted earnings per share (face value of ₹ 10 each) (₹)	42.83	31.18

Notes to Consolidated Financial Statements

52. Related Parties Disclosure (As identified by the management):

(i) Relationships:

A. Key Management Personnel

- U. S. Bhartia (Chairman and Managing Director)
- M. K. Rao (Executive Director)
- Jayshree Bhartia (Non – Executive Director)
- Pradip Kumar Khaitan (Independent Director)
- Jitender Balakrishanan (Independent Director)
- Ravi Jhunjhunwala (Independent Director)
- Jagmohan N. Kejriwal (Independent Director)
- Ashwini Kumar Sharma (Till 31.08.2017 and re-appointment w.e.f. 09.11.2017) (Nominee Director of State Bank of India)
- Sajeve Deora (w.e.f 01.05.2018) (Independent Director)
- Rakesh Bhartia (Chief Executive Officer)
- Anand Singhal (Chief Financial Officer)
- Ankur Jain (Company Secretary)
- Mohan Sharma (Executive Director)
- Harsh Vardhan Gautam (Independent Director)
- Mukesh Sharma (Independent Director)
- Rajveer Singh Yadav (Independent Director)
- Shirish Chandra (Chief Financial Officer)
- Abhishek Chawla (Company Secretary) (upto 28th February, 2019)
- Dipendra Chaudhary (Company Secretary) (w.e.f 01st March, 2019)
- Mehta Dharesh Yashwant (Independent Director)
- Anisha Bole (Independent Director)

B. Relatives of Key Management Personnel

- Executors to the estate of Late Sajani devi Bhartia
- Pragya Bhartia
- Pooja Bhartia
- Vedant Jhaver
- Anand Singhal (HUF)
- Rakesh Bhartia (HUF)
- Smita Bhartia

C. Enterprises over which Key Management Personnel have significant influence:

- Ajay Commercial Co. (P) Ltd.
- J. B. Commercial Co. (P) Ltd.
- Kashipur Holdings Limited
- Polylink Polymers (India) Ltd.
- Hindustan Wires Limited
- Supreet Vyapaar (P) Ltd.
- Mayur Barter (P) Ltd.
- Facit Commosales (P) Ltd.
- J. Boseck & Co. (P) Ltd.
- IGL Infrastructure Private Limited. (IGL Infra)
- Khaitan & Company
- Khaitan & Company LLP
- Lund & Blockley Pvt. Ltd
- Sukhvarsha Distributors Pvt. Ltd

D. Joint venture enterprises

- Kashipur Infrastructure And Freight Terminal Private Limited (KIFTPL)

E. Trust under company control

- India Glycols Limited Employees Group Gratuity Trust Scheme

Notes to Consolidated Financial Statements

(₹ in Lakhs)

Related Party Transaction Summary	Subsidiary		Significant Influence		Joint venture		Key Managerial Person		Relative of KMP	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Purchase of Material	-	-	-	3.42	-	-	-	-	-	-
Purchase Of Services	-	-	-	32.70	426.75	351.33	-	-	-	-
Sale of Material	-	-	474.19	303.88	-	-	-	-	-	-
Legal & Professional Fee	-	-	79.27	40.55	-	-	-	-	-	-
Directors sitting Fees	-	-	-	-	-	-	21.00	10.13	-	-
Dividend Paid	-	-	640.61	160.15	-	-	27.11	6.79	88.55	22.14
Reimbursement of Expenses made	-	-	33.69	228.28	4.01	6.04	-	-	-	-
Reimbursement of Expenses Received	-	-	(23.96)	-	4.01	6.04	-	-	-	-
ICD Received	-	-	2,000.00	741.00	-	-	-	-	-	-
ICD Paid Back	-	-	1,000.00	851.04	-	-	-	-	-	-
Capital advance received	-	-	-	1,000.00	-	-	-	-	-	-
Interest Expense	-	-	157.41	111.77	-	-	-	-	-	-
Rent & maintenance Paid	-	-	1,034.53	1,120.10	-	-	24.00	28.14	-	-
Vehicle Lease Rent	-	-	-	-	-	-	-	-	21.00	21.00
Salary Paid	-	-	-	-	-	-	300.03	283.30	27.29	27.29
Managerial Remuneration	-	-	-	-	-	-	352.48	340.18	-	-
Balance Outstanding	-	-	-	-	-	-	-	-	-	-
Payable										
ICD Payable(including interest accrued)	-	-	91.16	789.15	-	-	-	-	-	-
Others	-	-	20.18	6.91	28.71	17.63	47.11	24.86	1.17	-
Receivable(Unsecured)										
Capital Advance Given	-	-	-	-	-	-	-	-	-	-
Security Deposit	-	-	1,063.85	1,063.85	-	-	500.00	500.00	-	-
Others	-	-	-	-	-	-	0.67	0.09	-	-

(ii) (a) Remuneration/Salary paid to KMP

(₹ in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Short-term employee benefits #	539.92	568.68
Post-employment benefits		
- Defined contribution plan \$	54.02	54.80
- Other long-term benefits *	-	-
Total	593.94	623.48

Including value of perquisites.

* As the liability for gratuity and leave encashment are provided on actuarial basis for the Company as a whole, amounts accrued pertaining to key managerial personnel are not included above.

\$ Employer Contribution of Provident Fund

Notes to Consolidated Financial Statements

(b) Detail of remuneration to KMP: -

- a) Chairman & Managing Director – ₹ 283.69 Lakhs (Previous Year ₹ 270.64 Lakhs)
- b) Executive Director – ₹ 68.79 Lakhs (Previous Year ₹ 69.54 Lakhs)
- c) Chief Executive Officer – ₹ 195.13 Lakhs (Previous Year ₹ 183.77 Lakhs)
- d) Chief Financial Officer – ₹ 70.55 Lakhs (Previous Year ₹ 65.76 Lakhs)
- e) Company Secretary – ₹ 34.35 Lakhs (Previous Year ₹ 33.77 Lakhs)

* Since the close of the year, a sum of ₹ 58.57 Lakh has been refunded by the CMD pursuant to the sanction of lower amount by the Central Government, against which a representation has been made to reconsider the matter.

(iii) Detail of transaction India Glycols Limited Employees Group Gratuity Trust Scheme

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2019	Year ended March 31, 2018
Contribution	160.79	314.99
Outstanding at the Year End	246.82	160.76

(iv) Disclosure in respect of Material Related Party transactions during the year:

- a) Purchases of Material are from:
 - Polylink polymers (India) Ltd ₹ Nil (Previous Year ₹ 3.42 Lakhs)
- b) Purchase of Services are from:
 - Hindustan Wires Ltd ₹ Nil (Previous Year ₹ 32.70 Lakhs)
 - KIFTPL ₹ 426.75 Lakhs (Previous Year ₹ 351.33 Lakhs)
- c) Sales of Material are to:
 - Hindustan Wires Limited. ₹ 474.19 Lakhs (Previous Year ₹ 303.88 Lakhs).
- d) Legal & Professional fees:
 - Khaitan & Co ₹ Nil Lakhs (Previous Year ₹ 4.25 Lakhs).
 - Khaitan & Co. LLP ₹ 47.77 Lakhs (Previous Year ₹ 36.30 Lakhs).
 - Hindustan Wires Ltd ₹ 31.50 Lakhs (Previous Year ₹ Nil)
- e) Inter Corporate Deposit (ICD) Received includes :
 - Kashipur Holdings Ltd ₹ 500 Lakhs (Previous Year Nil)
 - Hindustan Wires Ltd ₹ 1500 Lakhs (Previous Year Nil)
- f) Inter Corporate Deposit (ICD) Paid back includes :
 - Hindustan Wires Ltd ₹ 600 Lakhs (Previous Year Nil)
 - Kashipur Holdings Ltd ₹ 400 Lakhs (Previous Year Nil)
- g) Interest Expense includes to :
 - J Boseck & Co. (P) Ltd ₹ 91 Lakhs (Previous Year Nil)
 - Kashipur Holdings Ltd ₹ 40.08 Lakhs (Previous Year Nil)
 - Hindustan Wires Ltd ₹ 26.33 Lakhs (Previous Year Nil)
- h) Capital Advance Received back includes:
 - Hindustan Wires Limited ₹ Nil (Previous Year ₹ 1,000.00 Lakhs)
- i) Reimbursement of expense made.
 - Polylink Polymers (India) Ltd ₹ 27.19 Lakhs (Previous Year ₹ 46.39 Lakhs)
 - Hindustan Wires Limited ₹ 4.71 Lakhs (Previous Year ₹ 1.10 Lakhs)
 - India Glycols Limited Infrastructure ₹ Nil (Previous Year ₹ 180.79 Lakhs)
 - Khaitan & Co LLP ₹ 1.79 Lakhs (Previous Year ₹ 2.24 Lakhs)
 - KIFTPL ₹ 4.01 Lakhs (Previous Year ₹ 6.04 Lakhs)
- j) Reimbursement of expense Received.
 - India Glycols Limited Infrastructure ₹ 23.96 Lakhs (Previous Year ₹ NIL)
 - KIFTPL ₹ 4.01 Lakhs (Previous Year ₹ 6.04 Lakhs)

Notes to Consolidated Financial Statements

- k) Rent & Maintenance Paid to :
- Polylink Polymers (India) Ltd. ₹ 12.00 Lakhs (Previous Year ₹ 14.07 Lakhs)
 - Hindustan Wires Limited ₹ 0.75 Lakhs (Previous Year ₹ 3.52 Lakhs)
 - IGL Infrastructure Pvt. Ltd. ₹ 1,007.13 Lakhs (Previous Year ₹ 1,086.84 Lakhs)
 - Kashipur Holding Limited ₹ 9.98 Lakhs (Previous Year ₹ 10.99 Lakhs)
 - Ajay Commercial Co (P) Ltd ₹ 2.34 Lakhs (Previous Year ₹ 2.34 Lakhs)
 - J.B. Commercial Co (P) Ltd ₹ 2.34 Lakhs (Previous Year ₹ 2.34 Lakhs)
 - U.S Bhartia ₹ 24.00 Lakhs (Previous Year ₹ 28.14 Lakhs)
- l) Vehicle Lease Paid to:
- Anand Singhal HUF ₹ 9.00 Lakhs (Previous Year ₹ 9.00 Lakhs)
 - Smita Bhartia ₹ 12.00 Lakhs (Previous Year ₹ 12.00 Lakhs)

Balance Outstanding

- a) ICD Payable (including Accrued Interest) :
- Kashipur Holdings ₹ 0.16 Lakhs (Previous Year Nil)
 - J Boseck & Co. (P) Ltd. ₹ 91.00 Lakhs (Previous Year Nil)
- b) Others Payable includes:
- J.B. Commercial Co. (P) Limited ₹ 0.01 Lakhs (Previous Year ₹ 0.01 Lakhs)
 - Kashipur Holdings Ltd ₹ 0.36 Lakhs (Previous Year ₹ 0.36 Lakhs)
 - Polylink Polymers (India) Ltd ₹ 13.96 Lakhs (Previous Year ₹ 6.43 Lakhs)
 - Hindustan Wires Ltd ₹ 0.09 Lakhs (Previous Year ₹ 0.11 Lakhs)
 - IGL Infrastructure Pvt. Ltd. ₹ 5.75 Lakhs (Previous Year Nil)
 - Khaitan & Co. LLP ₹ Nil (Previous Year ₹ 13.18 Lakhs)
 - KIFTPL ₹ 28.71 Lakhs (Previous Year ₹ 17.63 Lakhs)
 - U.S. Bhartia ₹ 44.52 Lakhs (Previous Year ₹ 9.07 Lakhs)
 - M.K Rao ₹ 0.53 Lakhs (Previous Year ₹ 0.23 Lakhs)
 - Rakesh Bhartia ₹ Nil (Previous Year ₹ 11.11 Lakhs)
 - Anand Singhal ₹ 0.55 Lakhs (Previous Year Nil)
 - Ankur Jain ₹ 1.51 Lakhs (Previous Year ₹ 4.46 Lakhs)
 - Pragya Bhartia ₹ 1.17 Lakhs (Previous Year Nil)
- c) Security Deposit receivable:
- Ajay Commercial Co. (P) Limited ₹ 240.00 Lakhs (Previous Year ₹ 240.00 Lakhs)
 - J.B. Commercial Co. (P) Limited ₹ 240.00 Lakhs (Previous Year ₹ 240.00 Lakhs)
 - IGL Infrastructure Pvt. Ltd. ₹ 583.85 Lakhs (Previous Year ₹ 583.50 Lakhs)
 - US Bhartia ₹ 500.00 Lakhs (Previous Year ₹ 500.00 Lakhs)

53. Dividend on Equity Share

Dividend on Equity shares declared and paid during the year (₹ in Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Final Dividend of ₹ 4 per share for FY 2017-18 (Previous Year 2016-17 - ₹ 1 per share)	1,238.44	309.61
Dividend Distribution Tax	254.56	63.03

Proposed Dividend on equity share not recognized as liability (₹ in Lakhs)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Dividend proposed for Equity shareholders of ₹ 6 per share (Previous Year 2017-18 - ₹ 4 per share)	1,857.69	1,238.44
Dividend Distribution Tax	381.75	254.56

Above is subject to approval of the shareholders in the Annual General Meeting.

Notes to Consolidated Financial Statements

54. (a) In compliance with Ind AS 112 on Disclosure of Interests in Other Entities, following disclosures are made in respect of jointly controlled entity - Kashipur Infrastructure and Freight Terminal Private Limited, in which the Company is a joint venturer :

(₹ in Lakhs)

Particulars	March 31, 2019	March 31, 2018
Country of Incorporation	India	
Percentage of Share in Joint Venture	41.78%	44.99%
Current Assets	254.43	230.50
Non- Current Assets	4,084.52	4,475.13
Current Liabilities	660.74	635.99
Non- Current Liabilities	1,260.94	1,557.08
Revenue	837.98	449.75
Profit/(Loss) for the period	(95.51)	(124.81)
Total Comprehensive Income	(95.51)	(124.81)
Capital Commitment (Net of advances)	39.12	179.56

- (b) Disclosures of leasing arrangements (Operating lease)

- (i) The Company has operating lease for its Head office premises in Noida for a period up to 9 years. Lease agreements are locked-in for a period of first 3 years (Non-Cancellable period) and subsequently, the lease can be maintained at the option of the Company (lessee) (cancellable period). There are escalation clauses every 3 years.

The lease rentals charged during the year for cancellable and non-cancellable operating lease are as follows

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Lease Rent Expenses	863.32	818.91

- (ii) The schedule of future minimum lease payment in respect of non-cancellable operating leases period is set out as under:

(₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Not later than one year	671.43	-
Later than one year but not later than five years	895.24	-
Later than five years	-	-

55. Segment Information:

Disclosures as required by Indian Accounting Standard (Ind AS) 108 Operating Segments

Identifications of Segments:

Segments have been identified in line with Indian Accounting Standard on 'Operating Segments' (Ind AS -108), taking into account the organizational structure as well as the differential risk and returns of this segment and as per the quantitative criteria specified under IND AS. The Company has identified the following segments:

Operating Segments:

Industrial Chemical Segment comprises Glycols, Specialty Chemicals, Natural Gum & other related goods etc.

Liquor Segment comprises manufacture and sale of Ethyl Alcohol (Potable).

Nutraceutical (Previously termed as Herbal) comprises manufacture and sale of Nutraceutical Products

Information about Operating Segments for the year ended March 31, 2019 & March 31, 2018 is as follows:-

(₹ in Lakhs)

Particulars	Industrial Chemicals		Ethyl Alcohol (Potable)		Nutraceutical (previously termed as Herbal)		Unallocable		Total	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
A REVENUE										
1 Gross Segment Revenue (External Customers)	279,789.05	258,454.98	215,557.93	139,277.13	16,393.32	18,468.35	-	-	511,740.31	416,200.46
Inter- Segment	-	-	-	-	-	-	-	-	-	-
Total	279,789.05	258,454.98	215,557.93	139,277.13	16,393.32	18,468.35	1,690.85	2,311.51	511,740.31	416,200.46
2 Other Income									1,690.85	2,311.51
B RESULTS										
1 Segment Result (PBIT)	26,809.00	23,889.41	9,344.01	2,668.63	4,897.65	6,251.55	(5,295.22)	(5,455.08)	35,755.44	27,354.51
2 Share of Profit/(Loss) of Joint Venture									(95.51)	(124.81)
3 Interest Expense (Net)									14,347.99	12,513.92
4a Deferred Tax									8,050.53	5,062.85
4b Taxation provision of earlier year/MAT (Credit) Entitlement									-	0.21
5 Profit after Tax									13,261.41	9,652.72
C Other information:										
1 Segment Assets	297,262.99	268,761.92	26,368.12	23,840.34	30,487.03	27,564.30	24,314.20	21,982.66	378,432.34	342,149.22
2 Segment Liabilities	144,310.24	131,753.86	11,216.97	10,240.78	3,817.49	3,484.64	122,825.00	112,155.45	282,169.70	257,634.73
3 Depreciation and Amortization expenses	6,201.64	6,019.10	263.74	261.59	483.42	431.73	675.48	597.10	7,624.28	7,309.52
4 Capital Expenditure	11,242.38	9,767.33	899.58	38.89	1,933.60	1,518.22	-	-	14,075.56	11,324.44

Information about geographical areas:

(₹ in Lakhs)

Particulars	Domestic		Overseas		Total	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
1. Gross Segment Revenue (External Customers)	425,855.86	323,856.37	85,884.45	92,344.09	511,740.31	416,200.46
Overseas County- wise sales:						
Particulars					2018-19	2017-18
USA					23,642.09	30,550.16
Other Countries					62,242.36	61,793.93
Total					85,884.45	92344.09

There is no transaction with single external customer which amounts to 10% or more of the Company's revenue.

Notes to Consolidated Financial Statements

56. Income Tax:

(A) Amounts recognized in Statement of Profit and Loss (₹ in Lakhs)

Particulars	2018-19	2017-18
Current Income Tax		
- Current year	4,415.51	644.72
- Adjustment in respect of current income tax of earlier year	-	0.21
MAT (Credit) Entitlement	(4,415.51)	(644.72)
Deferred Tax- Relating to origination and reversal of temporary differences	8,050.53	5,062.85
Income tax expense reported in the statement of profit & loss	8,050.53	5,063.06

(B) Income Tax recognised in other comprehensive Income (₹ in Lakhs)

Particulars	2018-19	2017-18
Current Income Tax on Re-measurement losses on defined benefit plans	(0.08)	(29.49)
Total	(0.08)	(29.49)

(C) Reconciliation of effective tax rate (₹ in Lakhs)

Particulars	2018-19	2017-18
Accounting profit/(loss) before income tax	21,407.45	14,840.59
At Statutory Income Tax Rate @34.944% (P.Y. 34.608%)	7,480.62	5,136.03
In House R & D expenses	(115.07)	(163.66)
Related to Property, Plant & Equipment	(105.79)	16.74
Deferred tax Related to house property	(1.09)	(3.11)
Others	225.91	39.03
DTA/(DTL) not recognized in subsidiary companies	565.95	38.03
Income Tax expense/(income) reported in Statement of P&L Account	8,050.53	5,063.06

(D) Reconciliation of deferred tax liabilities, net (₹ in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Opening Balance	25,261.89	20,814.27
Deferred Tax expense recognised in :-		
Statement of profit & loss	8,050.53	5,062.85
Other comprehensive income	(0.08)	29.49
MAT Credit Entitlement	(4,415.51)	(644.72)
Closing balance	28,896.69	25,261.89

The subsidiary Companies have been incurring taxable losses and deferred tax assets (net) amounting to ₹ 3,375.78 Lakhs (Previous Year ₹ 3,941.74 Lakhs) has not been recognized based on prudence by the subsidiary companies.

Notes to Consolidated Financial Statements

57. Additional Information as required under schedule III of the Companies Act, 2013, of the enterprises consolidated as subsidiary & Joint Ventures for the Year 2018-19

(₹ in Lakhs)

Sl. No	Name of the entity	Net Assets (i.e., total assets minus total liabilities)		Share in profit or (loss)		Other Comprehensive Income		Total Comprehensive Income	
		As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount
A	Parent								
	India Glycols Limited	111.61%	107,441.39	111.76%	14,820.98	-0.74%	0.15	111.93%	14,821.13
B	Subsidiaries								
(a)	Indian								
1	Shakumbari Sugar & Allied Industries Limited (SSAIL)	-13.61%	(13,101.48)	-12.00%	(1,591.57)	-74.89%	15.09	-11.91%	(1,576.48)
2	IGL Finance Limited	0.28%	270.96	2.52%	334.38	0.00%	-	2.53%	334.38
(b)	Foreign								
1	IGL Chem International PTE LTD	-0.39%	(375.33)	-0.25%	(33.35)	105.41%	(21.24)	-0.41%	(54.59)
2	IGL Chem International USA LLC	-0.40%	(389.37)	-1.28%	(169.99)	89.38%	(18.01)	-1.42%	(188.00)
(C)	Minority Interest is insignificant and immaterial, hence not considered								
(D)	Joint Venture (as per Equity Consolidation Method)								
(a)	Indian								
	Kashipur Infrastructure and Freight Terminal Private Limited (KIFTPL)	2.51%	2,417.26	-0.72%	-95.51	0.00%	-	-0.72%	-95.51
	Eliminations	0.00%	-0.79	-0.03%	-3.53	-19.16%	3.86	0.00%	0.33
	TOTAL	100.00%	96,262.64	100.00%	13,261.41	100.00%	-20.15	100.00%	13,241.26

As per our report of even date
For K N Gutgutia & Co.
Chartered Accountants
Firm Registration no. 304153E

B.R.Goyal
Partner
Membership Number 12172

Place : Noida, UP
Date : May 21, 2019

U. S. Bhartia
Chairman and Managing Director
DIN - 00063091

Rakesh Bhartia
Chief Executive Officer

M. K. Rao
Executive Director
DIN - 02168280

Anand Singhal
Chief Financial Officer

Ankur Jain
Company Secretary



INDIA GLYCOLS LIMITED

CIN: L24111UR1983PLC009097

Registered Office : A-1, Industrial Area, Bazpur Road, Kashipur-244 713, Distt. Udham Singh Nagar, Uttarakhand

Phone: +91 5947-269000, 269500, Fax: +91 5947-275315, 269535

Website: www.indiaglycols.com, E-mail: compliance.officer@indiaglycols.com

PROXY FORM

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

Name of the member(s):	Email Id:
Registered address:	Folio No./Client Id:
	DP Id:

I/We, being the member(s) of shares of the above named Company hereby appoint:

- 1) _____ of _____ having email id _____ or failing him/her
- 2) _____ of _____ having email id _____ or failing him/her
- 3) _____ of _____ having email id _____

and whose signature (s) are appended below as my / our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on **Thursday, 22nd August, 2019 at 11:00 A.M. at A-1, Industrial Area, Bazpur Road, Kashipur-244 713, District Udham Singh Nagar, Uttarakhand** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	FOR	AGAINST
ORDINARY BUSINESS			
1.	Adoption of audited financial statements (including the consolidated financial statements) for the financial year ended 31 st March, 2019, together with the report of the Board of Directors and Auditor's thereon.		
2.	Declaration of dividend of ₹6/- per equity share for the financial year 2018-19.		
3.	Re-appointment of Shri M. K. Rao (DIN: 02168280), who retires by rotation.		
SPECIAL BUSINESS			
4.	Ratification of the remuneration of the Cost Auditor For the Financial Year 2019-20		
5.	Approval of the Remuneration of Shri U. S. Bhartia (DIN: 00063091)		
6.	Approval for the payment of Commission to Non- Executive Directors		
7.	Re-appointment of Shri Pradip Kumar Khaitan (DIN: 00004821) as Independent Director for second term of five years		
8.	Re-appointment of Shri Jagmohan N. Kejriwal (DIN: 00074012) as Independent Director for second term of five years		
9.	Re-appointment of Shri Ravi Jhunjhunwala (DIN: 00060972) as Independent Director for second term of five years		
10.	Re-appointment of Shri Jitender Balakrishnan (DIN: 00028320) as Independent Director for second term of five years		
11.	Approval of raising of funds by way of issue of securities		

Signed this day of2019.

Signature of member

Signature of proxy holder(s)

Affix revenue stamp of not less than ₹1.00

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. Appointing a proxy does not prevent a member from attending the meeting in person, if he/she so wishes.
5. For the resolution, explanatory statement and notes, please refer to the notice of the Annual General Meeting.
6. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
7. In case of joint holder, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



INDIA GLYCOLS LIMITED

CIN: L24111UR1983PLC009097

Registered Office : A-1, Industrial Area, Bazpur Road, Kashipur-244 713, Distt. Udham Singh Nagar, Uttarakhand

Phone: +91 5947-269000, 269500, Fax: +91 5947-275315, 269535

Website: www.indiaglycols.com, E-mail: compliance.officer@indiaglycols.com

ATTENDANCE SLIP

I/We _____ R/o. _____ hereby record my/our presence at the 35th Annual General Meeting of the Company held on **Thursday, the 22nd August, 2019 at 11:00 A.M. at A-1, Industrial Area, Bazpur Road, Kashipur – 244713, Distt. Udham Singh Nagar, Uttarakhand**

DPID* _____

Folio No. _____

Client ID* _____

No. of Shares _____

Note: Please complete this and hand it over at the entrance of the meeting venue.

Signature of shareholder/proxy

*Applicable for investors holding shares in electronic form.

Joint shareholder may obtain additional slip at the venue.

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