GOCL Corporation Limited

Corporate Office
IDL Road, Kukatpally,
Hyderabad 500072, Telangana, India.
T : +91 (40) 23810671-9
F : +91 (40) 23813860, 23700747
E : info@goclcorp.com
W: http://www.goclcorp.com

September 25, 2019

BSE Limited	**National Stock Exchange of India Limited**
Phiroze Jeejeebhoy Towers	Exchange Plaza, C-1, Block G,
Dalal Street	Bandra Kurla Complex
Mumbai- 400 001	Bandra (E), Mumbai- 400 051.
Fax: 022-22723121/2027/2041/2061/3719	Fax: 022-2659 8237/38, 2659 8347/48
Through: BSE Listing Center	**Through: NEAPS**

Dear Sir / Madam,

Annual Report of our Company for the Financial Year 2018-19
Ref: BSE Scrip code-506480, NSE Scrip symbol- GOCLCORP

Please refer to our letter dated 22nd August, 2019 vide which we had submitted the AGM Notice and the Annual Report by way of weblink.

We once again submit the full copy of our Annual Report for 2018-19.

Thanking you.

Yours Faithfully,
For **GOCL Corporation Limited**

A.Satyanarayana
Company Secretary

Encl: a/a

58th

ANNUAL REPORT

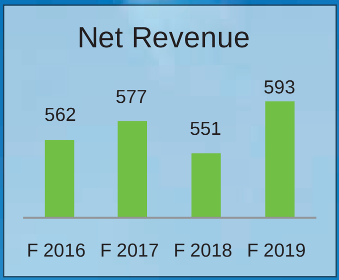
2019

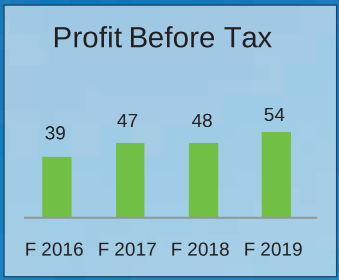
GOCL Corporation Limited

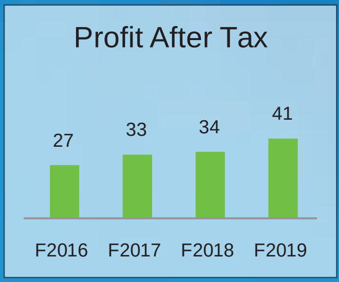
HINDUJA GROUP

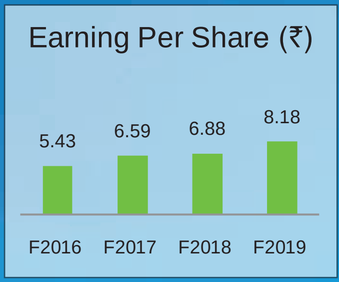
No limits. Only goals.

Consolidated Financials (₹ Cr)









Corporate Information

Board of Directors	
Chairman	Mr. Ajay P Hinduja
Vice Chairman	Mr. Ramkrishan P Hinduja *(upto 16.01.2019)*
Directors	Mr. K. N. Venkatasubramanian *(upto 31.03.2019)* Mr. M. S. Ramachandran Mr. Ashok Kini Ms. Kanchan Chitale Mr. Debabrata Sarkar *(from 30.05.2019)* Mr. Sudhanshu Tripathi *(from 08.02.2019)*
Managing Director	Mr. Subhas Pramanik
Chairman Emeritus	Mr. Sanjay G Hinduja
Board Committees	
Audit Committee	Ms. Kanchan Chitale Mr. K. N.Venkatasubramanian Mr. Ashok Kini Mr. Sudhanshu Tripathi
Stakeholders Relationship	Mr. Ashok Kini Mr. Subhas Pramanik Mr. Sudhanshu Tripathi
Nomination and Remuneration	Mr. M. S. Ramachandran Mr. Ajay P Hinduja Ms. Kanchan Chitale Mr. Sudhanshu Tripathi
Corporate Social Responsibility	Mr. Ashok Kini Mr. K. N. Venkatasubramanian Mr. Ajay P Hinduja Mr. Sudhanshu Tripathi
Safety Review	Mr. M. S. Ramachandran Mr. K. N. Venkatasubramanian Mr. Ashok Kini Mr. Subhas Pramanik
Investment Appraisal & Project Review	Mr. M. S. Ramachandran Mr. Ashok Kini Mr. Sudhanshu Tripathi
Key Managerial Personnel	
Chief Financial Officer Company Secretary	Mr. Ravi Jain Mr. A. Satyanarayana
Bankers	State Bank of India IDBI Bank Limited
Auditors	M/s B S R & Associates LLP Chartered Accountants M/s BS & Company Company Secretaries LLP M/s Narasimha Murthy & Co. Cost Accountants
Registered Office	IDL Road, Kukatpally, Hyderabad-500 072
Corporate Identity Number (CIN)	L24292TG1961PLC000876

Contents

Annual General Meeting (AGM):

Thursday
19th September, 2019
2.30 p.m.
Hyder Mahal, Hotel ITC Kakatiya
Begumpet,
Hyderabad-500016

CHAIRMAN'S MESSAGE

Dear Shareholders,

On behalf of the Board of Directors and the Company, it is my pleasure to present the Annual Report along with the Audited Financial Statements for the year ended March 31, 2019 and also extend a warm welcome to you to the 58th Annual General Meeting of your Company.

Economic Overview

The Indian economy grew at a slower pace in the Financial Year 2018 – 19. GDP growth momentum slowed to 6.8%, lower than previous year (7.2%). This slow down has affected the auto industry, consumer goods and overall consumption. Industrial production contracted in March 2019. The first signs of rural distress have been handled well by the new Government and we expect that the other sectors of the economy would also be receiving attention soon.

The demand for coal has been increasing YoY. Simultaneously the imported components of the demand has also been rising. Coal India production target of 607 mn tonnes was met and revised target of 655 mn tonnes (8%) for FY 20 has been set. In order to activate further, we understand that the Government is planning to divest a part of its holding in 3 subsidiaries of Coal India Limited namely Northern Coalfields, Southern Eastern Coalfields and Mahanadi Coalfields. The decentralization is expected to increase further efficiencies and increase in production. As compared to this optimistic situation in coal production, the metal firms are awaiting a major change in MMRD Act to make iron ore, bauxite, lime stone and manganese ore available for the metal industry.

Globally the tensions over trade issues, Brexit, and Middle East issues are hotting up crude oil prices to higher level. This is expected to pose problems in the Indian economy unless some de-escalation takes place.

Company Operations

The details of the operating businesses i.e., Energetics and Explosives business, Realty business and investments are fully detailed in the Directors Report.

The Board is currently evaluating ways of enhancing shareholder value. As you are aware, your Company holds large parcels of land. Due to the slowdown in the realty sector over the past several years, the monetization of the realty estates has been delayed. However, the construction of a 100 ft. road through the land parcel in Hyderabad has enhanced the Reckoner / market value well beyond the stated book value. This will bring rich rewards in the years to come.

As you are aware on the August 1, 2019 this year, the merger of Houghton International with Quaker Chemical Corporation in the US is completed. Your Company had through its wholly owned subsidiary in UK, HGHL Limited, invested GBP 100,000 in the Group' acquisition project of Houghton. I am pleased to inform you that this investment has turned out well for the Company as – the loan of USD 300 mn for the project supported by mortgage of the Company's land at Hyderabad, has been totally repaid. The merger of Houghton International with Quaker Chemical Corporation in the US will lead to a combination holding global leadership in the process fluids, chemical specialities, and technical expertise to the global primary metal and metal working industries.

Following closing, the Company is a beneficial holder of 427,395 shares of Common Stock in Quaker Houghton Ltd, a New York listed entity and an adjusted cash consideration of USD 12.2 million / INR 84.20 crores (before deduction of the escrow amount). Current attributable market value of the aforesaid Quaker shares is approximately USD 80.3 million / INR 554 crores as on August 1, 2019. The Board is actively looking into appropriate timing for exiting the shares at the highest value. Also the Board is looking at the opportunities for investments that will be value enhancing for your Company in the international market.

The net worth of the Company has increased to Rs. 1080 crores, on consolidated basis, and continues to be debt free.

I am confident of our continued success due to the strength of our teams which strives towards out comes with great energy and efforts. Our drive to deliver innovation-led value makes us distinctive. I take this opportunity to thank our team and express our gratitude to all our stakeholders for their support over the years.

Ajay P Hinduja
CHAIRMAN

August 10, 2019

DIRECTORS

Sanjay G Hinduja
Chairman Emeritus

Ajay P Hinduja
Chairman

Ramkrishan P Hinduja
Vice Chairman
(upto 16.01.2019)

Kanchan Chitale
Independent Director

K. N. Venkatasubramanian
Independent Director
(upto 31.03.2019)

M. S. Ramachandran
Independent Director

Ashok Kini
Independent Director

Subhas Pramanik
Managing Director

Sudhanshu Tripathi
Non - Executive Director
(from 08.02.2019)

Debabrata Sarkar
Independent Director
(from 30.05.2019)

REPORT OF THE BOARD OF DIRECTORS TO SHAREHOLDERS FOR THE YEAR ENDED MARCH 31, 2019

To the Members
of GOCL Corporation Limited

Your Directors have pleasure in presenting their Fifty Eighth Annual Report and Audited Accounts for the year ended March 31, 2019. There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which these financial statements relate and the date of this Report.

1. FINANCIAL RESULTS

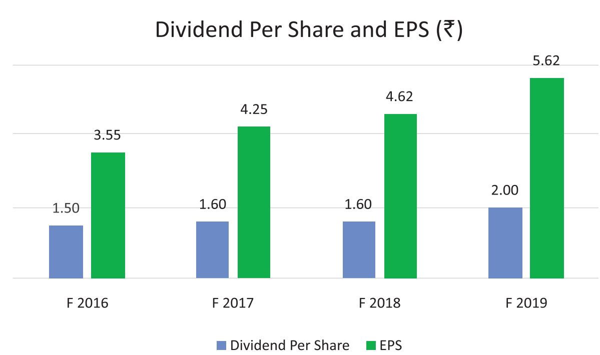
	Consolidated		Standalone	
	2018-19 ₹ Lakhs	2017-18 ₹ Lakhs	**2018-19 ₹ Lakhs**	2017-18 ₹ Lakhs
Profit after providing for Depreciation and before extraordinary items and taxation	**4573.16**	4374.18	**2040.39**	2470.08
Exceptional Items	**817.78**	402.23	**817.78**	407.65
Profit Before Taxation	**5390.94**	4776.41	**2858.17**	2877.73
Taxation:				
Current Tax – Current Year	**1431.24**	1264.25	**326.09**	458.14
Deferred Tax including MAT credit	**(96.15)**	101.38	**(253.94)**	129.46
Profit After Taxation	**4055.85**	3410.78	**2786.02**	2290.13
Other Comprehensive Income	**10465.19**	27863.90	**(9.63)**	27.58
Total Comprehensive Income for the year	**14521.04**	31274.68	**2776.39**	2317.71
Appropriations:				
Interim Dividend	**991.45**	793.16	**991.45**	793.16
Tax on dividend	**201.99**	161.47	**17.88**	-
Transfer to General Reserve		-		-
Balance carried to Balance Sheet	**13327.60**	30320.05	**1767.06**	1524.55
EPS (of Rs. 2/- each)	**8.18**	6.88	**5.62**	4.62

Consolidated Financial Statements

The Consolidated Financial Statements of the Company prepared in accordance with relevant Accounting Standards issued by the Institute of Chartered Accountants of India form part of this Annual Report. These statements have been prepared on the basis of audited financial statements received from the subsidiary companies as approved by their respective Board of Directors. There is no change in the nature of business of the Company or the Subsidiaries.

2. DIVIDEND

The Board had declared on March 26, 2019 an interim dividend of Rs. 2.00 per equity share of face value of Rs. 2 each @ 100% (Final Dividend of 80% for previous year), the Record Date for which was April 9, 2019 and the same was accordingly paid to the Shareholders, out of the profits of the Company for the current year. The Board has decided to treat the interim dividend as the final dividend and hence has not recommended any additional dividend for the year. The interim dividend, excluding tax on dividend aggregating to Rs. 9.92 crores has been given effect to in the financial statements for 2018-19 after setting off the applicable dividend distribution tax.



Inauguration of Digital Flat Panel Detector unit in the presence of Mr. Shailendra Singh, Addl. Secretary, DIPP, GoI and Dr. G K Pandey, Controller of Explosives

Tree Sapling Plantation by Mr. Shailendra Singh during Digital Flat Panel Detector unit Inauguration

Inauguration of New Crystallizers in PETN Crystallization Building - 3

Renovated Filling & Pressing Pant

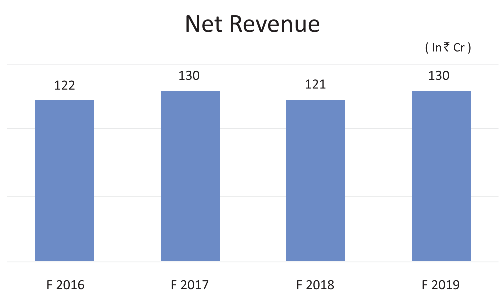
3. CREDIT RATING

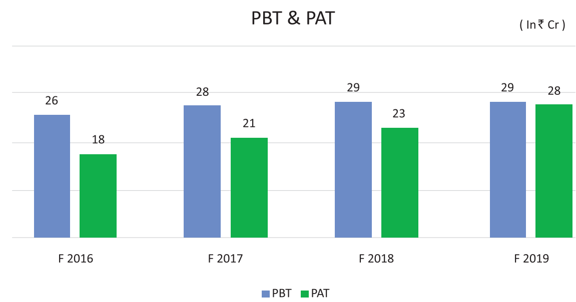
Since the operations have improved, Infomerics Valuation and Rating Private Limited (IVR) has assigned an improved long term rating of IVR A - with Stable Outlook and short term rating of IVR A2+ for the Company and its wholly owned subsidiary IDL Explosives Ltd.

4. OPERATIONS

Standalone

The net income of the Company was Rs. 130 crores (previous year Rs. 121 crores). The profit before exceptional items and taxation was Rs. 20.40 crores (Rs. 24.70 crores). The profit before tax was Rs. 28.58 crores (Rs. 28.77 crores). The profit after provision for current tax of Rs. 3.26 crores and deferred tax of Rs. (2.53) crores was Rs.27.86 crores (Rs. 22.90 crores) resulting in an EPS of Rs. 5.62 for the year (Rs. 4.62).





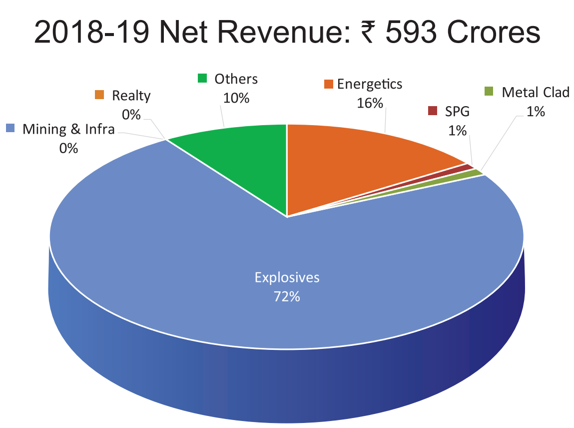
Consolidated

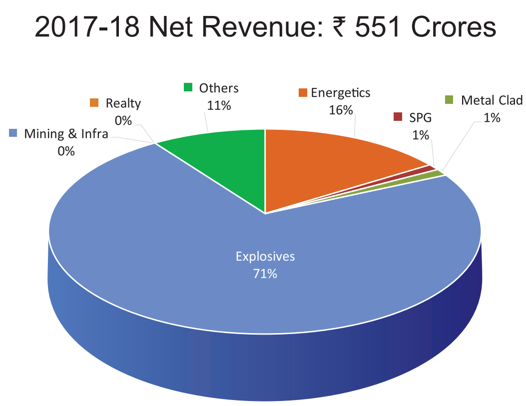
On a consolidated basis, the net Income of the Company was Rs. 593 crores (Rs. 551 crores). Profit after tax was at Rs. 40.56 crores (Rs. 34.11 crores) and EPS of Rs. 8.18 (Rs. 6.88).

The wholly owned subsidiary, IDL Explosives Limited achieved a total Income of Rs 460 crores (Rs. 428 crores). Profit Before Tax was Rs. 30.47 crores (Rs. 21.53 crores). Profit After Tax was Rs. 18.80 crores (Rs.13.88 crores).

5. DIVISIONAL PERFORMANCE

5.1 Business Operations





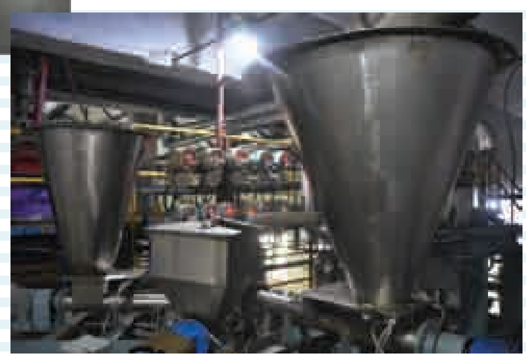
5.2 Energetics

The gross turnover of the Division was Rs. 97.76 crores 6% higher than the previous year despite the lower prices in the tender-driven domestic market.

Production of electric detonators increased by 15% whilst electronic detonator by 21% as compared to the previous year. Detonating fuse which is mainly for the export market was lower due to indents getting delayed from export customers.

Effluent Treatment BIO-Plant at Rourkela

Continuous Emuldyne Plant at Rourkela

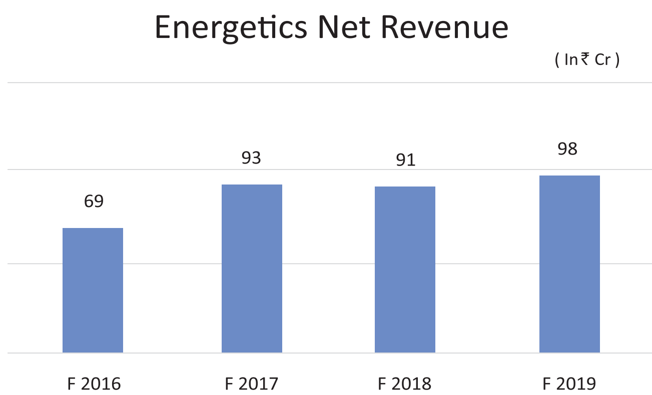


Chief Guest Dr. Ruab Ali, Deputy Chief Controller of Explosives, PESO, Bhubaneswar giving the Best Performer award

Chief Guest Dr. Ruab Ali, Deputy Chief Controller of Explosives, PESO, Bhubaneswar addressing the gathering during National Safety celebrations at Rourkela Plant

The large diameter explosives plant which produces explosives for the local markets around Hyderabad was in line with the previous year whilst pentolite boosters were lower by around 10% due to supply constraints to customers in the North.

New products developed by R&D are currently undergoing production trials and should be ready for meeting customer demands in India and abroad from next year. Testing and authorization by PESO of some of these products is in progress.



Overall the market demand was sluggish on account of slowdown in infrastructure, large mining and irrigation projects..

5.3 Bulk and Cartridge Explosives

Bulk and cartridge explosives are manufactured by IDL Explosives Ltd. a wholly owned subsidiary. Several initiatives taken this year resulted in benefits in this year itself. We have implemented continuous slurry plant at Rourkela and produced more than 16000 MTs of explosives from this plant which increased throughput, with improved consistency of the products. The Rourkela Plant achieved capacity utilization of 102% (36711 Tons against 36000 MT) while the average capacity utilization of the all Bulk Plants was higher. We have crossed sales of one Lakh Tons of Bulk Explosives (1,01,819 Tons) worth Rs 290.36 crores for the first time this year (F19) and growth in value of 11% over previous year. We have received additional Industrial Licenses, increased from 2,03,500 tonnes to 3,31,000 tonnes in F-19, 63% increase over previous year. It will help us to take major orders from PSUs, Institutional, Private sector customers and improve market shares.

5.4 Exports

Exports revenue was Rs 44.32 crores as against Rs 35.26 crores in the previous year, recording a growth of 26% both in the Energetics and IDL Explosives products. The Company established and consolidated new business in Africa. The upgraded packaged Emulsion explosives were successfully launched in the export market giving us additional reach. Fresh initiatives are planned for the coming year with the introduction of new products and entry into new markets / regions.

5.5 Property Development

Bengaluru

'Ecopolis' a mixed-use commercial project, is a joint development project of the Company with Hinduja Realty Ventures Ltd. The Project is located in the projected growth corridor of North Bangalore. The 38.15 acres techpark comprises of SEZ and commercial office space, which will be constructed in phases.

Completed Phase 1 construction of over 14.54 lac sft comprising of office building **'e3'** and Multi Level Car Parking space (MLCP) with a leasable area of over 7.64 lac sft. **'e3'** is a LEED Gold certified building, which is operational with IT/ ITES clients having commenced working in a part of the building. This building has 3 levels of basement to accommodate clients' car parking requirement with ground floor and 10 upper floors. The MLCP is designed as an infrastructure bank, which accommodates DG sets on the ground level, hybrid HVAC chillers on the terrace level and additional carparks in the remainder levels which will cater to three buildings in the campus.

Construction on the second building **'e2'** is also a green building and certified LEED Gold rated with a constructed area of 10.60 lac sft., with a leasable area of over 7.34 lac sft, **'e2'** will be ready for fit-outs in Q4 2019.

Lease has already commenced in the building **'e3'** and revenue streams have started since December 2018.

The Developer is working with international property consultants and local brokers and have received many requirements on behalf of their client for sale or lease and built to suit requirements.

Hyderabad

Hyderabad is steadily growing its IT commercial space, with large campus of IT companies and entry of MNC developers, Real Estate Fund and large Indian developers. According to Oxford Economics, Hyderabad should be the fourth fastest growing city in the world from 2019 to 2035 with GDP growth of 8.5%. Expected to have a positive impact on real estate sector with office demand likely to rise further during the period.

Ecopolis Project at Bengaluru


A view of Block 2 Building


Block 3 & 3A Passageway


A view of Block 2 Entrance


Block 3 Entrance


Block 2 Lobby and inside view

The Company's 100-acre integrated mixed use township is located in Kukatpally which is easily accessible to all the hotspots of the city. This township comprises of IT/ITeS office space, Retail segment, Educational Institution, Hotel, Hospital, Clinics and Residential apartments. The master plan has been redesigned and a detailed design for Phase 1 of the development is currently being developed, part of the scheme has been put up for approval.

6. OVERSEAS HOLDING

The Company through its UK based subsidiary HGHL Holdings Limited, UK holds 10% stake in Houghton International Inc., USA a subsidiary of the Hinduja Group's Gulf Oil International.

Houghton International, had in the month of April 2017 entered into a definitive agreement to merge with Quaker Chemical (NYSE: KWR) to create a global leader in the space of process fluids, chemical specialties, and technical expertise to the global primary metals and metal working industries. The Hinduja conglomerate will be the largest shareholder in the combined public company. On completion of the merger, your Company will be entitled to around 2% in the combined entity.

The merger process is in the last phase of statutory approvals in the USA. The valuation of our holding as at March 31, 2019 stands at Rs. 540.72 crores (Previous year : Rs. 439.72 crores).

Your Company continues to receive commission towards providing security of its property for the loan availed by its wholly owned subsidiary in the UK for the aforesaid acquisition.

7. PROMOTER OF THE COMPANY

Hinduja Power Limited, Mauritius continued to reinforce their confidence in the long term prospects of your Company with their shareholding in the Company at 74.93%.

8. PUBLIC DEPOSITS

The Company has during earlier financial year repaid / prepaid all the public deposits and there were no outstanding public deposits at the beginning of the year under review. The Company has not accepted any public deposits during the year. The Board of Directors of the Company may consider accepting fresh public deposits at the appropriate time, as per the regulatory changes under the Companies Act, 2013.

9. TAXATION

Goods & Services Tax (GST)

During the current financial year all the processes in the SAP system have been stabilized ensuring compliance with GST Act and Rules.

The cash flow position of the Company has improved as a result of free flow of input tax credits by reducing delays in availing credits which had been experienced at the time of introduction of the GST procedures in 2017.

The lead time involved in movement of goods has also improved owing to efficient and integral e-way bills mechanism introduced by the Government in the current financial year.

Odisha Sales Tax

The Sales Tax cases pertain to branch transfer of finished goods from Rourkela factory (since transferred to IDL Explosives Limited as part of the Demerger) situated in the State of Odisha to Coal India Limited subsidiaries in other States.

Writ Petitions for assessment years 1976-77 to 1983-84 were filed in March, 2013 in the Odisha High Court against the order of the Commissioner of Commercial Taxes. The High Court of Odisha has granted stay on the tax re-computation order and the order of Commissioner of Commercial Taxes. The Writ Petitions are pending.

In respect of other assessment years 1998-99, 2002-03, 2004-05 & 2005-06 the petitions are pending before the Odisha Sales Tax Tribunal and Odisha High Court.

10. SUBSIDIARIES

Pursuant to the Scheme of Arrangement sanctioned by the Hon'ble National Company Law Tribunal (NCLT), Hyderabad Bench, two of the wholly owned subsidiaries, namely, IDL Buildware Limited and Gulf Carosserie India Limited stand amalgamated with the Company with effect from November 30, 2018.

The Company at present has two material subsidiaries, of which, one is in India, namely IDL Explosives Limited. The other subsidiary is in the UK, namely, HGHL Holdings Limited and is an SPV, incorporated for the purpose of overseas acquisition of Houghton. The annual performance of the subsidiaries is as under:

- IDL Explosives Limited reported a net profit of Rs. 1879.48 lakhs (Rs. 1388.04 lakhs).
- HGHL Holdings Limited, UK reported a net profit of Rs. 330.73 lakhs (Rs. 565.99 lakhs).

In accordance with section 136 of the Companies Act, 2013, the audited financial statements including consolidated financial statements and related information of the Company and audited accounts of the each of its subsidiaries are available on our website *www.goclcorp.com*. These documents will also be available for inspection till the date of AGM during working hours at our Registered Office. A statement containing salient features of the financial statement of the above subsidiaries are disclosed in Form AOC-1 as **Annexure-A** to this Report.

Release of Safety Handbook by Dr. Rajagopala Rao, Director of Factories, Telangana during 48th NSD Inaugural Function 2019


Safety Pledge during NSD Inaugural Function



Medical and Health Checkup camp at Hyderabad Works



Safe India Drive Training Activities at Rourkela Factory




Senior Management Training Programmes

11. VIGIL MECHANISM / WHISTLE BLOWER POLICY

In terms of the requirements of the Companies Act 2013 and Regulation 22 of Listing Regulations, the Company has a vigil mechanism to deal with instances of fraud and mismanagement, if any. The details of the vigil mechanism are displayed on the website of the Company. The Audit Committee reviews the functioning of the vigil / whistle blower mechanism from time to time. There were no allegations / disclosures / concerns received during the year under review in terms of the vigil mechanism established by the Company.

12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of loans, guarantees, securities and investments made by the Company, most of which are to / in its wholly owned subsidiaries, are in the notes to the financial statements forming part of this report.

13. INVESTOR EDUCATION AND PROTECTION FUND

During the year under review, your Company transferred unclaimed dividend amount (pertaining to dividend for the year 2010-11) to the Investor Education and Protection Fund in compliance with the applicable provisions of the Companies Act 2013. Your Company also transferred during the year 20,787 shares to the IEPF Authority, in respect of which dividend had remained unclaimed for a consecutive period of 7 years.

14. HUMAN RESOURCES / INDUSTRIAL RELATIONS

The Corporate Human Resources Department and Industrial Relations Department at Hyderabad and Rourkela continued to maintain cordial working relations across the spectrum of employees in the Company.

As part of its strategic initiatives, the HR department has carried forward the Leadership program for the Senior Management team and continued to engage them across varied programs related to strategic management aimed at honing their leadership skills. The Management is also introducing Managerial Effectiveness programs for the middle management group to develop the next level of Managers and Leaders in the Company.

In its continuing focus on safety, the Company has conducted several programs on Safety and Safe Working practices for employees in Hyderabad and Rourkela factories. In this regard, programs on Safety, Health, Productivity and Safe Manufacturing practices were conducted at Hyderabad and Rourkela. Training program on Statistical Quality Control, Quality Management were also conducted for new team members and seniors were deputed to attend workshop on National Industrial Security.

As part of new Strategic HR initiatives, a new cadre of technical employees was created in the Company to handle technical roles in manufacturing plants and to develop talent for supervisory roles in manufacturing plants with upgraded processes.

Safety

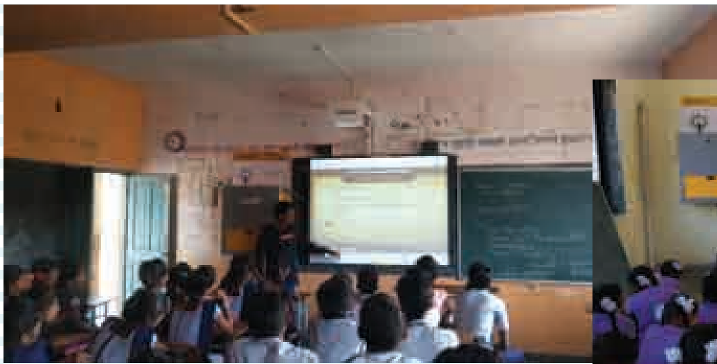
Safety awareness has been enhanced by way of training on safety, health, productivity, quality and implementation of tools like hazard identification, risk assessment. Awareness programs on PESO SETT bar-coding implementation and statutory compliances. Regular training to the employees on GSD's, SOP's, and mock drills on emergency preparedness and mitigation exercises were conducted; in addition to internal and external safety audits and compliances.

Technical papers were presented in workshops on Safety in Explosives Manufacturing & Handling conducted by Explosive Manufacturing Welfare Association (EMWA) in technical collaboration with PESO.

Safety and Security review is being held monthly by the top management. At factories, Central Safety Committee Meetings are being held on quarterly basis to bring out the safety issues from the shop floors and follow-up actions from the previous meetings, Safety performance, actions for improvement and recommendations are reviewed and recorded. Safety walk through audits by cross functional teams, have helped to strengthen the overall safety processes at Hyderabad Works. Hazard Identification & Risk Assessments studies, Hazop studies etc. are part of project management procedures.

The ISO system in the organization was transformed to a new level by implementing the new standards of ISO 9001:2015, ISO 14001:2015 and BS OHSAS 18001 : 2007 certifications, thereby integrating the management systems covering quality, occupational health, safety and environmental standards. Metal Cladding was included in the existing scope of GOCL IMS Certifications.

The Hyderabad factory received the "Certificate of Appreciation" from National Safety Council of India under NSCI Safety Awards 2018 (Manufacturing Sector) for consistent and meritorious Occupational Safety & Health (OSH) performance and implementing effective OSH management systems, practices and procedures in Hyderabad Works Factory. GOCL



Class in session with Audio-Video board donated by GOCL to Chambharshet Ashram, Maharashtra

... Zilla Parishad School, Gorthan, Maharashtra

Sports & Game Kits Donated to Z.P. School, Pimpalshet, Maharastra

Digital Class Rooms donated to Z.P. School, Kundachapada, Thane

Toilets constructed in the School at Tandur, Telangana under CSR Initiative

Multifarious Skill Development Centre in progress at Bartola, Rourkela

is the active member of the National Safety Council Telangana Chapter and has a senior officer as representative on the Executive Committee.

Preventive Health Check-ups

In order to ensure healthy work atmosphere and to create necessary awareness among all the employees on health aspects, the Hyderabad Factories organized several medical camps and preventive medical check-ups with the association of reputed Multi - Specialty and Super Specialty hospitals located in Hyderabad. The camps have been focused on the areas of ophthalmology, cardiology, gynaecology, dental and general medicine, during the year at our Occupational Health Center.

Security

Security was further strengthened at the manufacturing facilities, storage magazines and outer periphery walls at the Company's factory. Installation of security watch towers, strengthening of illumination along the walls, setup of QRT team to attend to any emergencies, strengthening of entry / exit gates, Monthly security review by Plant In-charge in accordance with the Ministry of Home Affairs, New Delhi, recommendations, was undertaken.

Employment Practices & Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company believes in fair employment practices and is committed to provide an environment that ensures that every employee is treated with dignity and respect and is provided equitable treatment. The Company has a large proportion of women in the workforce and has adopted a Policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy. No complaint was received in this regard, during the year.

15. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134 of the Companies Act 2013:

(a) that in the preparation of the annual accounts / financial statements for the financial year ended March 31, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;

(b) that the accounting policies as mentioned in the financial statements were selected and applied consistently and reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the Company for that period;

(c) that proper and sufficient care had been taken 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) that the annual accounts were prepared on a going concern basis;

(e) that proper internal financial controls were in place and that such internal financial controls are adequate and were operating effectively; and

(f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

16. CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

In compliance with Section 135 of the Companies Act 2015 and other applicable provisions, the Company has constituted Corporate Social Responsibility Committee consisting of Mr. Ashok Kini, Chairman of the Committee & Independent Director, Mr. Ajay Hinduja, Non-Executive Director and Chairman of the Company, Mr. K.N.Venkatasubramanian, Independent Director (upto March 31, 2019) and Mr. Sudhanshu Tripathi (effective February 8, 2019) as the other Members of the Committee. The Committee met once during the year and reviewed the policy on Corporate Social Responsibility which includes the objectives, implementation and other issues pertaining to the achievement of the CSR objectives of the Company. The CSR Policy of the Company is displayed on the website of the Company.

The CSR Committee recommended CSR expenditure of Rs. 23.18 lakhs for the year 2018-19 and the same was spent / committed for CSR purposes. The Annual Report on CSR activities is annexed herewith as **'Annexure - B'**.

17. AUDITORS

Statutory / Financial Audit

M/s. BSR & Associates LLP, Chartered Accountants, (ICAI Firm Registration Number: 116231W/ W-100024) was appointed as Auditors of the Company at the 56th Annual General Meeting of the Company held in 2017 for a period of five years from conclusion of the 56th Annual General Meeting subject to ratification by the members at every AGM. However, the Companies (Amendment) Act, 2017 has done away with the requirement of annual ratification of appointment of Auditors. Accordingly, the term of M/s BSR & Associates LLP, will be upto the conclusion of 61st AGM of the Company.

Cost Audit

The Ministry of Corporate Affairs had, vide its Order dated December 31, 2014 directed audit of cost records of the companies covered under the Companies (Cost Records & Audit) Amendment Rules, 2014. The said Order is applicable to the Company, being manufacturer of Detonators, Detonating Fuse, Explosives, etc. Accordingly, the Board of Directors has appointed M/s Narasimha Murthy & Co., Cost Accountants, Hyderabad as the Cost Auditors of the Company.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s BS & Company Company Secretaries LLP, Company Secretaries, Hyderabad to undertake the Secretarial Audit of the Company for the financial year 2018-19. The Report of the Secretarial Audit Report is annexed herewith as **'Annexure - C'**.

There was no qualification, reservation or adverse remark or disclaimer in the auditors report, cost audit report or the secretarial audit report. The Auditors have not reported any frauds.

18. DIRECTORS AND KEY MANAGERIAL PERSONS (KMPs)

During the year, there were some changes in the composition of the Board of Directors and KMPs of the Company.

In accordance with the provisions of the Companies Act 2013 and the Articles of Association of the Company Mr. Ajay P. Hinduja retires by rotation at the 58th Annual General Meeting of the Company and is eligible for re-appointment. The Board recommends his re-appointment.

Mr. Ramkrishan P Hinduja resigned from the Board effective from January 16, 2019 and Mr. Sudhanshu Tripathi was appointed by the Board of Directors on February 8, 2019 in the casual vacancy caused by the resignation of Mr. Ramkrishan P Hinduja. Mr. K.N.Venkatasubramanian resigned from the Board, effective from close of March 31, 2019. Mr. Debabrata Sarkar was appointed as Additional-cum-Independent Director of the Company with effect from May 30, 2019. The Board recommends their appointment.

The number and details of the meetings of the Board and other Committees are furnished in the Corporate Governance Report.

The Independent Directors have furnished declaration of independence under Section 149 of the Companies Act 2013 and Regulation 25 of SEBI (LODR) Regulations, 2015.

Mr. M.S.Ramachandran, Mr. Ashok Kini and Ms. Kanchan Chitale, the Independent Directors who were appointed as Independent Directors in the AGM of 2014 under the Companies Act 2013 would complete their term at the ensuing AGM. The Board therefore recommends that the aforesaid Independent Directors be re-appointed for another term of 5 years or their attaining 75 years of age, whichever is earlier, by passing of a Special Resolution by the Shareholders.

Disclosure of Expertise / Skills of the Board of Directors

The list of core skills / expertise / competencies identified by the Board of Directors of the Company as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board is as under:

The Company, being engaged in manufacture of Energetics, Industrial / Commercial Explosives and Realty businesses and dealing with PSU companies, would require the skills / expertise / competencies in management and leadership experience, functional and managerial experience, manufacturing and marketing; public sector practices; financial management; chemicals and energy industries; etc., which are available with the Board.

Directors' Appointment and Remuneration Policy

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company and formulates the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and the Listing Regulations. The Board has in an earlier year, on the recommendations of the Nomination & Remuneration Committee framed a policy for remuneration of the Directors and Key Managerial Personnel. The objective of the Company's Remuneration Policy is to attract, motivate and retain qualified and expert individuals that the company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interests of Company's stakeholders.

The Non-Executive Directors (NED) are remunerated by way of Sitting Fee for each meeting attended by them and an annual commission on the profits of the Company. Commission to respective non-executive directors is determined on the basis of an objective criteria discussed and agreed upon by the Committee Members unanimously. NEDs are reimbursed any out of pocket expenses incurred by them in connection with the attendance of the Company's Meetings.

Particulars of Employees and Remuneration

The information required under Section 197 (12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **Annexure - D**. The information required under Rule

5 (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in the Annexure forming part of the Report.

None of the employees listed in the said Annexure is related to any Director of the Company.

19. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **'Annexure - E'.**

20. INFORMATION ON STOCK EXCHANGES

The Equity shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited and the Listing Fees have been paid to them uptodate.

21. CORPORATE GOVERNANCE

A detailed report on the subject forms part of this Report. The Statutory Auditors of the Company have examined the Company's compliance and have certified the same as required under the SEBI Regulations. Such certificate is reproduced in this Annual Report.

22. RELATED PARTY TRANSACTIONS

All related party transactions / arrangements that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. During the year under review, there were no material significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel which may have a potential conflict with the interest of the Company at large.

All related party transactions / arrangements, mostly with the wholly owned subsidiaries, are on arm's length basis and are in the ordinary course of business. The Audit Committee / Board reviews all the related party transactions on annual basis. The policy on Related Party Transactions as approved by the Board is displayed on the Company's website.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company. Details of the transactions with Related Parties are provided in the accompanying financial statements.

23. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

Pursuant to a complaint filed before the Competition Commission of India (CCI) by Coal India Limited, CCI had vide their Order dated April 16, 2012 held that the Company had, along with a few other explosive manufacturers, were alleged to have contravened the provisions of Section 3 of the Competition Act 2002. The CCI had on that basis imposed a penalty on the Company of Rs. 29.84crores. The Company had filed an Appeal before the Competition Appellate Tribunal (COMPAT) and the COMPAT had vide its Order dated April 18, 2013, reduced the amount of penalty to Rs. 2.89 crores; The Company has also filled a Civil Appeal in the Supreme Court of India. The matter is subjudice. Based on expert legal advice, the Company believes that it has a good case and expects a favourable decision in the matter.

24. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as **'Annexure - F'.**

25. RISK MANAGEMENT

Details of development and implementation of risk management policy for the Company including identification of elements of risks form part of the Management Discussion and Analysis and Corporate Governance Report.

ACKNOWLEDGEMENTS

Your Directors would like to express and place on record their appreciation for the continued co-operation and support received during the year under review, from the financial institutions, banks, Government of India and various State Government authorities and agencies, customers, vendors and members. Your Directors also place on record their deep appreciation to the employees for their continued dedication, commitment, hard work and significant contributions to the Company in very competitive market conditions. The Directors also thank the Company's investors, business associates, for their continued co-operation and support.

for and on behalf of the Board of Directors

Place : Hyderabad
Date : May 30, 2019

Ajay P. Hinduja
Chairman

MANAGEMENT DISCUSSION AND ANALYSIS

(a) INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company's operating environment consists mainly of mining and infrastructure sectors. Coal mining in the Country was the preserve of Coal India Limited for a long time. The dominant players in the coal mining sector are Coal India Limited and its subsidiaries, Singareni Collieries Company Limited, NLC India Limited. The private players include the Tatas, Reliance, Adani, Jindal among others. However, due to progressive policies of the Union Government, coal mining was opened to private players for captive purposes.

Other minerals mined in the Country include Iron Ore, Limestone, Zinc, Copper, Aluminium, etc. Iron Ore is the basic raw material for the Steel Industry; Limestone is the raw material for Cement Industry. Major players in the non-coal minerals include NMDC, Tatas, Aditya Birla group, Vedanta group and all major Cement companies.

Apart from the mining industry, infrastructure is also a major consuming sector of the commercial explosives. Major players of the infrastructure sector are Larsen & Toubro, NHPC, IRCON and other major construction and infrastructure companies.

The period from 2012-13 to 2016-17 witnessed uncertainties in relation to allotment of mining leases coupled with judicial interventions, resulting in cancellation of certain mining leases. The situation stabilized after the leases were re-allotted under the revised guidelines ensuring transparency and ease of doing business.

Total coal production is expected to touch 819 million tonnes (MT) in FY-20, increase of about 12% over the production of 730 MT in FY-19. Steel production is expected to touch 114 MT in FY-20 increase of 3.7% over FY-19 (110MT) and cement production is expected to touch 372 MT in FY-20 increase of 14.2% over FY-19 (325MT).

Some players in the infrastructure sector such as power companies, road developers are undergoing financial difficulties due to various issues. This has caused the loans extended by banks and financial institutions, to these companies becoming non-performing assets (NPAs). In this background, not many new infrastructure projects are being taken up.

Apart from the above, the Company is a niche player in two other industry segments, namely Metal Cladding and Special Products for Defence and space applications. Unlike commercial explosives, Metal Cladding and Special Products are highly customized, high precision and better margin segments.

The Company is also an emerging player in the area of defence manufacturing, catering to the defence and space applications. The Government of India has been encouraging the domestic companies to undertake production in India under the 'Make in India' initiative. The Company hopes to exploit the opportunities in these areas in the near future.

(b) OPERATIONAL AND FINANCIAL PERFORMANCE

The turnover of the Energetics and Explosives during the year under review increased from Rs. 481 to Rs. 539 crores, registering a growth of 10%. More details are mentioned in the Board's Report.

(c) OUTLOOK FOR THE CURRENT YEAR, OPPORTUNITIES AND THREATS ECONOMIC OUTLOOK

India's GDP has grown at 6.8% in the fiscal year 2018-19, and expected to grow at 7.5% in the following two years, the World Bank has forecast, attributing it to an upswing in consumption and investment. The Bank envisages India to continue to be the fastest growing major economy in the world.

India's 6.8% GDP growth, is mainly because of backlashes in certain sectors of the Indian economy due to demonetization and implementation of the Goods and Services Tax (GST). India's growth outlook is still robust. India is still the fastest growing major economy. With investment picking up and consumption remaining strong, we expect India's economy to expand better than expected with Government initiatives.

India holds a fair advantage in cost of production and conversion costs in steel and alumina. Its strategic location enables convenient exports to developed as well as the fast-developing Asian markets. India produces 95 minerals – 4 fuel-related minerals, 10 metallic minerals, 23 non-metallic minerals, 3 atomic minerals and 55 minor minerals (including building and other minerals). Rise in infrastructure development and automotive production are driving growth in the sector. Power and cement industries are also aiding growth in the metals and mining sector. Demand for iron and steel is set to continue, given the strong growth expectations for the residential and commercial building industry.

India is the 3rd largest producer of coal. Coal production in the Country stood at 730 million tonnes in FY-19. India ranks 4th in terms of iron ore production globally.

Investments/ Developments

- Under the Mines and Minerals (Development and Regulation) Act of 1957, FDI up to 100% under Automatic route is allowed for the mining and exploration of metal and non- metal ores including diamond, gold, silver and precious ores, while FDI up to 100% under Government route is allowed for mining and mineral separation of titanium bearing minerals and its ores.
- The Government of India is taking steps to boost the Country's domestic steel sector and raise its capacity to 300 MT by 2030-31.

Government Initiatives

- FDI caps in the mining and exploration of metal and non-metal ores have been increased to 100% under the automatic route.
- National Mineral Policy 2019 launched for transparency, better regulation and enforcement, balanced social and economic growth into the sector.
- In July 2018, Union Minister of Coal, Railways, Finance & Corporate Affairs launched a mobile application 'Khan Prahari' and Coal Mine Surveillance & Management System (CMSMS) developed by Central Mine Planning and Design Institute (CMPDI).

Energetics and Explosives

There is significant scope for new mining capacities in iron ore, bauxite and coal and considerable opportunities for future discoveries of sub- surface deposits.

Infrastructure projects continue to provide lucrative business opportunities for steel, zinc and aluminum producers. Aluminum production is forecasted to grow to 3.33 million metric tonnes by FY20. Iron and steel make up a core component of the real estate sector.

Rise in infrastructure development and automotive production have been driving growth in the metals and mining sector in India. India has vast mineral potential with mining leases granted for longer durations of 20 to 30 years.

The major areas in mineral production are Coal with a CAGR of 3.70%, Cement 4.81% and Steel 5.17 %. Coal India Limited, the largest producer of Coal has produced 607 MT in F19 and targeting 657 MT in F-20 whereas Singareni Collieries Company Limited has produced 64 MT in F-19 and is expected to produce 85 MT in the next 5 years. The Stripping ratio will rise to more than 7 thereby accelerating the demand for Explosives and Accessories. The Infrastructure Industry with a CAGR of 35% will also witness a quantum jump in demand for Explosives.

OPPORTUNITIES AND THREATS

The Mining industry in India is a major economic activity which contributes significantly to the economy of India. The GDP contribution of the mining industry varies from 2.2% to 2.5% only but going by the GDP of the total industrial sector it contributes around 10% to 11%. Even mining done on small scale contributes 6% to the entire cost of mineral production. The Infrastructure Industry will accelerate the demand for explosives in the coming years as it is expected to grow at CAGR of 35%.

The commercial explosives industry consists of many players including many small players resulting in stiff competition to the detrimental effect to all the players.

We have achieved Sales Revenue growth this year over previous year (F-18) by 15% in CIL, 6% in Infra Industry, 2% in Limestone Sector, 21% in SCCL, 18% in Private Metal, 252% in PSU Coal and 26% in Dealer Segment.

The Energetics Division of our Company along with its 100% subsidiary IDL Explosives Limited (IDLEL) has initiated several projects for upgradation and modification of processes, products and equipments to enhance quality, productivity and safety to create superior value for customer. R&D efforts resulted in production activities, efficiencies and cost savings in several areas.

Several new Coal blocks are coming up in Eastern India where demand of explosives will gear up in F-20. The Company along with IDLEL has Rs. 469 crores worth of orders on hand from domestic customers.

In view of the optimistic economic scenario in the near future, the Company along with IDLEL has set a turnover target of Rs. 680 crores in F-20. We are well placed in the industry. We plan to achieve a CAGR of 16 – 17% in the coming years. With the increase in business planned, CAPEX spends of around Rs. 40 crores are also being increased to meet the objectives.

Our continuing business operations in the Energetics and Explosives, has recorded a growth of about 7% in revenue and 22% in profit margin. Sales volume of Bulk Explosives has crossed the figure of 1 lakh tonnes for the first time. Exports too contributed to the growth during the year. Looking at the economic growth prospects, our wholly owned subsidiary IDLEL has obtained additional industrial licenses for its products, which when implemented, would increase its capacity by more than 50%. Both the Companies continue to upgrade and mechanise their processes and equipment for enhancing quality, productivity and safety. R&D activities are also continuing to develop more efficient and innovative products in the commercial explosives sector as also in Defense and Space applications.

Realty

Year 2018 gross leasing activity across seven major cities in India was 50.0 million sq feet. This was the highest in the last eight years and was driven by buoyancy in leasing in Bengaluru and Delhi-NCR. Compared to 2017, gross leasing increased by 17% as occupiers continued to expand and consolidate. The top three sectors contributing to gross leasing were IT/ITeS at 43% of the total, flexible workplaces 14% and BFSI (banking, finance and insurance) 12%. The average leased area in India, however, declined by 18% from 45,200 sq feet in 2016 to 37,100 sq feet in 2018. Although the number of transactions has increased, the declining average lease size implies shrinking workplaces for increased efficiency with improved per square foot occupancy. New supply declined by 20% compared to 2017 and stood at 26.3 million sq feet in 2018. The delay in completions owing to a slow pace of construction and approvals resulted in the deferment of new supplies. Bengaluru had the highest quantity of new supply at 8.0 million sq feet, followed by Pune at 5.8 million sq feet. In Q4, overall rental values increased by 2.5% yoy across major cities against a backdrop of buoyant leasing and a decline in new supplies. Hyderabad noted the highest increase in rental values at 8% followed by Bengaluru where rents increased by 5%.

Forecast for year 2019 in India is, a total demand for office space is expected to be over 45.7 million sq. feet. The key driver of demand will be likely from the technology sector followed by the banking, financial services and insurance, flexible workspace and consulting sectors. Also expected are substantial new supplies totaling over 51.3 million sq.ft, with major share from Bengaluru, the NCR and Hyderabad in 2019 as developers respond to steady demand. The expected average rents can rise at an average annual rate of 1.7% over 2018 driven by high-quality assets in core locations.

Bangalore Commercial Real Estate Outlook

Bengaluru retained its leading position in office leasing among the seven major cities in India, representing 28% of pan-India leasing volume, 2018 witnessing 14 million sq feet of gross absorption. Demand for Grade A office space in 2018 was driven by expansion and relocation by technology occupiers, accounting for 56% of total leasing volume. Despite a decline in the number of deals in 2018 compared to the previous year, the average lease increased from 48,000 sq feet in 2017 to 55,340 sq feet in 2018. Large deals over 100,000 sq feet constituted around 70% of the total gross leasing in 2018, implying an increase in business confidence. Outer Ring Road (ORR) continued to garner occupier interest resulting in 48% of the total gross leasing in 2018. Other micro-markets that saw notable transaction activity were the Secondary Business District (SBD) with 15%, and the Central Business District (CBD) with 12%. The CBD is gaining traction mainly from flexible workspace operators. Other micro-markets such as Whitefield and North Bengaluru recorded 7% and 6% of gross leasing, respectively.

As per forecast for the year 2019, Bengaluru will continue with an average annual leasing momentum of 14.1 million sq feet. In light of buoyant office demand, developers are launching new projects, the forecast is a robust supply pipeline of 16 million sq ft., project rents to increase by 4.5% compounded annually over 2019-2021 and expect healthy demand in preferred locations to lower the vacancy level to 7.0% by 2021 from the current 8.8%. Also expect infrastructure upgrades such as the six elevated corridors, the steel flyover, the Peripheral Ring Road, a suburban rail network and the ongoing Namma Metro project to ease mobility of commuters at an inter and intra-city level, thus improving regional connectivity and preparing the city for a further expansion of development.

We have been growing our Realty project at Yelahanka, Bengaluru, at a pace to match the development in North Bengaluru. We had planned to develop 5.06 million lakh sqft of area for leasing in the SEZ block of 30 acres. We were able to complete 2 LEED Gold rated buildings and MLCP building. Block 3 which is ready for occupation consists of 14.54 lakhs sqft. We have been receiving offers from several interested parties. One floor of 73,465 sft has already been leased and occupied since December 2018. Block 2 (10.6 lakh sq ft) is awaiting Occupation Certificate.

To be able to minimize the under developed infrastructure in the Yelahanka area, we have already started certain facilitates in the campus such as ATM, Tea / Coffee kiosk and a roof top Cafeteria is in the final stages. These actions would enable prospective clients to finalise their requirements with us. For the balance 15 acres, we are in discussion with several large organizations for built to suit buildings. With the support of international property consultants we are confident of finalising the 30 acres allotted to SEZ areas in the current year.

Hyderabad Real Estate Outlook

Commercial Market

Year 2018 witnessed gross absorption of 6.8 million sq feet, the highest in the last eight years; this outcome reflected heightened leasing activity by IT/ITeS occupiers. Large transactions (deals greater than 1.0 million sq feet) constituted 63% of leasing activity during the year. The IT/ITeS sector continued to be the dominant demand driver, accounting for 87% of transactions, followed by flexible workplace operators at 10%. Although the number of deals transacted in 2018 declined yoy, large size deals pushed the average deal size to almost double to 64,400 sq feet. This indicates rising business confidence of technology occupiers as the city offers requisite talent pool, infrastructure and facilities. Recently, the government announced Vision 2030 for Hyderabad aimed at creating a vibrant business ecosystem not limited to HiTec City, and instead offering a single integrated master plan for the next 20 years. This plan demonstrates the government's conscious effort to enable sustained growth after the notable growth seen over the past few years.

The forecast for the year 2019, indicates that Hyderabad will continue with an average annual leasing momentum of over 6.3 million sq feet. The IT/ITeS sector is likely to stay dominant over 2019-2021; investments by the government should boost demand from the pharmaceutical and biotechnology sectors. More than 38.4 million sqft of Grade A space under development should increase the total office stock by 50% with supply of 9.7 million sq. ft in 2019. SBD rents likely to continue rising driven by premium buildings; new supply is largely pre-committed leaving limited availability, thus average city rents are likely to increase 2.3% annually. Vacancy set to increase gradually to 15% due to the completion of planned projects.

Residential Market

The absence of necessary authority to implement RERA rules in the state has put brakes on new launches in the city. In January 2018, however, the state appointed the RERA Appellate Tribunal and its Authority. What it did for the developers, is that it gave them a window to start work on projects, which had all the necessary approvals, except RERA registration.

Manikonda, Tellapur, KPHB, Bachupally, Narsingi and Kompally are some of the locations which witnessed launches of new housing units in H2 2018. An interesting trend with regards to new launches in the city is the fact that while Hyderabad has always been an affordable housing market compared to more mature markets, this time around affordable housing projects made their entry into the city.

The Hyderabad project has also been delayed due to lack of basic infrastructure and consequent demand for commercial space in our project location. Since this 100 acres being developed are required to follow the Knowledge Park guidelines, wherein commercial and residential activities are needed to be developed simultaneously, the project has not taken off as planned. Certain major residential developments in and around our project site is giving us the needed impetus for start of commercial activities as our project is well connected with 100 ft roads on 3 sides. Certain delays have also happened due to the assembly and parliamentary elections – but these are behind us and we expect to start work soon.

(c) RISKS & CONCERNS AND RISK MANAGEMENT POLICY

The Company has established Enterprise Risk Management system to identify risks on a continual basis and implement mitigation measures proactively including those of its subsidiaries. The Audit Committee periodically reviews the risk management processes of the Company duly assisted by the Company's management committee consisting of senior executives. The risk policy and the framework provide overall guidance in assessing various risks and their mitigation.

The key risks prioritized as above include – external and regulatory environment risks; risk of price erosion due to low entry barriers; risks in evaluation of strategic alliances and capabilities for new business opportunities; dependence on PSU customers with onerous tender conditions; scaling up of exports to highly competitive markets; management of volatile raw material prices and other input costs; impact of certain litigations; and delays in obtaining licences from the authorities. Regular review of these risks is undertaken for defining actions for mitigation of risks.

i) Environmental Risks

Regular safety audits are carried out by internal safety audit teams and at regular intervals by external teams. General Safety Directions (GSDs) are strictly enforced in all plants within the factories to ensure minimization of risk. In addition, strict compliance of the requirements of the Explosives Act and Rules are ensured to protect the exposure of adjacent neighborhoods to the explosives and accessories factories from undue risk. Operations are carried out to comply with emission, waste water and waste disposal norms of the local authorities of the respective factories. In addition, the Hyderabad Factory has implemented the Integrated Management System incorporating ISO 14001 and OHSAS 18001.

ii) Operational Issues

Licensing

The Energetics Division operates a licensed factory in a highly regulated environment. Amendments / revisions in licenses are required for change in production capacities and processes, for launch of new products etc. Any significant delay in such approvals beyond normal time taken by the regulatory authorities may impact the growth prospects of the Company. The Division, therefore, ensures that approvals are applied for well in advance to avoid launch dates / export of products and active follow up is maintained to get approvals in time.

Imported Raw Materials

Timely availability of raw materials, some of which are imported, is critical for continuous plant operations. The Company addresses volatility of major raw materials from global sources, by way of long-term relationships with raw material suppliers.

iii) Market Dynamics

The Company and its wholly owned subsidiary operate in highly competitive markets where competition from pan India players as well as regional players is high. They operate in tender-driven markets, sometimes with onerous and unreasonable performance clauses. Therefore, there is a risk of cost increases not being passed on to ultimate consumers. Any reversal in growth trend in the economy in general and weak monsoons in particular, could affect demand.

Concentration of Customers

The major customers of the Company consist of large PSU where the tendering system is in vogue with the attendant risks. Missing L1 to L3 status in these tenders might result in loss of business opportunities for extended periods for the relevant tender(s).

iv) Financial Risks

Currency Value and Interest Rate Fluctuations

Financial risk management is done by the Finance Department at the various business Divisions and at Corporate Office under policies approved by the Board of Directors. The Company has designed a debt mix policy that also considers natural hedge available to it from its export earnings to mitigate currency fluctuation risks. Policies for overall foreign exchange loss risks and liquidity are regularly reviewed based on emerging trends. Interest risks arising out of financial debt, are normally done at fixed rates or linked to LIBOR and appropriate Bank lending rates. Adverse movement of Rupee from current levels may further impact landed cost of imported materials.

Credit Risk

The Company and its wholly owned subsidiary sometimes sell their products by extending credit to customers, with the attendant risk of payment delays and defaults. To mitigate the risk, a credit risk policy is also in place to ensure that sale of products are made to customers after evaluation of their ability to meet financial commitments through allotment of specific credit limits to respective customers. Credit availability and exposure is another area of risk.

Liquidity Risk

The Company and its wholly owned subsidiary operate in working capital intensive industries. The Company realizes that its ability to meet its obligations to its suppliers and others is linked to timely and regular collection of receivables and maintaining a healthy credit rating. Review of working capital constituents like inventory of raw materials, finished goods and receivables are done regularly by the respective Divisions and closely monitored by Corporate Finance.

v) Legal and Statutory Issues:

Contractual Liability

All major contracts are reviewed / vetted by the in-house Legal Department before the same are executed. In addition, the Company engages the services of reputed independent legal counsels, on need basis. In matters of tax law and other statutory obligations the outcome of litigation cannot always be predicted. Hence, appropriate financial provisions, insurance policies and credit lines are taken to limit the risk for the Company.

Litigation Issues:

The Company is exposed to the risk of litigation of prolonged nature. Apart from the Tax Matters referred to in the Financial Statements, Litigations having a major impact on the Company include those with Udasin Mutt pertaining to leased lands of Hyderabad Works, Competition Commission of India, which are being pursued by the Company with the appropriate Court / Tribunal.

vi) IT Risks

The Company is dependent on intra-office and inter-office networks, as well as several business software operated from the Corporate Office and the business Divisions. Viral attacks, failure of system networks and consequential loss of business is attempted to be minimized by critical systems being operated on secured servers with regular maintenance, regular back up and off-site storage of data, selection of suitable firewall and virus protection systems / software. An IT policy is in place which also addresses IT risk mitigation measures.

vii) Risks in the Realty Business

Market demand and price is a factor of macroeconomic conditions in the Country and varies from city to city as well. The Company's strategy is to entrust development to specialist developer companies who take responsibility for insulating your Company against rise in construction cost. On the other hand, timely completion of projects is a risk which is not fully mitigated and is therefore becomes a matter of close follow up by your Company. The construction industry attracts many local body, state and central regulations. Responsibility for compliance with regulations is owned jointly by your Company and the developer.

The Board through the Audit Committee provides oversight of the risk management processes in the Company and reviews progress of the action plans for the prioritized risks on a regular basis.

(d) INFORMATION TECHNOLOGY

During the year the Company has updated the sub-systems relating to changes in GST, on as-is-where-is basis.

In 2017-18, Company has introduced Business Analytics tool (Business Object) and various Reports and Dashboards were developed to help business in decision making.

The Company understands importance of driving business with Information Technology and does timely investments to support and strengthen IT infrastructure.

(e) INTERNAL CONTROL SYSTEMS

Internal control is a necessary pre-requisite of the principle of governance and the Company believes that freedom should be exercised within a framework of appropriate checks and balances. The robust corporate governance policies established guide the conduct of affairs of your Company and clearly delineates the roles, responsibilities and authorities at each level of its three-tiered governance structure and key functionaries involved in governance. The Company's established Internal and Financial Control (IFC) systems are designed to effectively safeguard the shareholders' investment, stakeholders' interest, financial transactions and Company's assets which have been duly assessed during the year through the Company's internal and externally hired expertise. The IFC system assists the Board and Management to ensure compliance and fulfill all business objectives.

The Company's SAP-ERP system, Risk Management processes, Corporate Policies, Standard Operating Procedures along with its certification in ISO 9001(QMS), ISO 14001(EMS) & ISO 18001 (OHSAS) ensures that quality and control processes in place are operating effectively.

The Company has an independent Internal Audit (IA) Department which provides the Audit Committee and the Board of Directors an independent, objective and reasonable assurance of the adequacy, efficiency and effectiveness of the Organization's risk management; internal, financial and operational controls and corporate governance processes including its subsidiaries on an on-going basis, based on a comprehensive risk-based audit plan approved by the Audit Committee at the beginning of the financial year. The IA function also assesses opportunities for improvement in business processes, systems and controls and provides recommendations designed to add value to the organization in consultation with the Senior Management.

Reports of the internal auditors with corrective actions and good practices as suggested by Statutory Auditors are regularly reviewed by the Management and the Audit Committee and corrective action is initiated to strengthen the controls and enhance the effectiveness of the existing systems. During the year, the Audit Committee met five times to review and discuss the various Internal Audit reports and also review closure of all agreed actions.

(f) DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS

Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, are as under:

Changes in the following ratios - (i) Debtors Turnover, (ii) Inventory Turnover, (iii) Interest Coverage Ratio, (iv) Current Ratio, (v) Operating Profit Margin (%), (vi) Net Profit Margin (%), (vii) Return on Net Worth, as compared to the immediately previous financial year, are not significant. However, the Debt Equity Ratio improved significantly on account of reduction in borrowings and increase in reserves with the addition of retained profit for the year 2018-19.

CAUTIONARY STATEMENT

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand supply conditions, finished goods prices, raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts businesses and other factors such as litigation and labour negotiations. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent development, information or events or otherwise.

Annexure 'A'

FORM AOC - 1

Statement containing salient features of the financial statements of subsidiaries/associate companies/joint ventures

[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014]

Part "A": Subsidiaries

(₹ Lakhs)

S. No.	Particulars	Name of the Subsidiaries		
		HGHL Holdings Ltd, UK		IDL Explosives Ltd
1	Reporting period	Year ended March 31, 2019		
2	Reporting currency and Exchange rate of subsidiaries	INR	USD (Exchange Rate: 1USD = INR 69.1550)	
3	Share capital	110.96	1.60	786.50
4	Reserves & surplus	54440.05	787.22	4064.60
5	Total assets	104178.05	1506.44	20507.26
6	Total Liabilities	104178.05	1506.44	20507.26
7	Investments	54072.34	781.90	-
8	Turnover	-	-	46048.91
9	Profit before taxation	403.54	5.84	3047.58
10	Provision for taxation	75.67	1.09	1168.10
11	Profit after taxation	327.87	4.74	1879.48
12	Proposed Dividend - Equity - Preference			-
13	% of shareholding	100%		100%
14	Date since when it became subsidiary	November 21, 2012		September 22, 2010

Note: Part B of the Annexure is not applicable as there are no associate companies/ joint ventures of the Company as on March 31, 2019.

for and on behalf of the Board of Directors of
GOCL Corporation Limited
CIN : L24292TG1961PLC000876

A. Satyanarayana **Company Secretary**	Ravi Jain **Chief Financial Officer**	S. Pramanik **Managing Director** DIN : 00020414	Ajay P. Hinduja **Chairman** DIN : 00642192

FORM AOC - 2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil
   a) Name(s) of the related party and nature of relationship:
   b) Nature of contracts/arrangements/transactions:
   c) Duration of the contracts / arrangements/transactions:
   d) Salient terms of the contracts or arrangements or transactions including the value, if any:
   e) Justification for entering into such contracts or arrangements or transactions:
   f) Date(s) of approval by the Board:
   g) Amount paid as advances, if any:
   h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188:
2. Details of material contracts or arrangements or transactions at arm's length basis: Nil

During the year, there were no new material related party transactions / arrangements.

for and on behalf of the Board of Directors

Place : Hyderabad
Date : May 30, 2019

Ajay P. Hinduja
Chairman

Annexure 'B'

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1	**A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs.**	GOCL Corporation Limited "GOCL") is inspired and guided by the pioneering thoughts "*My dharma (duty) is to work so that I can give"* of late Shri Parmanand Deepchand Hinduja- Founder of the Hinduja Group. GOCL is a socially responsible corporate and has undertaken and implemented Corporate Social Responsibility (CSR) activities for the upliftment of the economically and socially disadvantaged communities and shall continue to do in future. The prioritized areas for CSR activities of GOCL include Education, Sustainable Development, Health Care and other philanthropic and humanitarian activities. The Company has framed its CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website at the web link: http://www.gulfoilcorp.com/reportspdf/report54e335c075375.pdf
2	**The Composition of the CSR Committee.**	1. Mr. Ashok Kini (Chairman) 2. Mr. Ajay P Hinduja (Member) 3. Mr. K. N. Venkatasubramanian (Member) *(upto 31.3.2019)* 4. Mr.Sudhanshu Tripathi (Member) *(from 26.3.2019)*
3	**Average net profit of the Company for last three financial years.**	Rs. 1158.80 Lakhs
4	**Prescribed CSR Expenditure (two percent of the amount as in item 3 above).**	Rs.23.18 lakhs

5	**Details of CSR spent for the financial year:**	
	a) Total amount to be spent for the financial year:	Rs.23.18 lakhs
	b) Amount unspent, if any:	Nil
	c) Manner in which the amount spent during the financial year:	Please see below:

(₹ in Lakhs)

S. No.	CSR Project or activity identified	Sector in which project is covered	Projects or programs coverage (State/ District)	Amout Outlay (Budget)	Amount spent on the project	Cumulative Expenditure upto the reporting period	Amount spent direct or through implementing agency
1	a) Construction of toilets at Vijaya Vidyalaya High School, Tandur. b) Provision of computers, projector, UPS, text books, furniture, laboratory consumables and other materials.	Education / Rural Develop-ment	Vikarabad District, Telangana State	4.40	4.90	4.90	The amount was spent directly.
2	Innovative Digitial Education Initiative in 5 zilla parishad and residential schools -Provided Interactive Smart Boards and Projectors for imparting teaching in an audio-visual form**;** Public Address System Speakers & Musical Instruments and Sport equipment.	Education / Rural Develop-ment	Palghar District, Maharashtra State	11.00	11.00	11.00	CSR project undertaken through Hinduja Foundation.
3	Construction of rural roads (from Bhavale to Lonad)	Rural Development	Taluka Bhiwandi, Thane District, Maharashtra Sate	9.00	11.30	11.30	The amount was spent directly.
	Total			24.40	27.20	27.20	

6	**In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.**	Not applicable.
7	**A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.**	The implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the company.

for and on behalf of the Board of Directors

Date: May 30, 2019
Place: Hyderabad

S. Pramanik
Managing Director
DIN: 00020414

Ashok Kini
Chairman - CSR Committee
DIN: 00812946

Annexure 'C'

Form No. MR-3

[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]

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

To

The Members,
GOCL Corporation Limited
(Formerly Known as Gulf Oil Corporation Limited)

We were appointed by the Board of Directors of GOCL Corporation Limited ("the Company") to conduct the Secretarial Audit for the financial year ended March 31, 2019.

We have conducted the Secretarial audit in respect of compliance with applicable statutory provisions and the adherence to good corporate practices by the Company. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other documents/ records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 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 March 31, 2019, according to the provisions of:

I. The Companies Act, 2013 (the Act) and the rules made there under;

II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

III. The Depositories Act, 1996 and the Regulations and byelaws framed there under;

IV. The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

   i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

   iii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has identified the following laws, Regulations, Guidelines, Rules, etc., as applicable to the Company:

1. The Factories Act, 1948
2. The Industrial Employment (Standing Orders) Act, 1946
3. The Minimum Wages Act, 1948
4. The Payment of Wages Act, 1936
5. The Payment of Bonus Act, 1965
6. The Employees Provident Funds & Miscellaneous Provisions Act, 1952
7. The Employees State Insurance Act, 1948
8. The Payment of Gratuity Act, 1972
9. The Contract Labour (Regulation & Abolition) Act, 1970
10. The Apprentices Act, 1961
11. The Employment Exchanges (Compulsory Notification of vacancies) Act, 1959
12. The Telangana Factories and Establishments (National Festival and other Holidays) Act, 1974
13. The Telangana Labour Welfare Fund Act, 1987
14. The Maternity Benefit Act, 1961
15. The Employees Compensation Act, 1923
16. The Public Liability Insurance Act, 1991
17. The Industrial Disputes Act, 1947
18. The Equal Remuneration Act, 1976
19. The Telangana Tax on Professions, Trades, Callings and Employments Act, 1987
20. The Air (Prevention and Control of pollution) Act, 1981
21. The Water (Prevention and Control of pollution) Act, 1974
22. The Environment Protection Act, 1986
23. The Telangana Fire Services Act, 1999
24. The Arms Act, 1959
25. The Explosives Act, 1884
26. The Indian Boilers Act, 1923
27. The Petroleum Act, 1934
28. The Indian Electricity Act 2003

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

i. Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. There were changes in the composition of the Board of Directors during the period under review.

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

During the period under review, resolutions were carried through majority. The minutes of the meetings held during the audit period did not reveal any dissenting member's view. As confirmed by the Management, there were no dissenting views expressed by any of the members on any business transacted at the meetings held during the period under review.

Based on the information, documents provided and the representations made by the Company, its officers during our audit process and also on review of the compliance reports of the Company Secretary taken on record by the Board of Directors of the Company periodically, in our opinion, there are adequate systems and processes exist in the Company commensurate with the size and operations of the Company, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has:

i. Received resignation of Mr. KN Venkatasubramanian w.e.f. 31.03.2019 which was duly accepted by the Board.

ii. Appointed Mr. Sudhanshu Kumar Tripathi as Director in casual vacancy caused by Mr. Ramkrishna Prakash Hinduja.

iii. Reconstituted the Committees of the Board pursuant to the changes in the Directors of the Company.

iv. Reviewed and revised the policies of the Company under SEBI (Prohibition of Insider Trading) Regulations, 2015 and Corporate governance.

for BS & Company, Company Secretaries LLP

Date: May 17, 2019
Place: Hyderabad

K.V.S. Subramanyam
Designated Partner
C P No.: 4815
FCS No.: 5400

NOTE: This report is to be read with our letter of even date which is annexed as ***'Annexure'*** and forms an integral part of this report.

'Annexure'

To,
The Members,
GOCL Corporation Limited
(Formerly Known as Gulf Oil Corporation Limited)

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

1. Maintenance of Secretarial records 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 applicable laws, rules and regulations etc.

5. The compliance of the provisions of Companies Act, 2013 and other applicable laws, Rules, Regulations, secretarial standards issued by ICSI is the responsibility of the 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.

7. We further report that, based on the information provided by the Company, its officers, authorized representatives during the conduct of the audit and also on the review of quarterly compliance report by the respective departmental heads/ Company Secretary/ Managing Director taken on record by the Board of the Company, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like labour laws & Environment laws and Data protection policy.

8. We further report that the compliance by the Company of applicable fiscal laws like Direct & Indirect tax laws have not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

for BS & Company Company Secretaries LLP

Date: May 17, 2019
Place: Hyderabad

K.V.S. Subramanyam
Designated Partner
C P No.: 4815
FCS No.: 5400

Annexure 'D'

Disclosures Pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

1. The percentage increase in remuneration of each Director, Chief Financial Officer (CFO), Chief Executive Officer, Company Secretary (CS), or Manager, if any, in the financial year: The ratio of remuneration of each Director to the Median Remuneration of all employees of the Company for the financial year, who were on the payroll of the Company and the percentage increase in remuneration of the Directors during the financial year 2018-19 are given below:

Non-Executive Directors	Ratio to Median	Percentage Increase (+) / Decrease (-) in Remuneration
Mr.Ajay P Hinduja	3.97	3.89
Mr.Ramkrishan P Hinduja	0.00	0.00
Mr.K.N. Venkatasubramanian	2.52	16.89
Mr.M.S.Ramachandran	2.80	12.10
Mr.Ashok Kini	2.99	-6.15
Ms.Kanchan Chitale	2.84	20.17
Mr. Sudhanshu Kumar Tripathi	0.89	N.A

Managing Director	Ratio to Median	Percentage Increase(+)/ Decrease (-) in Remuneration
Mr.S.Pramanik	35.59	-2.83

` The percentage of increase in remuneration of CFO and the CS are 11.75% and 7.97% respectively.

2. The percentage increase in the median remuneration of employees in the financial year: 9.50%. The number of permanent employees on the rolls of the Company: 197.

3. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

   The percentage increase in the salaries of employees other than the managerial personnel in the last financial year is 7.04%, as against decrease of 2.75% in the remuneration of the Managing Director (managerial personnel as defined under the Act). The increment given to each individual employee is based on the employee's potential, experience as also their performance and contribution to the Company's progress over a period of time.

4. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

   It is affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other employees, adopted by the Company.

5. Statement of particulars of top 10 employees pursuant to Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forming part of Board's Report for the financial year ended March 31, 2019 are available for inspection at the Registered Office of the Company.

for and on behalf of the Board of Directors

Place : Hyderabad
Date : May 30, 2019

Ajay P. Hinduja
Chairman

Annexure 'E'

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

[Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A. CONSERVATION OF ENERGY

i. **Steps taken or impact on conservation of energy:**

a) Introduction of 17W LED Lamps in place of 100W incandescent lamps, in the plant.

b) Improvement of power factor from 0.96 to 0.99

c) Energy saving of 5000 units per month.

ii. **Steps taken by the company for utilising alternate sources of energy**:

Proposals are under discussion for installation of solar energy at corporate office and other locations.

iii. **The capital investment on energy conservation equipments:**

Major capital investment on energy conservation equipment during the year was not made.

B. TECHNOLOGY ABSORPTION:

(i) The efforts made towards technology absorption:

(a) Transfer of technology was absorbed for manufacture of pyro cartridges for missiles and canopy severance system.

(b) Explosive Train was developed for Electronic Fuze.

(c) Missile Ignitors were supplied for obtaining qualification.

(d) Installation of new facilities for manufacture and testing, chemicals lab testing and other testing equipment.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

Efforts mentioned at (i) above are under the 'Make in India' initiative of the Government of India as a measure of import substitution.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

(a) the details of technology imported;	Not Applicable as there was no import of technology during the last three years.
(b) the year of import;	
(c) whether the technology been fully absorbed;	
(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;	

iv) Expenditure on R&D :

(₹ Lakhs)

	2018-19	2017-18
(a) Capital Expenditure	98.98	74.81
(b) Recurring Expenditure	101.81	98.35
(c) Total Expenditure	200.79	173.16
(d) Total Expenditure on R&D as a percentage of total turnover	2.14%	1.93%

C. FOREIGN EXCHANGE EARNINGS & OUTGO:

(₹ Lakhs)

	2018-19	2017-18
Total Foreign Exchange used and earned in terms of actual inflows and actual outflow:		
Used / Outflow	916.86	663.77
Earned / Inflow	3205.73	3129.74

for and on behalf of the Board of Directors

Place : Hyderabad
Date : May 30, 2019

Ajay P. Hinduja
Chairman

Annexure 'F'

FORM NO. MGT.9

EXTRACT OF ANNUAL RETURN AS ON 31.3.2019

[Parsuant to Section 92(3) of the Companies Act 2013 and Rule 12(1) of the Companies (Management and Administrations) Rules 2014].

I. Registration and other Details:

CIN	L24292TG1961PLC000876
Registration Date	April 20, 1961
Name of the Company	GOCL Corporation Limited
Category/Sub-Category of the Company	Public Company Limited by Shares
Address of the Registered Office	IDL Road, Kukatpally, Hyderabad - 500 072, Ph: 040 2381 0671-79, Fax: 040 2381 3860 Email: secretarial@goclcorp.com Website: www.goclcorp.com
Whether Listed Company	Yes
Name, address and contact details of Registrar & Transfer Agent (RTA), if any.	Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 Ph: 040 6716 1776 Email: einward.ris@karvy.com Website: www.karvy.com

II. Principal Business Activities of the Company:

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

Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
Explosives Accessories (Detonators) (For Mining & Industrial Use)	20292	92%

III. Particulars of Holding, Subsidiary and Associate Companies:

Sl. No	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	Hinduja Power Ltd., Mauritius	Registration No. C074885	Holding Company	74.93%	2(46)
2	IDL Explosives Ltd.	U28132TG2010PLC070529	Subsidiary Company	100%	2(87)(ii)
3	HGHL Holdings Ltd., UK	Registration No. 8302976	Subsidiary Company	100%	2(87)(ii)

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

i) **Category-wise Shareholding:**

Category of Shareholders	No. of Shares held at the beginning of the yeart				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a)Individual/HUF									
b)Central Govt.	-	-	-	-	-	-	-	-	-
c)State Govt.(s)	-	-	-	-	-	-	-	-	-
d)Bodies Corporate	-	-	-	-	-	-	-	-	-
e)Banks / FI	-	-	-	-	-	-	-	-	-
f)Any Other…	-	-	-	-	-	-	-	-	-
Sub-Total(A)(1):	-	-	-	-	-	-	-	-	-
(2)Foreign	-	-	-	-	-	-	-	-	-
a)NRIs-Individuals									
b)Other – Individuals	-	-	-	-	-	-	-	-	-
c)Bodies Corporate	37146791	-	37146791	74.93	37146791	-	37146791	74.93	0
d)Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other…	-	-	-	-	-	-	-	-	-
Sub-Total(A)(2):	**37146791**	**-**	**37146791**	**74.93**	**37146791**	**-**	**37146791**	**74.93**	**0**
Total Shareholding of Promoters(A)=(A)(1)+(A2)	**37146791**	**-**	**37146791**	**74.93**	**37146791**	**-**	**37146791**	**74.93**	**0**
B. Public Shareholding									
1)Institutions									
a)Mutual Funds / UTI	1469153	-	1469153	2.96	761229	-	761229	1.54	-1.42
b)Banks / FI	921188	120	921308	1.86	922577	120	922697	1.86	0
c)Central Govt.	-	-	-	-	-	-	-	-	-
d)State Govt.(s)	-	149490	149490	0.30	-	149490	149490	0.30	0
e)Venture Capital Funds	-	-	-	-	-	-	-	-	-
f)Insurance Companies	-	-	-	-	-	-	-	-	-
g)FIIs/ FPIs	440979	-	440979	0.89	802531	-	802531	1.62	0.73
h)Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i)Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total(B)(1)	**2831320**	**149610**	**2980930**	**6.01**	**2486337**	**149610**	**2635947**	**5.32**	**-0.69**
(2)Non-Institutions									
a)Bodies Corporate									
i)Indian	1175989	14711	1190700	2.40	1278582	14132	1292714	2.61	0.21
ii) Overseas	-	-	-	-	-	-	-	-	-
b)Individuals									
i)Individual shareholders holding nominal share capital upto Rs. 1 lakh	4807523	459137	5266660	10.62	4863091	405154	5268245	10.63	0.01
ii)Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2411853	119688	2531541	5.11	2699234	0	2699234	5.44	0.33
c) Others (specify)									
NBFC	7125	0	7125	0.01	5361	0	5361	0.01	0

Category of Shareholders	No. of Shares held at the beginning of the yeart				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Foreign Nationals	36193	0	36193	0.08	39193	0	39193	0.07	0
Non-Resident Indians	158879	660	159539	0.33	212982	660	213642	0.43	0.11
Clearing Members	7432	0	7432	0.01	4997	0	4997	0.01	0
Trusts	245579	0	245579	0.50	266366	0	266366	0.54	0.04
Sub-total (B)(2):-	**8850573**	**594196**	**9444769**	**19.06**	**9369806**	**419946**	**9789752**	**19.75**	**0.69**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**11681893**	**743806**	**12425699**	**25.07**	**11856143**	**569556**	**12425699**	**25.07**	**0.00**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**48828684**	**743806**	**49572490**	**100**	**49002934**	**569556**	**49572490**	**100**	-

(ii) Shareholding of Promoters:

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Hinduja Power Limited, Mauritius (HPL)	37146791	74.93	0	37146791	74.93	0	0

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

Particulars	Shareholding at the beginning of the year		Increase / Decrease in shareholding during the year				Cumulative shareholding during the year	
	No. of Shares	% of holding	Date	Reason	No. of shares	%	No. of Shares	% of holding
Hinduja Power Limited, Mauritius	37146791	74.93	0	0	0	0	0	0

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

Sl. no.	Name of the Share Holder	Shareholding at the beggining of the Year		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the company				No of Shares	% of total shares of the company
1	Mirae Asset Emerging Bluechip Fund	980797	1.98	01.04.2017			980797	1.98
			0.00	06.04.2018	267	Decrease	980530	1.98
			0.08	13.04.2018	38167	Decrease	942363	1.90
			0.01	20.04.2018	3290	Decrease	939073	1.89
			0.01	27.04.2018	8498	Decrease	930575	1.88
			0.00	04.05.2018	1037	Decrease	929538	1.88
			0.01	11.05.2018	1801	Decrease	927737	1.87
			0.00	01.06.2018	386	Decrease	927351	1.87
			0.00	15.06.2018	319	Decrease	927032	1.87
			0.01	22.06.2018	2771	Decrease	924261	1.86
			0.00	29.06.2018	1323	Decrease	922938	1.86
			0.00	20.07.2018	131	Decrease	922807	1.86

Sl. no.	Name of the Share Holder	Shareholding at the beggining of the Year		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the company				No of Shares	% of total shares of the company
			0.01	27.07.2018	5534	Decrease	917273	1.85
			0.00	03.08.2018	1350	Decrease	915923	1.85
			0.00	10.08.2018	1246	Decrease	914677	1.85
			0.01	21.09.2018	944	Decrease	913733	1.84
			0.01	19.10.2018	7962	Decrease	905771	1.83
			0.01	26.10.2018	1984	Decrease	903787	1.82
			0.01	02.11.2018	8988	Decrease	894799	1.81
			0.03	09.11.2018	10077	Decrease	884722	1.78
			0.00	16.11.2018	3606	Decrease	881116	1.78
			0.24	30.11.2018	118056	Decrease	763060	1.54
			0.00	07.12.2018	627	Decrease	762433	1.54
			0.00	22.03.2019	1204	Decrease	761229	1.54
				31.03.2019			761229	1.54
2	The New India Assurance Company Limited	722929	1.46	01.04.2018			722929	1.46
				31.03.2019			722929	1.46
3	Dilipkumar Lakhi	707801	1.43	01.04.2018			707801	1.43
			0.00	23.11.2018	542	Decrease	708343	1.43
			0.06	30.11.2018	29980	Decrease	738323	1.49
			0.00	18.01.2019	804	Decrease	739127	1.49
				31.03.2019			739127	1.49
4	HSBC MIDCAP Equity Fund	488356	0.99	01.04.2018			488356	0.99
			0.03	01.06.2018	14439	Decrease	473917	0.96
			0.02	08.06.2018	8955	Decrease	464962	0.94
			0.01	15.06.2018	5584	Decrease	459378	0.93
			0.01	22.06.2018	4551	Decrease	454827	0.92
			0.00	29.06.2018	447	Decrease	454380	0.92
			0.03	20.07.2018	11470	Decrease	442910	0.89
			0.02	07.09.2018	10792	Decrease	432118	0.87
			0.28	05.10.2018	138698	Decrease	293420	0.59
			0.11	12.10.2018	57450	Decrease	235970	0.48
			0.01	02.11.2018	679	Decrease	235291	0.47
			0.01	23.11.2018	6233	Decrease	229058	0.46
			0.13	30.11.2018	66862	Decrease	162196	0.33
			0.11	07.12.2018	52841	Decrease	109355	0.22
			0.10	14.12.2018	49073	Decrease	60282	0.12
			0.00	28.12.2018	134	Decrease	60148	0.12
			0.05	31.12.2018	25448	Decrease	34700	0.07
			0.00	04.01.2019	959	Decrease	33741	0.07
			0.01	11.01.2019	4806	Decrease	28935	0.06
			0.00	18.01.2019	761	Decrease	28174	0.06
			0.01	08.03.2019	5445	Decrease	22729	0.05
			0.01	15.03.2019	4527	Decrease	18202	0.04

Sl. no.	Name of the Share Holder	Shareholding at the beggining of the Year		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the Year	
		No of Shares	% of total shares of the company				No of Shares	% of total shares of the company
			0.01	22.03.2019	1732	Decrease	16470	0.03
			0.03	29.03.2019	16470	Decrease	0	0.00
				31.03.2019			0	0.00
5	Hitesh Satishchandra Doshi	417195	0.84	01.04.2018			417195	0.84
			0.10	12.10.2018	50000	Increase	467195	0.94
			0.10	12.10.2018	50000	Decrease	417195	0.84
				31.03.2019			417195	0.84
6	Govindlal Gilada	386543	0.78	01.04.2018			386543	0.78
			0.01	10.08.2018	6125	Decrease	380418	0.77
			0.11	05.10.2018	56082	Increase	436500	0.88
				31.03.2019			436500	0.88
7	Reliance Value Services Private Limited	350000	0.71	01.04.2018			350000	0.71
				13.04.2018	25000	Increase	375000	0.76
				31.03.2019			375000	0.76
8	New Leaina Investments Limited	347709	0.70	01.04.2018			347709	0.70
			0.70	11.05.2018	347709	Increase	695418	1.40
			0.70	11.05.2018	347709	Decrease	347709	0.70
			0.13	07.12.2018	65228	Increase	412937	0.83
			0.14	14.12.2018	66932	Increase	479869	0.97
			0.04	04.01.2019	19000	Increase	498869	1.01
				31.03.2019			498869	1.01
9	Manish Lakhi	259924	0.52	01.04.2018			259924	0.52
			0.15	12.10.2018	72081	Increase	332005	0.67
				31.03.2019			332005	0.67
10	Girdharilal V Lakhi	205000	0.41	01.04.2018			205000	0.41
				31.03.2019			205000	0.41
11	Chirag Dilipkumar Lakhi	196781	0.40	01.04.2018			196781	0.40
				31.03.2019			196781	0.40

(v) Shareholding of Directors and Key Managerial Personnel:

S. No A	Directors	Shareholding at the beginning of the year		Date	Increase/ Decrease (No. of Shares)	Reason	Cumulative Shareholding During the year	
		No. of Shares	% of total Shares of the company				No. of shares	% of total shares of the company
1	Ajay P. Hinduja	-	-	-	-	-	-	-
2	Ramkrishan P. Hinduja	-	-	-	-	-	-	-
3	Mr.K.N.Venkatasubramanian, Independent Director	4500	0.01	-	-	-	4500	0.01
4	Kanchan Chitale, Independent Director	-	-	-	-	-	-	-

5	Mr.M.S.Ramachandran, Independent Director	900	0.002	05.06.2018 17.08.2018 10.09.2018 28.09.2018 19.10.2018 23.10.2018 26.10.2018 24.12.2018 26.12.2018 04.01.2019 08.01.2019 10.01.2019 24.01.2019 25.01.2019 28.01.2019 29.01.2019 18.02.2019 21.02.2019 22.02.2019 28.02.2019 01.03.2019	200 200 100 200 300 300 262 100 100 100 100 50 70 250 2 100 100 200 400 200 700		1100 1300 1400 1600 1900 2200 2462 2562 2662 2762 2862 2912 2982 3232 3234 3334 3434 3634 4034 4234 4934	0.002 0.003 0.003 0.003 0.004 0.004 0.005 0.005 0.005 0.005 0.006 0.006 0.006 0.006 0.006 0.007 0.007 0.007 0.008 0.008 0.010
6	Ashok Kini, Independent Director	-	-	-	-	-	-	-
7	Sudhanshu Tripathi, Non-Executive Director	-	-	-	-	-	-	-
8	Mr.S.Pramanik, Managing Director	7497	0.015	28.04.2018 15.05.2018 13.06.2018 23.08.2018 10.10.2018	450 175 350 500 120		7947 8122 8472 8972 9092	0.016 0.016 0.017 0.018 0.018
B	**Key Managerial Personnel**							
1	Mr.Ravi Jain, Chief Financial Officer	-	-	-	-	-	-	-
2	Mr.A.Satyanarayana, Company Secretary	1	-	13-06-2018 29-08-2018 03-10-2018 11-01-2019	399 250 350 500		400 650 1000 1500	0.0008 0.0010 0.0020 0.0030

Note: Apart from the aforesaid Directors, no other Director held any shares in the Company during the year.

V. Indebtedness of the Company including interest outstanding / accrued but not due for payment for the year ended 31st March, 2019:

(Rs. in lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	962.62	19.29	-	981.91
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	1.99	-	-	1.99
Total (i+ii+iii)	964.61	19.29	-	983.90
Change in Indebtedness during the financial year				
* Additions				
* Reduction	(488.73)	(19.29)	-	(508.02)
Net Change	(488.73)	(19.29)	-	(508.02)
Indebtedness at the end of the financial year				
i) Prinicipal Amount	474.61	-	-	474.61
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	1.27	-	-	1.27
Total (i+ii+iii)	475.88	-	-	475.88

VI. Remuneration of Directors and Key Managerial Personnel:

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

(Rs. in lakhs)

S. No.	Particulars of Remuneration	FY 2018-19
		Mr. S. Pramanik
		Managing Director
1	Gross salary	114.95
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	19.40
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	10.77
2	Stock Options	-
3	Sweat Equity	-
4	Commission	12.00
	- as a % of profit	-
	- others, specify…	-
Total		157.12
Ceiling as per the Act		238.70

B. Remuneration to other Directors:

i. Independent Directors:

(Rs. in lakhs)

S. No	Particulars of Remuneration	Name of the Director				Total Amount
		Mr.K.N. Venkatasubramanian	Mr.M.S. Ramachandran	Mr.Ashok Kini	Ms.Kanchan Chitale	
1	Fee for attending board / committee meetings	8.70	9.50	10.00	10.00	38.20
2	Commission	2.58	3.13	3.42	2.75	11.88
3	Others, please specify	-	-	-	-	-
Total (B1)		11.28	12.63	13.42	12.75	50.08

ii. Other Non-Executive Directors

(Rs. In Lakhs)

S. No	Name of the Director				Total Amount
	Particulars of Remuneration	Ajay P Hinduja	Ramkrishan P Hinduja	Sudhanshu Tripathi	
1	Fee for attending board / committee meetings	6.00	0.00	4.00	10.00
2	Commission	11.87	0.00	0.00	11.87
3	Others, please specify	-	-	-	-
Total (B2)		17.87	0.00	4.00	21.87
Total (B)=(B1+B2)					71.95
Total Sitting Fees					48.20
Total Commission					23.75
Overall Ceiling as per the Act for payment of commission to Non Executive Directors					-

C. Remuneration to Key Managerial Personnel Other than MD / Manager / WTD

(Rs. In Lakhs)

S. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr.Ravi Jain, Chief Financial Officer	Mr.A.Satyanarayana, Company Secretary	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	81.90	26.72	108.61
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Options	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as a % of profit	-	-	-
	- others, specify…	-	-	-
5	Others, please specify.	-	-	-

VII. Penalties / Punishment / Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding Fees Imposed.	Authority (RD/ NCLD/ COURT)	Appeal made, if any (give Details)
A. COMPANY					
Penalty	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					

for and on behalf of the Board of Directors

Place : Hyderabad
Date : May 30, 2019

Ajay P. Hinduja
Chairman

REPORT ON CORPORATE GOVERNANCE

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [‘SEBI Listing Regulations’] and forming part of the Board’s Report)

1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company will continue to be in the forefront of its diverse interests and sustain growth activities through emphasis on Total Quality Management, adoption of emerging technologies, innovation through research, good corporate governance, adherence to fair business practices and effective use of physical, technological, Research & Development (R&D), information and financial resources, thus fulfilling the aspirations of customers, shareholders, employees and financiers.

2. BOARD OF DIRECTORS

(A) Composition and category of Directors:

The Board of Directors of the Company headed by a Non-executive Chairman consists of the following Directors as on March 31, 2019:

(i) Non-Executive Directors:

(a) Promoter Group	Mr. Ajay P. Hinduja, Chairman
	Mr.Ramkrishan P Hinduja, Vice Chairman *(Upto January 16, 2019)*
(b) Independent	Mr. K. N. Venkatasubramanian *(Upto March 31, 2019)*
	Mr. M. S. Ramachandran
	Mr. Ashok Kini
	Ms. Kanchan Chitale
(c) Non-Executive Non-Independent	Mr. Sudhanshu Tripathi

(ii) Executive Directors:

Managing Director	Mr. Subhas Pramanik

(iii) The composition of the Board is in conformity with SEBI (LODR) Regulations 2015 and meets the stipulated requirements.

(B) Attendance of each director at the Board Meetings, last Annual General Meeting (AGM) and the details of membership(s)/ chairmanship(s) of Directors in other Board and Board Committees:

Name of the Director	Number of Board Meetings Attended	Whether attended last AGM	Number of Memberships of other Boards as on March 31, 2019@	Number of Memberships of other Board Committees*	Number of Chairmanships in other Board Committees*
Mr. Ajay P. Hinduja	5	No	2	0	0
Mr. Ramkrishan P Hinduja	-	No	10	5	0
Mr. K.N.Venkatasubramanian #	6	Yes	5	0	2
Mr. M. S. Ramachandran	6	Yes	8	1	1
Mr. Ashok Kini	5	Yes	6	3	1
Ms. Kanchan Chitale	6	Yes	8	3	4
Mr. Sudhanshu Tripathi^	2	No	4	2	0
Mr. Subhas Pramanik	6	Yes	1	0	0

**As per Regulation 26(b) of SEBI(Listing Obligations and Disclosures Requirements) Regulations, 2015 , Committees considered only Audit Committee and Stakeholders Relationship Committee, excluding that of GOCL Corporation Limited.*

@ Includes private limited companies and companies registered outside India other than GOCL Corporation Limited.

 # Mr. K. N. Venkatasubramanian has resigned from the Board w.e.f. 31.03.2019.

^ Mr. Sudhanshu Tripathi has been appointed as Director of the Company w.e.f February 08, 2019

Other Boards in which Directors* are Members :

Name of the Director	Name of the Company	Position
Mr. Ajay P. Hinduja	Hinduja Automotive Limited	Director
	IndusInd International Holdings	Director
Mr. K.N.Venkatasubramanian	Time Technoplast Limited	Director
	IDL Explosives Limited	Director
	M & B Engineering Limited	Director
	Essar Oil and Gas Exploration And Production Limited	Director
	Essar Oil UK Limited	Director
Mr. M. S. Ramachandran	Supreme Petrochem Limited	Director
	Ester Industries Limited	Director
	International Paper Appm Limited	Director
	Gulf Oil Lubricants India Limited	Director
	ICICI Prudential Life Insurance Co. Ltd	Director
	SOS Children's Village of India	Director
	Houghton International Inc. (USA)	Director
	Infrastructure India PLC (Isle of Man)	Director
Mr. Ashok Kini	FINO Finance Private Limited	Director
	Edelweiss Asset Reconstruction Company Limited	Director
	Gulf Oil Lubricants India Limited	Director
	FINO Paytech Limited	Director
	Nihilent Technologies Limited	Director
	Nihilent Analytics Limited	Director
Ms. Kanchan Chitale	Harkan Management Consultancy Services Pvt.Ltd.	Director
	IndusInd Bank Ltd.	Director
	Gulf Oil Lubricants India Ltd.	Director
	IDL Explosives Limited	Director
	Hinduja Finance Limited	Director
	Hinduja Energy (India) Limited	Director
	Hinduja National Power Corporation Ltd	Director
	Indusind Media & Communications Limited	Director
Mr. Sudhanshu Tripathi	IDL Explosives Limited	Additional Director
	Hinduja Ventures Limited	Director
	Hinduja Leyland Finance Limited	Director
	Ashley Aviation Limited	Director
Mr. Subhas Pramanik	IDL Explosives Limited	Managing Director

@ Includes private limited companies and companies registered outside India other than GOCL Corporation Limited.

**Directors as on March 31, 2019 only are considered for this purpose.*

Other Board Committees in which Directors are Members or Chairperson :

Name of the Director	Name of the Company	Name of the Committee	Position (Chairman/ Member)
Mr. Ajay P. Hinduja	Nil	Nil	Nil
Mr. K.N.Venkatasubramanian	IDL Explosives Limited	Audit Committee	Chairman
	Essar Oil UK Ltd	Audit Committee	Chairman
		Nomination and Remuneration Committee	Chairman
Mr. M. S. Ramachandran	Gulf Oil Lubricants India Ltd.	Nomination & Remuneration Committee	Member
		Stakeholders Relationship Committee	Chairman
	Ester Industries Ltd.	Audit Committee	Member
		Nomination & Remuneration Committee	Chairman
		CSR Committee	Chairman
		Risk Management Committee	Member
	International Paper APPM Ltd.	CSR Committee	Chairman
		Nomination and Remuneration Committee	Member
	ICICI Prudential Life Insurance Co. Ltd	Risk Management Committee	Chairman
		Nomination and Remuneration Committee	Member
	Supreme Petrochem Limited	Risk Management Committee	Member
Mr. Ashok Kini	Gulf Oil Lubricants India Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Chairman
	FINO PayTech Limited	Audit Committee	Chairman
	Edelweiss Asset Reconstruction Company Limited	Audit Committee	Member
	Nihilent Analytics Ltd	Audit Committee	Member
Ms. Kanchan Chitale	IndusInd Bank Limited	Audit Committee	Chairperson
		Nomination & Remuneration Committee	Chairperson
		Special Committee (For Monitoring Large Value Frauds)	Chairperson
		Vigilance Committee	Chairperson
		Compensation Committee	Chairperson
		CSR Committee	Chairperson
	IndusInd Media & Communications Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
	Gulf Oil Lubricants India Limited	Audit Committee	Chairperson
		CSR Committee	Chairperson
	IDL Explosives Limited	Audit Committee	Member
	Hinduja Finance Limited	Nomination & Remuneration Committee	Member
		CSR Committee	Member
		Audit Committee	Member
	Hinduja Energy (India) Limited	Nomination & Remuneration Committee	Member
		Audit Committee	Chairperson
	Hinduja National Power Corporation Ltd	Audit Committee	Chairperson
		Nomination & Remuneration Committee	Chairperson

Mr. Sudhanshu Tripathi	IDL Explosives Limited	Nomination & Remuneration Committee	Member
		Investment and Apprisal Committee	Member
	Hinduja Ventures Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member
	Hinduja Leyland Finance Limited	Stakeholders Relationship Committee	Member
		Nomination and Remuneration Committee	Member
	Ashley Aviation Limited	Committee of Directors	Member
Mr. Subhas Pramanik	Nil	Nil	Nil

** Committees considered all Committees, excluding that of GOCL Corporation Limited.*

Board Agenda

Meetings are governed by a structured agenda. The agenda papers are circulated in advance before each meeting to all the Directors. The Board members, in consultation with the Chairman, may take up any matter for consideration of the Board. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions.

Information placed before the Board:

Apart from the items that are required to be placed before the Board for its approval, the following are also tabled, inter alia, for the Board's periodic review / information, as applicable under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 as amended from time to time:

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly results for the Company and its operating divisions or business segments.
- Minutes of meetings of audit committee and other committees of the board of directors.
- The information on recruitment and remuneration of senior officers just below the level of board of directors, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that may have negative implications on the Company.
- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources/ Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service

such as non-payment of dividend, delay in share transfer etc.

(C) Brief profiles of the Directors being appointed/re-appointed have been given in the AGM Notice, forming part of the Annual Report

(D) Details of Board Meetings held during the Year 2018-19:

Date of the Meeting	Board Strength	No. of Directors Present
May 30, 2018	7	6
August 10, 2018	7	5
September 27, 2018	7	5
November 13, 2018	7	6
February 08, 2019	7	7
March 26, 2019	7	7

(E) Disclosure of relationship between directors inter-se: None of the Directors has any relationship with each other.

(F) Shares held by non-executive Directors:

Mr. K. N. Venkatasubramanian and Mr. M. S. Ramachandran hold 4700 and 4934 equity shares (of Rs. 2/- each) of the Company as on March 31, 2019, respectively and none of the other non-executive directors hold any shares in the Company.

(G) Web-link where details of familiarization programmes imparted to Independent Directors:

Web-link: http://www.gulfoilcorp.com/reportspdf/report59251320a49ed.pdf

CODE OF CONDUCT:

The Board has laid down Code of Conduct for its Directors and Senior Management of the Company. The text of the Code of Conduct is uploaded on the website of the Company - www.goclcorp.com. The Directors and Senior Management personnel have affirmed compliance with the Code applicable to them during the year ended March 31, 2019. The Annual Report of the Company contains a Certificate duly signed by the Managing Director in this regard.

COMPOSITION OF COMMITTEES OF DIRECTORS, TERMS OF REFERENCE AND ATTENDANCE AT THE MEETINGS

The Board has constituted various Committees of Directors to take informed decisions in the best interest of the Company. These Committees monitor the activities falling within their terms of reference. All the recommendations made by Board Committees during the year were accepted by the Board. Minutes of Board Committee meetings are placed before the Board for its information.

3. AUDIT COMMITTEE

The terms of reference of the Audit Committee encompass the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI

Composition of the Board's Committees is as follows:

Classification	Director's Name	Audit	Nomination & Remuneration	Stakeholders Relationship	Safety Review	Investment Appraisal & Project Review	Corporate Social Responsibility
Non – Executive Directors	Mr. Ajay P. Hinduja	■	■	■		■	■
	Mr. Sudhanshu Tripathi	■	■	■		■	■
Independent Directors	Mr. K. N. Venkatasubramanian	■			■		■
	Ms. Kanchan Chitale	✸	■				
	Mr. M.S. Ramachandran		✸		✸	✸	
	Mr. Ashok Kini	■		✸	■	■	✸
Executive Directors	Mr. S. Pramanik			■	■		

■ - Member ✸ - Chairman

(Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

Mandate, Role and Responsibilities of the Audit Committee:

Mandate, Role and Responsibilities of the Audit Committee, are as specified under Section 177 of the Companies Act, 2013, and the Rules made thereunder and Part - C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Regulations and regulatory requirements that may come into force from time to time; any other statutory / regulatory provisions and any other role authorized by the Board of Directors from time to time.

Composition of the Audit Committee as on March 31, 2019:

Name	Designation
Ms. Kanchan Chitale	Chairperson
Mr. K. N. Venkatasubramanian	Member
Mr. Ashok Kini	Member
Mr. Sudhanshu Tripathi	Member

The Audit Committee consists of Independent Directors as members. The Company Secretary of the Company is secretary to the Committee.

Meetings and Attendance:

Four Audit Committee Meetings were held during the year ended March 31, 2019. The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days.

Audit Committee Meetings held during the year 2018-19 and attendance details:

Date of the Meeting	Committee Strength	No. of Directors present
May 29, 2018	3	3
August 09, 2018	3	3
November 13, 2018	3	3
February 08, 2019	3	3
March 26, 2019	4	4

Managing Director, Chief Financial Officer and Head of Internal Audit are permanent invitees in all the Meetings of the Committee.

The Auditors of the Company are invited to join the Audit Committee meetings for discussing the financial results, financial statements and the Annual / Audited Accounts before placing it to the Board of Directors. The Secretarial Auditors and Cost Auditors are also invited for Audit Committee meetings on need base. The Company Secretary acts as the Secretary to the Committee.

4. NOMINATION & REMUNERATION COMMITTEE

The terms of reference of Nomination & Remuneration Committee encompass the requirements of section 178 of Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

The key role of this Committee is as follows:

- Provide oversight on strategic human capital issues.
- Search for, evaluate, shortlist and recommend the incumbent for the position of Managing Director and other Directors and their engagement terms, to the Board.
- Evaluate and approve for appointment candidates recommended by Managing Director for key senior positions.
- Review the succession plan for critical positions and suggest actions.
- Has the responsibility for setting the remuneration for the Managing Director and Whole Time Directors. Review and recommendation of remuneration for the Key Managerial Personnel of the Company. Remuneration in this context includes salary and performance based variable component and any compensation payments, such as retiral benefits or stock options.

Mandate, Role and Responsibilities of the Nomination and Remuneration Committee:

Mandate, Role and Responsibilities of the Nomination and Remuneration Committee are as specified under the Companies Act, 2013, Rules made thereunder and Part - D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time; any other statutory / regulatory provisions and any other role authorized by the Board of Directors from time to time.

Composition of the Nomination and Remuneration Committee as on March 31, 2019:

Name	Designation
Mr. M. S. Ramachandran	Chairman
Mr. Ajay P. Hinduja	Member
Mr. Suhanshu Kumar Tripathi	Member
Ms. Kanchan Chitale	Member

Meetings and Attendance:

Date of the Meeting	Committee Strength	No. of Directors present
May 30, 2018	3	3
February 08, 2019	3	3
March 26, 2019	4	4

Performance evaluation criteria for Independent Directors:

The Nomination and Remuneration Committee of the Board has laid down the criteria for performance evaluation of Independent Directors. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The criteria for performance evaluation are as follows:

Role & Accountability:

- Understanding the nature and role of Independent Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offer constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

Objectivity:

- Non-partisan appraisal of issues.
- Own recommendations given professionally without tending to majority or popular views.

Leadership & Initiative:

- Heading Board Sub-committees.
- Driving any function or identified initiative based on domain knowledge and experience.

Personal Attributes:

- Commitment to role & fiduciary responsibilities as a Board member.
- Attendance and active participation.
- Proactive, strategic and lateral thinking.

Remuneration Policy:

The objective of the remuneration policy is to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve it's strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interest of Company's stakeholders. The policy is made available at the website of the Company at www.goclcorp.com.

5. DETAILS OF REMUNERATION TO DIRECTORS

Details of remuneration to Directors during the year ended March 31, 2019 is given below:

i) For Managing Director:

The total remuneration pursuant to shareholders approval consists of:

- a fixed component – consisting of salary and perquisites
- a variable component by way commission as determined by the Board / Nomination and Remuneration Committee within the limits approved by the shareholders. The elements of remuneration package of Managing Director, are as under:

(Rs. in Lakhs)

Particulars	Managing Director
Salary (Including perquisites)	114.95
Commission	12.00
Contribution to Provident Fund and Superannuation Fund	19.40
Benefits	10.77
Total	**157.12**

Having regard to the fact that there is a global contribution to Gratuity Fund, the amount applicable to an individual employee is not ascertainable and accordingly, contribution to Gratuity Fund has not been considered in the above computation.

Managing Director is under contract of employment with the company with three months' notice period from either side.

There is no severance fee payable to the Managing Director. The Company does not have any stock option scheme.

ii) For Non– executive Directors:

a) The sitting fees paid to the Directors for attending the Board meeting is Rs. 1,00,000/- ; Rs. 50,000/- for attending Audit Committee, Nomination & Remuneration Committee and Investment Appraisal & Project Review Committee respectively; Rs. 20,000/- for attending the meeting of Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Safety Review Committee respectively.

b) Commission is paid to the Non-executive Directors, as approved by the Board/ Nomination & Remuneration Committee and subject to the limits prescribed under Section 197 of the Companies Act, 2013.

(Rs. in lakhs)

Non-executive Directors	Sitting Fees	Commission	Total*
Mr. Ajay P. Hinduja	6.00	11.87	17.87
Mr. Ramkrishan P. Hinduja	Nil	0.00	0.00
Mr. Sudhanshu Tripathi	4.00	0.00	4.00
Mr. K. N. Venkatasubramanian	8.70	2.58	11.28
Ms. Kanchan Chitale	10.00	2.75	12.75
Mr. M. S. Ramachandran	9.50	3.13	12.63
Mr. Ashok Kini	10.00	3.42	13.42
Total	**48.20**	**23.75**	**71.95**

* exclusive of service tax

6. **STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The terms of reference of Stakeholders' Relationship Committee encompass the requirements of section 178 of Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, 2015 as amended.

Composition as on March 31, 2019:

Name	Designation
Mr.Ashok Kini	Chairman
Mr.Subhas Pramanik	Member
Mr. Sudhanshu Tripathi	Member

Mr. A Satyanarayana, Company Secretary is the Compliance Officer of the Company.

Meetings and Attendance:

Date of the Meeting	Committee Strength	No. of Directors present
May 29, 2018	2	2
August 09, 2018	2	2
November 13, 2018	2	2
February 08, 2019	2	2

Mandate, Role and Responsibilities of the Stakeholders' Relationship Committee:

Mandate, Role and Responsibilities of the Stakeholders' Relationship Committee are as specified under Section 178 of the Companies Act 2013, Rules made thereunder and Part - D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time; any other statutory / regulatory provisions and any other role authorized by the Board of Directors from time to time.

The Stakeholders' Relationship Committee specifically looks into redressing of shareholders / investors complaints in matters such as transfer of shares, non-receipt of declared dividends and ensures expeditious share transfer process and also approves issue of duplicate / split share certificates, transmission of shares, etc.

Number of shareholders complaints received during the year	111
Solved to the satisfaction of the shareholders	111
Number of pending complaints	-

7. **CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:**

The terms of reference of Corporate Social Responsibility Committee encompass the requirements of the provisions of Section 135 of the Companies Act, 2013 read with Rules made thereunder.

Key Role of the Committee is as follows:

a. Formulate, review and recommend to the Board, a Corporate Social Responsibility (CSR) Policy which shall indicate the CSR activities to be undertaken by the Company as specified in the Companies Act, 2013;

b. Recommend the amount of expenditure to be incurred on CSR activities; and

c. Monitor the CSR Policy of the Company from time to time.

Mandate, Role and Responsibilities of the Stakeholders' Relationship Committee:

Mandate, Role and Responsibilities of the Corporate Social Responsibility Committee are as specified under Section 135 of the Companies Act 2013, Rules made there under; any other statutory / regulatory provisions and any other role authorized by the Board of Directors from time to time.

Composition as on March 31, 2019:

Name	Designation
Mr. Ashok Kini	Chairman
Mr. K N Venkatasubramanian	Member
Mr. Ajay P Hinduja	Member

Meetings and Attendance:

Date of the Meeting	Committee Strength	No. of Directors present
September 27, 2018	3	2

8. **GENERAL BODY MEETINGS:**

Location, time and venue where last three Annual General Meetings were held:

Financial Year	Location of AGM	Date & Time of AGM
2017-18	Hyder Mahal, Hotel ITC Kakatiya, Begumpet, Hyderabad- 500016	September 27, 2018, 2.30 p.m.
2016-17	Hyder Mahal, Hotel ITC Kakatiya, Begumpet, Hyderabad- 500016	August 29, 2017, 2.30 p.m.
2015-16	Hyder Mahal, Hotel ITC Kakatiya, Begumpet, Hyderabad- 500016	September 22, 2016, 2.30 p.m.

Special Resolutions:

Special resolutions were passed at last three annual general meetings as under:

I) **55th AGM held on September 23, 2016 - Two Special Resolutions.**

a. Issue of Further Capital in supersession of previous resolution.

b. Payment of Managerial Remuneration up to 10% for one managerial person.

II) **56th AGM held on August 29, 2017 - Two Special Resolutions.**

a. Issue of further capital in supersession of previous resolution.

b. Re-appointment of Mr. Subhas Pramanik as Managing Director of the Company.

III) 57th AGM held on September 27, 2018 – One Special Resolution.

a. Issue of further capital in supersession of previous resolution.

IV) During the year, no resolutions were passed through postal ballot.

V) Details of Special Resolution proposed to be conducted through postal ballot.

No Special Resolution is proposed to be conducted through postal ballot.

9. MEANS OF COMMUNICATION

a) Quarterly results:

The quarterly Financial Results of the Company are published in accordance with the requirements of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015.

b) Newspapers wherein results normally published:

The Financial Results of the Company are published in widely circulated newspapers namely Business Standard (English daily all editions) and Andhra Prabha (Telugu daily all editions).

c) Any website, where displayed

The Financial results of the Company are displayed on the Company's website: www.goclcorp.com

d) Whether it also displays official news releases

Official news releases along with quarterly results are displayed on the Company's website: www.goclcorp.com

e) Presentations made to institutional investors or to the analysts.

Presentations are made at regular intervals. Details of presentations made to the investors/analysts are placed on the Company's website: www.goclcorp.com

Financial Calendar (Tentative):

- Unaudited results for 1st quarter of next Financial Year – by August 14, 2019
- Unaudited results for 2nd quarter of next Financial Year – by November 14, 2019
- Unaudited results for 3rd quarter of next Financial Year – by February 14, 2020
- Audited results for next Financial Year – by May 30, 2020

10. GENERAL SHAREHOLDERS INFORMATION:

Annual General Meeting:

Date - September 19, 2019

Venue - Hyder Mahal, Hotel ITC Kakatiya, Begumpet, Hyderabad - 500016

Time - 2.30 p.m

Financial Year - 2018-2019

Dividend for the last three years:

2018-19 : 100% (Interim)

2017-18 : 80%

2016-17 : 80%

Name and address of Stock Exchanges where the shares of the Company are listed:

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra (E), Bandra Kurla Complex
Mumbai - 400 051

BSE Limited – Code: 506480

National Stock Exchange of India Ltd –

Symbol: GOCLCORP

ISIN for the Equity Shares – INE077F01035

The Company has paid listing fee to both Stock Exchanges for the financial year 2019-20.

Market Price Data in respect of the Company's shares on BSE Limited, monthly high and low during the Financial Year 2018-19:

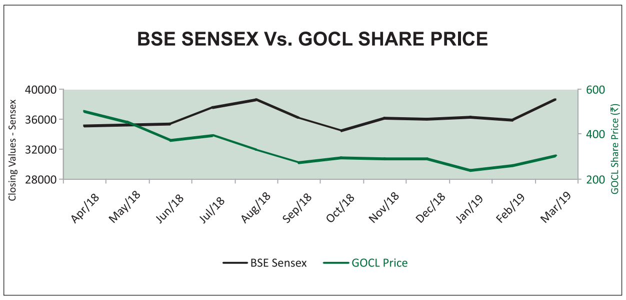
Month & Year	High (Rs.)	Low (Rs.)
April 2018	563.00	497.00
May 2018	514.40	450.00
June 2018	463.55	366.10
July 2018	399.00	320.00
August 2018	411.95	328.75
September 2018	341.00	262.00
October 2018	314.00	261.25
November 2018	305.15	272.05
December 2018	318.90	289.00
January 2019	307.15	225.00
February 2019	276.20	221.05
March 2019	342.90	258.05

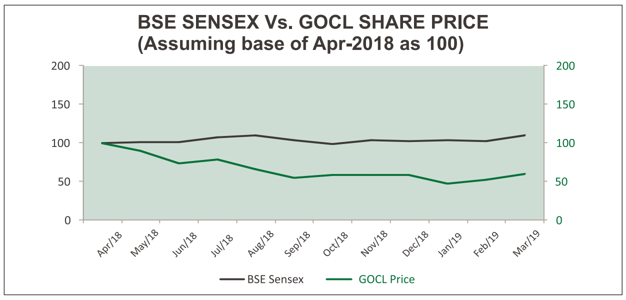
Market Price Data in respect of the Company's shares on National Stock Exchange of India Limited, monthly high and low during the Financial Year 2018-19:

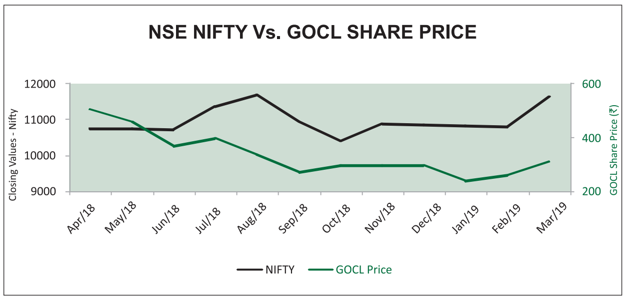
Month & Year	High (Rs.)	Low (Rs.)
April 2018	569.95	493.00
May 2018	515.00	456.00
June 2018	465.00	366.00
July 2018	401.75	316.10
August 2018	409.95	325.25
September 2018	339.85	253.55
October 2018	316.90	257.00
November 2018	311.40	268.00
December 2018	324.85	286.55
January 2019	303.90	233.55
February 2019	276.75	221.55
March 2019	345.95	260.25

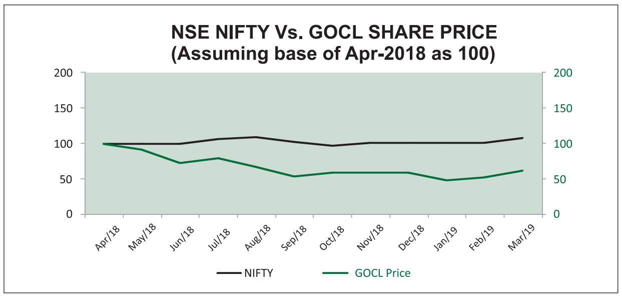
Details of Share Transfer System:

The authority relating to approval of registration of share transfers has been delegated to the Stakeholders' Relationship Committee consisting of Mr. Ashok Kini, Chairman, Mr. Subhas Pramanik, Member and Mr. Sudhanshu Tripathi, Member; and to Karvy Fintech Private Limited, Registrar and Share Transfer Agent (RTA) of the Company, for recording the transfers. However, transmission of shares and issue of duplicate share certificates are processed by RTA with prior approval of the Committee. The Committee has met four times during the year for approving transfers, transmissions, etc. Operations with regard to dematerialization are being complied with, in conformity with the regulations prescribed .









Distribution of Shareholding as on March 31, 2019:

Paid-up share capital	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shares held
Up to 5000	32687	98.88	2676346	5.40
5001- 10000	178	0.54	633502	1.28
10001- 20000	80	0.24	597814	1.21
20001- 30000	32	0.10	397761	0.80
30001- 40000	21	0.06	363692	0.73
40001- 50000	6	0.02	138098	0.28
50001- 100000	24	0.07	871450	1.76
100001& Above	30	0.09	43893827	88.54
Total	**33058**	**100**	**49572490**	**100**

Pattern of Shareholding as on March 31, 2019:

Category	No. of shareholders	No. of shares	% of shareholding
Promoters: **(A)**	**1**	**37146791**	**74.93**
- Mutual Funds	1	761229	1.54
Foreign Portfolio investors	7	802531	1.62
Financial Institutions, Banks & Others	6	922697	1.86
Institutional Investors: **(B1)**	**14**	**2486457**	**5.02**
Central Govt/ State Govt: **(B2)**	**1**	**149490**	**0.30**
Indian Public	32545	7967479	16.07
NBFCs	5	5361	0.01
Bodies Corporate	245	1292714	2.61
Foreign Nationals/NRIs	225	252835	0.51
Clearing Members	21	4997	0.01
Trust(IEPF)	1	266366	0.54
Non-Institutional Investors: **(B3)**			
Public : **(B) = B1+B2+B3**	**33042**	**9789752**	**19.75**
GRAND TOTAL (A+B)	**33058**	**49572490**	**100**

Dematerialization of shares and liquidity:

Out of the total number of shares as aforesaid, 4,90,02,934 shares were dematerialized aggregating to 98.85% of the total paid-up capital of the Company.

The Registrar and Share Transfer Agents are handling all the share transfers and related transactions. As on March 31, 2019, there were no requests pending for demats / overdue beyond the due dates.

Name and Designation of Compliance Officer:
Mr. A. Satyanarayana, Company Secretary.

Plant Locations: Energetics

Energetic Division, IDL Road, Kukatpally, Hyderabad.

Details of addresses for correspondence:

Registered & Corporate Office

GOCL Corporation Limited
IDL Road, Kukatpally
Hyderabad - 500 072, Telangana, India.
Ph – 91 40 23702830
Fax – 91 40 2381 3860
E-mail: secretarial@goclcorp.com
Website: www.goclcorp.com

Registrar and Share Transfer Agents:

Karvy Fintech Private Ltd.
Karvy Selenium Tower B
Plot 31-32, Gachibowli
Financial District, Nanakramguda
Hyderabad –500032
Tel No.040-6716 1606/1776
Fax No.040-23420814
Email : einward.ris@karvy.com

11. OTHER DISCLOSURES

a) **Related Parties:**

In terms of the requirements of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, there were no materially significant related party transactions which may have potential conflict with the interests of the Company. The Company maintains a Register of Contracts containing the transactions, if any in which the directors are interested and same is placed before the Board. Transactions with related parties as required under Accounting Standard 18, Related Party Transactions are disclosed in Note No. 36 forming part of the financial statements.

b) **Strictures and Penalties:**

There were no strictures or penalties imposed on the Company by either Stock Exchanges or SEBI or any Statutory Authority for non-compliance on any matter related to Capital Market during the last three years.

c) **Vigil mechanism / Whistle Blower Policy:**

In terms of the requirements of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. The details of the vigil mechanism are displayed on the website of the Company. The Audit Committee reviews the functioning of the vigil / whistle blower mechanism from time to time. There were no allegations / disclosures / concerns received during the year under review in terms of the vigil mechanism established by the Company. Web-link for the policy for Vigil mechanism / Whistle Blower Policy is http://www.gulfoilcorp.com/reportspdf/report547dad3033e14.pdf

d) **Subsidiaries:**

The Company has one material unlisted Indian Subsidiary, IDL Explosives Limited. Mr. K. N. Venkatasubramanian and Ms. Kanchan Chitale, the Independent Directors and Mr. Sudhanshu Tripathi, the Non-executive Director on the Board of the Company, are also Directors on the Board of IDL Explosives Limited.

Minutes of the Board and other Meetings of the Subsidiaries are placed at the meetings of the Board of Directors of the Company. Annual Financial Statements of subsidiaries are reviewed by Audit Committee and the Board of Directors. Web-link for the policy for determining 'material' subsidiaries is http://www.gulfoilcorp.com/reportspdf/report547dada74faef.pdf

e) **Related Party Transactions:**

Web-link for the Policy on dealing with related party transactions is http://www.gulfoilcorp.com/reportspdf/report5ceb81f307890.pdf

f) **The Disclosures of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:**

Regulation	Particulars of Regulations	Compliance status (Yes/No)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed entity	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligation with respect to Directors and senior management	Yes
27	Other Corporate Governance requirements	Yes
46(2)(b) to (i)	Website	Yes

g) **Certificate from a Company Secretary in Practice**

A certificate from a Company Secretary in Practice stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by SEBI or Ministry of Corporate Affairs or any such statutory authority is enclosed to this report.

h) **Details of non-compliance etc:**

A Statement on Compliance with all Laws and Regulations certified by the Managing Director and Company Secretary is placed at the meeting of the Board of Directors for their review.

i) **Risk Management:**

The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Audit Committee and the Board of Directors review these procedures periodically. Detailed report on Risk Management forms part of the Board's Report.

j) **Audit Fees:**

Given below are the details of fees paid to BSR & Associates LLP, Chartered Accountant, Statutory Auditors of the Company on a Consolidated basis during the Financial Year ended March 31, 2019:

Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network entity (KPMG) of which the statutory auditor (BSR & Associates LLP, Chartered Accountants and KPMG Audit LLC, Isle of Man, are part).

Sl. No.	Particulars	Fees paid in Rs. (Lakhs)
1	Statutory Audit	52.75
2	Limited Review	12.00
3	Tax Audit	4.00
4	Other services	0.80
5	Reimbursement of expenses	0.81
Total		**70.36**

k) **Disclosure under POSH Act :**

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

S. No.	Particulars	No.
1	Number of complaints on sexual harassment received during the year	Nil
2	Number of complaints disposed off during the year	Not Applicable
3	Number of cases pending as on end of the Financial Year	Not Applicable

l) **Compliance of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015:**

The Company has complied with the requirements of Schedule V Corporate Governance Report sub-paras (2) to (10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

m) **CEO and CFO Certification:**

The Managing Director and the CFO have given a Certificate to the Board as contemplated in Schedule - V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is separately annexed.

n) **Preservation of Documents:**

The Company has adopted the policy on preservation of documents in accordance with Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Documents Preservation Policy is available on the website of the Company: http://www.goclcorp.com

o) **Policy on dissemination of information on the Material Events to Stock Exchanges:**

The Company has adopted the policy on dissemination of information on the material events to stock exchanges in accordance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy is available on the website of the Company: http://www.goclcorp.com

p) **Transfer of Shares to Investor Education and Protection Fund:**

As per the provisions of Section 124 of the Companies Act, 2013, shares of the shareholders, who has not claimed dividends for a continuous period of 7 years, shall be transferred to Investor Education and Protection Fund Authority account. Accordingly, the Company has transferred 20,787 equity shares to Investor Education and Protection Fund during the Financial Year ended March 31, 2019.

12. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

All the Independent Directors are associated with the Company for more than 9 years. The Independent Directors are familiar with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes on an ongoing basis. The familiarisation programme along with terms and conditions of appointment of Independent Directors is disclosed on the Company's website http://www.gulfoilcorp.com/reportspdf/report59251320a49ed.pdf

13. SEPARATE MEETING OF INDEPENDENT DIRECTORS

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors, was held on March 26, 2019, as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 . At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors attended/participated in the Meeting of Independent Directors and Mr. K. N. Venkatasubramanian was the Lead Independent Director of that Meeting.

14. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 a Board evaluation process was completed through a process of structured questionnaire and taking into consideration various aspects of the Board's functioning, composition, culture, obligation and governance. The criteria for performance evaluation have been detailed in this Report and is also uploaded on the website of the Company at http://www.goclcorp.com. The Board of Directors expressed their satisfaction with the evaluation process.

15. DISCRETIONARY REQUIREMENTS

a. The Company has separate positions for Chairman and Managing Director.

b. The Company reimburses expenses incurred for maintaining Chairperson's office.

16. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT

(a) Aggregate number of shareholders and the outstanding shares from Rights Issue in 2010, lying in the suspense account at the beginning and end of the year are 16 and 510 respectively.

(b) Number of shareholders who approached the Company for transfer of shares from suspense account during the year - Nil

(c) Number of shareholders to whom shares were transferred from suspense account during the year - Nil

(d) That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

By order of the Board of Directors

Place: Hyderabad
Date: May 30, 2019

Ajay P. Hinduja
Chairman

CEO & CFO COMPLIANCE CERTIFICATE

[Under Regulation 17(8) and Part – B of Schedule-II of SEBI (LODR) Regulations, 2015]

To
The Board of Directors
GOCL Corporation Limited

a) We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2019 and that to the best of our knowledge and belief:

   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   ii. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) There are, to the best of our knowledge and belief, 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 accept responsibility 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 we 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 to the auditors and the Audit Committee:

   i. There were no significant changes in internal control over financial reporting during the year;

   ii. There were no significant changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and

   iii. There were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Hyderabad	S Pramanik	Ravi Jain
May 30, 2019	**Managing Director**	**Chief Financial Officer**

DECLARATION OF CODE OF CONDUCT

[Under Regulation 17(5) and Clause 'D' of Schedule 'V' of SEBI (LODR) Regulations, 2015]

This is to confirm that the board has laid down a code of conduct for all Board Members and senior management personnel of the Company. The code of conduct has also been posted on the website of the Company. It is further confirmed that all Directors and senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended on March 31, 2019 as envisaged in Listing Regulations.

Hyderabad	S. Pramanik
May 30, 2019	**Managing Director**

Secretarial compliance report of GOCL Corporation Limited for the year ended March 31, 2019

We BS & Company Company Secretaries LLP have examined:

(a) All the documents and records made available to us and explanation provided by GOCL Corporation Limited ("the listed entity"),

(b) The filings/ submissions made by the listed entity to the stock exchanges,

(c) Website of the listed entity,

(d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of:

(a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - NA

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - NA

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - NA

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013; - NA

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;
and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S.No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
-	-	-	-

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S.No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
-	-	-	-	-

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S.No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended… (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
-	-	-	-	-

For BS & Company Company Secretaries LLP

Date: 11.05.2019
Place: Hyderabad

D Soumya
Designated Partner
M No: 29312

INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members of GOCL Corporation Limited

This certificate is issued in accordance with the terms of our engagement letter dated May 24, 2019.

We have examined the compliance of conditions of Corporate Governance by GOCL Corporation Limited ("the Company"), for the year ended March 31, 2019, as stipulated in regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time, pursuant to the Listing Agreement of the Company with Stock exchanges.

Management responsibility

The Company's Management is responsible for compliance of conditions of Corporate Governance including the preparation and maintenance of all relevant supporting records and documents as stipulated under the Listing Regulations. This responsibility includes the design, implementation and maintenance of corporate governance process relevant to the compliance of the conditions. Responsibility also includes collecting, collating and validating data and designing, implementing and monitoring of Corporate Governance process suitable for ensuring compliance with the above mentioned Listing Regulations.

Auditor's Responsibility

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

Pursuant to the requirements of the SEBI Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31, 2019.

We conducted our examination of the corporate governance compliance by the Company as per the Guidance Note on Reports or Certificates for Special purposes (Revised 2016), Guidance Note on Certification of Corporate Governance both issued by the Institute of Chartered Accountants of India ("ICAI") and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

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.

Restrictions on Use

This Certificate has been solely issued for the purpose of complying with the aforesaid Listing Regulations and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

for **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 116231W/W-100024

Sriram Mahalingam
Partner
Membership Number: 049642

Place: Hyderabad
Date: May 30, 2019

SECRETARIAL AUDIT REPORT OF MATERIAL SUBSIDIARY

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

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

To,
The Members,
IDL Explosives Limited

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

Based on our verification of the Company's books, papers, minute books, forms, returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 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 **IDL Explosives Limited** ("the Company") for the financial year ended on March 31, 2019 according to the provisions of:

I. The Companies Act, 2013 (the Act) and the rules made there under;
II. The Depositories Act,1996 and the regulations and Bye-laws framed there under;
III. The Industry specific Acts, Labour and other applicable Laws as mentioned in Annexure - I

We have also examined compliance with the applicable clauses of the Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India which the Company is in the process of adopting.

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

We further report that

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

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

During the period under review, resolutions were carried through majority. The minutes of the meetings held during the audit period did not reveal any dissenting member's view. As confirmed by the Management, there were no dissenting views expressed by any of the members on any business transacted at the meetings held during the period under review.

Based on the information, documents provided and the representations made by the Company, its officers during our audit process and also on review of the compliance reports taken on record by the Board of Directors of the Company periodically, in our opinion, there are adequate systems and processes exists in the Company to commensurate with the size and operations of the Company, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The compliance by the Company of the applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed by us since the same have been subject to review by statutory auditors and other professionals.

We further report that following were the major events during the audit period:

- Mr. Subhas Pramanik was re-appointed as the Managing Director of the Company for a period of 3 (Three) years w.e.f. 15-01-2019 to 15-01-2022.
- Mr. Sudhanshu Tripathi was appointed as an Additional Director of the Company w.e.f. 31-01-2019.
- Mr. Debabrata Sarkar was appointed as an Additional Director of the Company w.e.f. 25-03-2019.
- Mr. KN Venkatasubramanian resigned from the Directorship of the Company w.e.f. 31-03-2019.

For BS & Company Company Secretaries LLP
K.V.S. Subramanyam
Designed Partner
FCS No.: 5400, C P No.: 4815

Date: 22.04.2019
Place: Hyderabad

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

Annexure-I
LABOUR AND INDUSTRIAL LAWS

S.NO	NAME OF THE ACT
1.	The Minimum Wages Act, 1948.
2.	The Payment of Wages Act, 1936.
3.	The Payment of Bonus Act, 1965.
4.	The Employees' Provident Funds & Miscellaneous provisions Act, 1952 and E.P.F Scheme, 1952.
5.	The Employees' State Insurance Act, 1948.
6.	The Payment of Gratuity Act, 1972.
7.	The Contract Labour (Regulation and Abolition) Act, 1970.
8.	Apprentice Act, 1961.
9.	Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959.
10.	The Factories Act, 1948.
11.	Industrial Employment (Standing Orders) Act, 1946.
12.	National, Festival and other Holidays Act, 1974.
13.	The Maternity Benefit Act, 1961.
14.	Employees' Compensation Act, 1923.
15.	The Public Liability Insurance Act, 1991.
16.	The Industrial Disputes Act, 1947.

INDUSTRY SPECIFIC ACTS

S.NO	NAME OF THE ACT
1.	Air (Prevention and Control of Pollution) Act, 1981.
2.	Water (Prevention and Control of Pollution) Act, 1974.
3.	Water (Prevention and Control of Pollution) Cess Act, 1977.
4.	Environment Protection Act, 1986.
5.	Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008.
6.	Manufacture storage and import of Hazardous Chemicals Rules, 1989.
7.	Ammonium Nitrate Rules, 2012.
8.	Odisha Fire Service Act, 1999.
9.	Arms Act, 1959 and Rules.
10.	Arms and Ammunition Rules, 1962.
11.	Explosives Act, 1884.
12.	Boilers Act, 1923.
13.	Petroleum Act, 1934.
14.	Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Annexure-II

To,
The Members,
GOCL Corporation Limited

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

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process 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 applicable laws, rules and regulations etc.
5. The compliance of the provisions of Companies Act, 2013 and other applicable laws, Rules, Regulations, secretarial standards issued by ICSI is the responsibility of the 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.
7. We further report that, based on the information provided by the Company, its officers, authorized representatives during the conduct of the audit and also on the review of quarterly compliance report by the respective departmental heads/ Company Secretary/ Managing Director taken on record by the Board of the Company, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like labour laws & Environment laws and Data protection policy.
8. We further report that the compliance by the Company of applicable fiscal laws like Direct & Indirect tax laws have not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

For BS & Company Company Secretaries LLP

Date: 22.04.2019
Place: Hyderabad

K.V.S. Subramanyam
Designed Partner
FCS No.: 5400
C P No.: 4815

TEN YEARS AT A GLANCE

Year	2018-19*	2017-18*	2016-17*	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10
INCOME & DIVIDENDS.										
Turnover	9859.88	8996.52	10851.79	10821.40	11610.24	110022.39	108195.16	100930.40	100102.35	106565.94
Profit Before Tax	2858.17	2,877.73	2779.08	2579.60	4187.16	7882.62	7321.72	7031.23	6702.03	5430.23
Profit After Tax	2786.02	2290.13	2108.53	1760.60	3068.16	5833.62	5298.62	6211.23	5419.03	4507.23
Profit After Tax as percentage of Sales	28.26%	25.46%	19.43%	16.27%	26.43%	5.30%	4.90%	6.15%	5.41%	4.23%
Earings Per Share ₹	5.62	4.62	4.25	3.55	6.19	5.88	5.34	6.26	6.11	6.06
Dividend per fully paid Equity Share ₹	2.00	1.60	1.60	1.50	2.00	2.50	2.20	2.20	2.00	1.80
Dividend	991.45	793.16	793.16	743.59	991.45	2478.62	2181.19	2181.19	1982.90	1338.46

Year	2018-19*	2017-18*	2016-17*	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10
CAPITAL EMPLOYED										
Net Fixed Assets	32784.70	32425.71	32429.43	32318.51	96033.45	100219.56	101213.49	101877.61	43011.36	58103.87
Net working Capital	4784.07	5312.12	4343.52	3603.75	2683.25	27711.92	32023.67	26850.55	10230.27	11388.15
Other Assets	3581.46	3473.18	3795.64	3463.02	3058.78	3379.71	5549.18	5530.73	8768.26	3204.01
Total Capital Employed	39,048.67	38,582.07	36901.12	36039.42	101775.48	131311.19	138786.34	134258.90	62009.89	72696.03

Year	2018-19*	2017-18*	2016-17*	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10
NETWORTH & LOANS										
Shareholder's Funds:										
Capital	991.45	991.45	991.45	991.45	991.45	1982.90	1982.90	1982.90	1982.90	1487.17
Reserves (Equity)	37582.61	36608.71	35863.74	34659.02	99756.66	111396.38	108462.62	105715.88	42297.79	40789.77
Tangible Networth	38,574.06	37,600.16	36855.19	35650.47	100748.11	113379.28	110445.52	107698.78	44280.69	42276.94
Secured Loans	475.88	964.61	-	318.91	935.51	5035.57	9815.49	8457.85	10204.43	17074.51
Unsecured Loans	-	19.29	45.53	70.04	91.86	12896.37	18523.33	18102.28	7524.77	13344.58
Debt Equity	0.013	0.027	0.0012	0.0038	0.01	0.16	0.26	0.25	0.40	0.72
No. of Shareholders at year end	33058	34873	49289	52149	54607	60839	64291	65289	66661	61276

Note: Turnover includes excise duty upto June 30, 2017.
** Financials are updated as per Ind AS.*

INDEPENDENT AUDITOR'S REPORT

To The Members of GOCL Corporation Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of GOCL Corporation Limited ('the Company'), which comprise the standalone Balance Sheet as at March 31, 2019, and the standalone Statement of Profit and Loss (including Other Comprehensive Income),standalone statement of changes in equity and standalone statement of Cash flows for the year ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

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

Key Audit Matters

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

KEY AUDIT MATTER	RESPONSE TO KEY AUDIT MATTER
Revenue recognition Refer note 22 to standalone Ind AS financial statements The Company mainly derives its revenues from sale of energetics and other related products to its domestic and international customers as well as from its property development division. Contract with customers can include complex terms and conditions that may impact the timing and amount of consideration expected to be received in exchange for products or services transferred to customers. There exists a risk of recognizing revenue in an inappropriate accounting period or on a basis not consistent with the underlying terms of the arrangement with the customer. The Company evaluates the terms of individual contracts in order to determine the appropriate timing and amount for revenue recognition. We have identified recognition of revenue as a key audit matter as it involves management judgement and estimation of the timing and amount of revenue recognition and is a key performance indicator.	**Audit Procedures** Our audit procedures in relation to revenue recognition included the following: ➢ Obtaining an understanding of and assessing the design, implementation and operating effectiveness of the Company's key internal controls in relation to revenue recognition. ➢ Inspecting the key customer contracts to identify terms and conditions relating to transfer of control over goods, acceptance, and assessing the Company's timing and revenue recognition with reference to its policies, the requirements of the prevailing accounting standards. ➢ Testing the manual journal entries related to revenue raised during the year and inspecting underlying documentation which were considered to be material or met other specific risk-based criteria. ➢ We have tested the revenue recorded by using statistical sampling, covering different products, locations and customers, by inspecting the relevant underlying documents including customer orders, goods delivery notes and invoices, confirming certain customers' receivable balances at the balance sheet date, selected considering the amount, nature and characteristics of those customers; and ➢ Comparing the sales transactions recognized shortly before and after the balance sheet date with relevant underlying documentation evidencing delivery and acceptance including credit notes issued after that date, to examine whether sales transactions were recorded in the appropriate reporting periods.

Litigations and contingent liabilities	Audit Procedures
Refer to note 35 to standalone Ind AS financial statements The Company is subject to a number of tax litigations and other claims, which could have an impact on the results if the potential exposures were to materialise. The application of accounting standards to determine the amount involved, if any, to be provided as a liability or disclosed as a contingent liability, is inherently subjective. The Company regularly updates and assesses its legal positions with the use of internal and external legal experts. Based on the legal position, the Company estimates and records related accruals at the end of the reporting period which includes assumptions and interpretation of preliminary and pending court rulings. We considered the claims and litigations were important given the size and complexity of the claims, and related uncertainty of the outcomes.	Our audit procedures included the following: ➢ Obtaining an understanding of and evaluating the processes and the internal controls in place for identifying and assessing litigations by Management ➢ Making enquiries with Company's in-house legal counsel and reading of Board and sub-committee meeting minutes. ➢ Obtaining an understanding of the legal positions taken by the Company, reviewing the correspondences if any with the Company's external counsels, including legal opinions on selected matters. ➢ Assessing the adequacy of the Company's disclosures for contingent liabilities and financial commitments and relevant facts and circumstances and management assumptions used in the determination of the likelihood and financial outcome of the contingencies.
Valuation of Trade receivable	**Audit Procedures**
As at March 31, 2019, trade receivables of the Company amounted to Rs. 2,089 Lakhs. The details of trade receivables and their credit risk have been disclosed in Note 11 to the financial statements. The Company's provision for doubtful trade receivables is based on the expected credit loss model (ECL). The Company measures the expected credit loss by using various factors including customer credit history, current market, customer-specific conditions, forward looking information on a case to case basis, collective assessment based on historical experience of default all of which involve significant management judgement and are inherent subjective. The determination of the provision required to be made involves significant management judgement, estimations of recoverable amounts and hence we have identified the audit risk surrounding the impairment losses on trade receivables as a key audit matter.	Our audit procedures included the following: ➢ Testing the methodology applied in the expected credit loss provision calculation by comparing it to the requirements of Ind AS 109, Financial Instruments, key underlying assumptions used in the process of estimation of expected credit losses and the mathematical accuracy of management's model used to calculate impairment provision. ➢ Obtaining an understanding of and assessing the design, implementation and operating effectiveness of management's key internal controls relating to credit control, debt collection and making provisions for doubtful debts; ➢ Making inquiries with the management and obtaining an understanding of the process in place, identification of current market factors, customer specific conditions and testing the basis and assumptions for management's judgement of the recoverability and the amount of provision required for the doubtful trade receivables ➢ For statistically selected samples of year end trade receivables, we have tested subsequent receipts, underlying documentation and ageing of receivables.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the company's annual report, but does not include the financial statements and our auditors' 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.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the 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.

Management's Responsibility for the Standalone Financial Statements

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

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

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

Auditor's Responsibility for the Audit of the Standalone Financial Statements

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

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

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

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

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

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

Other Matters

We did not audit the financial statements of two subsidiaries, whose annual financial statements reflect total assets of Rs. 202.53 Lakhs as at March 31, 2018 as well as total revenues of Rs. 29.09 Lakhs for the year ended on that date. These annual financial statements had been audited by other auditors' whose report had been furnished to us, and our opinion on the annual consolidated financial results, in so far as it relates to the aforesaid subsidiaries is based solely on the report of such other auditors'. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), issued by the Central Government in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A"a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

(A) As required by Section143 (3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors as on March 31, 2019, and 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

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

i. The Company has disclosed the impact of pending litigations as at March 31, 2019 on its financial position in its standalone financial statements - Refer Note 35 to the standalone financial statements.

ii. The Company has long-term contracts other than derivative contracts, for which there were no material foreseeable losses.

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

iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016 have not been made in these financial statements since they do not pertain to the financial year ended March 31, 2019.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

***for* B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 116231W/W-100024

Sriram Mahalingam
Partner
Membership number: 049642

Place: Hyderabad
Date: May 30, 2019

Annexure A to the Independent Auditor's Report on the standalone financial statements

With reference to the Annexure A referred to in the Independent Auditor's Report to the Members of the Company on the standalone financial statements for the year ended March 31, 2019, we report the following:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(b) The property, plant and equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the property, plant and equipment has been physically verified by the management during the year and no material discrepancies have been noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties as disclosed in Note 3 on property, plant and equipment to the standalone financial statements are held in the name of the Company. In respect of immovable property of land that has been taken on lease, the lease agreement is in the name of the Company, where the Company is the lessee in the agreement and is under dispute [Refer note 35(4)].

(ii) The inventory apart from goods in transit and inventory lying with outside parties have been physically verified by the Management during the year and the discrepancies noticed on such verification between the physical stock and book records were not material. In our opinion, the frequency of such verification is reasonable. Inventories lying with outside parties have been substantially confirmed by them as at the year-end and no material discrepancies were noticed in respect of such confirmations.

(iii) The Company has granted loans to Companies covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act'):

(a) In our opinion and according to the information given to us, the terms and conditions of the loans given by the Company are prima facie, not prejudicial to the interest of the Company.

(b) The schedule of repayment of principal and payment of interest has been stipulated and repayments of principal amounts and/or receipts of interest have been regular as per stipulations.

(c) There are no overdue amounts as at the year-end in respect of both principal and interest.

(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.

(v) The Company has not accepted any deposits from the public in accordance with the provisions of Section 73 to 76 of the Act and Rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 as amended, prescribed by the Central Government under section 148 of the Act and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of such records.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Duty of Customs,Goods and Services tax, Cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' state insurance, Income-tax, goods and services tax, duty of Customs, Cess and other material statutory dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, goods and services tax, duty of customs, duty of excise or value added tax which have not been deposited by the Company on account of disputes, except for the following:

Name of the Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount Involved (Lakhs)	Amount Deposited (Lakhs)
Central Excise Act, 1944	Excise Duty	Assistant Commissioner	1980-81 to 1986-87, 2001-02 and 2002-03	18.14	12.02
		Commissioner (Appeals)	1992-93 to 1995-96	2.87	1.00
		High Court of Andhra Pradesh & Telangana	2003-04	1.91	-
Central Sales Tax Act, 1956	Sales Tax	Assistant Commissioner	1977-78 to 1983-84, 2000-01 to 2003-04 and 2007-08 to 2009-10	246.25	197.06
		Deputy Commissioner	2008-09, 2010-11 and 2011-12	52.25	4.50
		Additional Commissioner	2011-12 to 2012-13	68.26	60.92
		Commissioner	1997-98	51.70	-
		Joint Commissioner	2006-07 to 2007-08 and 2009-10 to 2010-11	162.74	55.53
Central Sales Tax Act, 1956	Sales Tax	Sales Tax Tribunal of Orissa, Cuttack	1992-93, 1994-95 to 1995-96, 1998-99 and 2002-03 to 2005-06	1,800.66	269.00
		High Court of Odisha	1976-77 to 1987-88 and 1989-90 to 1990-91	2,787.94	537.40
Finance Act, 1994	Service Tax	Central Excise and Service Tax Appellate Tribunal	2012-13 to 2014-15	352.29	13.21
Income-tax Act, 1961	Income Tax	Commissioner, Appeals	1996-97, 2002-03, 2008-09, 2009-10 and 2010-11	1,766.28	1,600.35
		Income Tax Appellate Tribunal	2011-12	7.46	2.73
		High Court of Andhra Pradesh & Telangana	2010-11	6.28	6.28
		Supreme Court of India	2005-06	14.89	14.89

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to banks. The Company did not have any outstanding loans or borrowings from financial institutions or government and there are no dues to debenture holders during the year.

(ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instrument) or term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.

(x) According to the information and explanations given to us, no material fraud on the Company by its officers and employees or fraud by the Company has been noticed or reported during the course of our audit.

(xi) According to the information and explanations given to us and based on examination of the records of the Company, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable Indian accounting standards.

(xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transaction with the directors or person connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

***for* B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 116231W/W-100024

Sriram Mahalingam
Partner
Membership No: 049642

Place: Hyderabad
Date: May 30, 2019

Annexure B to the Independent Auditor's Report on the Standalone Ind AS financial statements

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls with reference to financial statements of GOCL Corporation Limited ('the Company'), as of March 31, 2019 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the GuidanceNote require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

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

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to standalone Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements 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 with Reference to Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2019, based on the internal financial controlswith reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

for **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 116231W/W-100024

Sriram Mahalingam
Partner
Membership number: 049642

Place: Hyderabad
Date: May 30, 2019

BALANCE SHEET AS AT MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-current assets			
Property, plant and equipment	3	2078.84	1822.29
Capital work-in-progress	3	1313.78	1425.17
Investment property	4	29339.90	29119.33
Intangible assets	5	15.68	22.42
Biological assets other than bearer plants	6	36.50	36.50
Financial assets			
(a) Investment in subsidiaries	7	3556.13	3448.46
(b) Other Investments	7	25.33	24.72
(c) Loans	13	2922.57	3103.87
(d) Other financial assets	8	203.48	671.52
Income tax assets (net)	18	1101.79	606.53
Deferred tax assets (net)	18	277.70	-
Other non-current assets	9	1742.28	1705.92
Total Non-current assets		**42613.98**	41986.73
Current assets			
Inventories	10	2086.66	1978.55
Financial assets			
(a) Trade receivables	11	2089.00	1659.34
(b) Cash and cash equivalents	12	100.27	212.46
(c) Bank balances other than cash and cash equivalents	12	3435.16	3034.15
(d) Other financial assets	8	1719.66	2045.23
Other current assets	9	441.21	484.69
Total current assets		**9871.96**	9414.42
TOTAL ASSETS		**52485.94**	51401.15
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	991.45	991.45
Other equity	15	37582.61	36608.71
Total equity		**38574.06**	37600.16
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Other financial liabilities	16	-	770.51
Provisions	17	8823.99	8787.87
Deferred tax liabilities (net)	18	-	140.31
Total non-current liabilities		**8823.99**	9698.69
Current liabilities			
Financial liabilities			
(a) Borrowings	20	474.61	962.62
(b) Trade payables	21		
total outstanding dues of micro and small enterprises		-	-
total outstanding dues of creditors other than micro and small enterprises		2186.41	1601.80
(c) Other financial liabilities	16	2052.64	1242.56
Provisions	17	64.05	2.57
Income tax liabilities	18	17.88	-
Other current liabilities	19	292.30	292.75
Total current liabilities		**5087.89**	4102.30
TOTAL LIABILITIES		**13911.88**	13800.99
TOTAL EQUITY AND LIABILITIES		**52485.94**	51401.15
Corporate Information and significant accounting policies	1 and 2		

The accompanying notes form an integral part of these Ind AS financial statements

As per our report of even date attached
***for* B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration number:116231W/W-100024

***for* and on behalf of the Board of Directors of**
GOCL Corporation Limited
CIN :L24292TG1961PLC000876

Sriram Mahalingam
Partner
Membership no: 049642

Ravi Jain
Chief Financial Officer

S. Pramanik
Managing Director
DIN : 00020414

Ajay P. Hinduja
Chairman
DIN : 00642192

Place : Hyderabad
Date : May 30, 2019

A. Satyanarayana
Company Secretary

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

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

		Notes	Year ended March 31, 2019	Year ended March 31, 2018
I	**Income**			
	Revenue from operations	22	9859.88	8996.52
	Other income	23	3137.75	3279.21
	Total income (I)		**12997.63**	12275.73
II	**Expenses**			
	Cost of materials consumed	24	3708.09	3380.96
	Purchase of stock-in-trade	25	49.35	136.38
	Changes in inventories of finished goods,stock-in-trade,and work-in-progress	26	60.37	(386.80)
	Excise duty	-	-	163.16
	Employee benefit expense	27	2355.52	2333.97
	Finance costs	28	155.42	135.31
	Depreciation and amortisation expense	29	195.99	162.61
	Other operating expenses	30	4432.50	3880.06
	Total expenses (II)		**10957.24**	9805.65
III	**Profit before exceptional items and tax (I-II)**		**2040.39**	2470.08
	Exceptional income	31	817.78	407.65
IV	**Profit before tax**		**2858.17**	2877.73
V	**Tax expense**			
	Current tax	18	326.09	458.14
	Less: MAT Credit		-	(28.08)
	Deferred tax	18	(253.94)	157.54
	Total tax expense		**72.15**	587.60
VI	**Profit for the year (IV-V)**		**2786.02**	2290.13
VII	**Other comprehensive income**			
	Items that will not be reclassified subsequently to profit or loss			
	(a) Remeasurements of the defined benefit plans		(13.59)	40.80
	(b) Income tax relating to items that will not be reclassified to profit or loss		3.96	(13.22)
VIII	**Total other comprehensive income / (loss) for the year**		**(9.63)**	27.58
IX	**Total comprehensive income for the year**		**2776.39**	2317.71
	Earnings per equity share (face value of Rs. 2 per share)			
	Basic and diluted (in Rs.)	40	5.62	4.62
	Corporate information and significant accounting policies	1 and 2		
	The accompanying notes form an integral part of these Ind AS financial statements			

As per our report of even date attached
for **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration number:116231W/W-100024

for **and on behalf of the Board of Directors of**
GOCL Corporation Limited
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Sriram Mahalingam
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Membership no: 049642

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Chief Financial Officer

S. Pramanik
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DIN : 00020414

Ajay P. Hinduja
Chairman
DIN : 00642192

Place : Hyderabad
Date : May 30, 2019

A. Satyanarayana
Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

(A) Equity share capital (Refer note 14)

Particulars	Amount
Balance as at March 31, 2017	**991.45**
Changes in equity share capital during the year	-
Balance as at March 31, 2018	**991.45**
Changes in equity share capital during the year	-
Balance as at March 31, 2019	**991.45**

(B) Other equity (Refer note 15)

Particulars	Other equity				Total
	General reserve	Capital reserve	Export allowance reserve	Retained earnings	
Balance as at March 31, 2017	12572.33	0.75	10.50	23280.17	35863.75
Profit for the year	-	-	-	2290.13	2290.13
Remeasurement of defined benefit Plan net of tax effect	-	-	-	27.58	27.58
Transactions recorded directly in equity					
Dividends (including corporate dividend tax)	-	-	-	(827.62)	(827.62)
Adjustment on account of merger of IDLBuildware Limited and Gulf Carosseries India Limited (Refer note 37)	-	-	-	(745.13)	(745.13)
Balance as at March 31, 2018	12572.33	0.75	10.50	24025.13	36608.71
Profit for the year	-	-	-	2786.02	2786.02
Remeasurement of defined benefit plan, net of tax effect	-	-	-	(9.63)	(9.63)
Transactions recorded directly in equity					
Dividends (including corporate dividend tax)	-	-	-	(1802.49)	(1802.49)
Balance as at March 31, 2019	**12572.33**	**0.75**	**10.50**	**24999.03**	**37582.61**

The accompanying notes form an integral part of these Ind AS financial statements

As per our report of even date attached
***for* B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration number:116231W/W-100024

***for* and on behalf of the Board of Directors of**
GOCL Corporation Limited
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Sriram Mahalingam
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S. Pramanik
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DIN : 00020414

Ajay P. Hinduja
Chairman
DIN : 00642192

Place : Hyderabad
Date : May 30, 2019

A. Satyanarayana
Company Secretary

STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

		For the year ended March 31, 2019		For the year ended March 31, 2018	
(A)	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Profit before Tax		2858.17		2877.73
	Adjustments for:				
	Depreciation and amortisation expense	195.99		162.61	
	Dividend income	(904.51)		(795.94)	
	Provision for doubtful trade and other receivables	146.65		44.22	
	Profit on sale of plant and equipment	(22.76)		(197.58)	
	Financial assets measured at fair value through profit or loss	(0.72)		(2.85)	
	Reversal of provision created out of adjusted to revaluation reserve in earlier years (Refer note 31)	(795.75)		(221.74)	
	Liabilities/provisions no longer required written back	(81.23)		(383.86)	
	Interest income	(767.04)		(662.67)	
	Unrealized gain on foreign exchange fluctuation, net	(13.36)		28.19	
	Finance cost	155.42	(2087.31)	135.31	(1894.31)
	Operating profit before working capital changes		**770.86**		**983.42**
	Changes in working capital:				
	Decrease in trade receivables and financial / other assets	767.63		727.86	
	Increase in inventories	(108.11)		(367.59)	
	Increase / (decrease) in trade payables, financial/ other liabilities and provisions	877.83	1537.35	(1239.30)	(879.03)
	Cash generated from operations		2308.21		104.39
	Income taxes paid (net of refunds)		(821.35)		(623.05)
	Net cash (used in) / generated from operating activities - (A)		**1486.86**		**(518.65)**
(B)	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Acquisition of property, plant and equipment	(620.17)		(552.22)	
	Proceeds from sale of plant and equipment	22.80		204.99	
	Investment in equity shares of subsidiaries	-		(1904.70)	
	Investment in bank deposits	(2249.24)		(4060.19)	
	Redemption / returning of bank deposit	2032.59		3398.71	
	Sale of investment in preference shares	-		1890.00	
	Loans repaid	-		22.45	
	Interest received	758.51		418.69	
	Dividend received	904.51		795.94	
	Net cash generated from investing activities - (B)		**849.00**		**213.67**

STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

		For the year ended March 31, 2019	For the year ended March 31, 2018
(C)	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Repayment of non - current borrowings	(19.29)	(26.64)
	Proceeds / repayment of current borrowings	(488.01)	962.62
	(Increase) / decrease in restricted cash	-	1.95
	Share application money transfer to fund account	-	(1.95)
	Interest paid	(156.14)	(134.69)
	Dividend paid	(1784.61)	(793.16)
	Tax on dividend	-	(34.46)
	Net cash used in financing activity- (C)	**(2448.05)**	**(26.33)**
(D)	**Net decrease in cash and cash equivalents (A+B+C)**	**(112.19)**	**(331.31)**
(E)	**Cash and cash equivalents as at the beginning of the year**	**212.46**	**525.58**
	Add: Cash and cash equivalents transferred pursuant to the Scheme of Amalgamation (Refer note 37)	-	18.19
(F)	**Cash and cash equivalents as at the end of the year (Refer note below)**	**100.27**	**212.46**

	As at March 31, 2019	As at March 31, 2018
Cash and cash equivalents comprise (Refer note : 12)		
(a) Cash on hand	3.80	3.94
(b) Balance with banks		
(i) In Current accounts	53.40	25.05
(ii) In EEFC accounts	37.43	50.40
(iii) In Deposits accounts	5.64	133.07
Total	**100.27**	**212.46**

The above statement of cash flow has been prepared under the “Indirect method as set out in Ind AS 7” “statement of cash flow”

Borrowings movement

Reconciliation between opening and closing balances in the balance sheet for liabilities and financial assets arising from financing activities for movement in statement of cash flow are given below.

	As at March 31, 2019	**Net Change**	As at March 31, 2018	Net Change	As at April 01, 2017
Long- term borrowings	-	-	-	(19.29)	19.29
Short - term borrowings	474.61	(507.30)	981.91	955.27	26.64
	474.61	**(507.30)**	981.91	935.98	45.93

The accompanying notes form an integral part of these Ind AS financial statements

As per our report of even date attached
for **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration number:116231W/W-100024

for **and on behalf of the Board of Directors of**
GOCL Corporation Limited
CIN :L24292TG1961PLC000876

Sriram Mahalingam
Partner
Membership no: 049642

Ravi Jain
Chief Financial Officer

S. Pramanik
Managing Director
DIN : 00020414

Ajay P. Hinduja
Chairman
DIN : 00642192

Place : Hyderabad
Date : May 30, 2019

A. Satyanarayana
Company Secretary

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

1 Company Overview

1.1 Company information:

GOCL Corporation Limited (the 'Company') is a Company domiciled in India, with its registered office situated at IDL Road, Kukatpally, Hyderabad-500 072 Telangana. The Company is in the business of Energetics, Mining & Infrastructure Services and Realty.

Basis of preparation, Measurement and Significant accounting policies:

1.2 Basis of preparation:

A. Statement of compliance:

a) Financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provision of the Act.

b) These financial statements have been prepared for the Company as a going concern on the basis of relevant Ind AS that are effective at the Company's annual reporting date, March 31, 2019

c) The financial statements were authorised for issue by the Company's Board of Directors on May 30, 2019.

d) Details of the Company's accounting policies are included in Note 2.

B. Functional and presentation currency:

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All financial information presented in Indian rupees have been rounded-off to two decimal places to the nearest lacs except share data or as otherwise stated.

C. Basis of measurement:

The financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities (including derivative instruments)	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

D. Use of estimates and Judgement:

In preparing these financial statements, Management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements:

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- Note 3,4 & 5- Useful lives of property, plant and equipment, investment property and intangible assets.
- Note 32 - Financial instruments,
- Note 34 - measurement of defined benefit obligations: key actuarial assumptions, and
- Note 18 - Provision for income taxes and related tax contingencies and evaluation of recoverability of deferred tax assets,

1.3 Assumptions and estimation uncertainties:

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2019 is included in the following notes:

- Note 8 and 9 – impairment of financial and non-financial assets.
- Note 18 – recognition of deferred tax assets, and
- Note 35 – recognition and measurement of provisions and contingencies, key assumptions about the likelihood and magnitude of an outflow of resources,

1.4 Measurement of fair values:

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following note:

Note 32 - financial instruments;

2 Significant accounting policies:

The accounting policies set out below have been applied consistently to all periods presented in these financial statements

a. Foreign currency transactions:

The financial statements are presented in INR, the functional currency of the Company. Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency').

Foreign currency transactions are translated into the functional currency using exchange rates at the date of the transaction. Foreign exchange gains and losses from settlement of these transactions, and from translation of monetary assets and liabilities at the reporting date exchange rates are recognised in the statement of profit and loss.

b. Financial instruments:

i. Recognition and initial measurement:

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement:

Financial assets:

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair Value through other comprehensive income (FVOCI)– equity investment; or
- Fair value to profit & loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

– the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

– the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Subsequent measurement and gains and losses:	
Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in statement of profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in statement of profit or loss.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to statement of profit or loss.

Financial liabilities:

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in statement of profit or loss.

iii. **Derecognition:**

Financial assets:

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities:

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. **Offsetting:**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

v. **Derivative financial instruments:**

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risk. Such derivative financial instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at fair value. Any changes therein are recognised in the statement of profit & loss account. Derivatives are carried as financial asset when the fair value is positive and as financial liability when fair value is negative.

c. **Property, plant and equipment and capital work-in-progress:**

i. **Recognition and measurement:**

Property, plant and equipment:

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

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

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Capital work-in-progress:

Cost of assets not ready for intended use, as on the balance sheet date, is shown as capital work-in-progress. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as capital advance under other non-current assets.

ii. **Subsequent expenditure:**

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii. **Depreciation:**

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the statement of profit and loss.

Leasehold land and Leasehold improvements are amortized over the period of the lease.

The estimated useful lives of items of property, plant and equipment are estimated by the management, which are equal to the life prescribed under the Schedule II of the Act.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

d. **Intangible assets:**

i. **Recognition:**

Other intangible assets are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

ii. **Subsequent expenditure:**

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in statement of profit or loss as incurred.

iii. **Amortisation:**

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in statement of profit and loss.

The estimated useful lives are as follows:

Asset	Years
- Computer software	6

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

e. **Investment property:**

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation on investment property other than perpetual leasehold land is calculated on a straight-line basis based on the useful life estimated by the management, which are equal to life prescribed in Schedule II of the Companies Act, 2013.

The cost comprises purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the investment property to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

On disposal of investment property, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

The fair values of investment property is disclosed in the notes. Fair values is determined by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

f. Inventories:

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is determined on a transaction moving weighted average basis, and includes expenditure in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. In case of manufactured inventories and work-in-progress, cost includes an appropriate share of fixed production overheads on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finised products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

g. Impairment:

i. Impairment of financial instruments:

The Company recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Loss allowances are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses:

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e.the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet:

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off:

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

ii. Impairment of non-financial assets:

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Company's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss.

In respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised.

h. Employee benefits:

i. Defined contribution plans:

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Company providing retirement benefit in the form of provident fund and superannuation fund is a defined contribution scheme. The contributions payable to the provident fund and superannuation fund are recognised as expenses, when an employee renders the related services. The Company has no obligation, other than the contribution payable to the funds.

Gratuity:

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The Company has created an approved gratuity fund, which has taken a group gratuity cum insurance policy with Life Insurance Corporation of India (LIC), for future payment of gratuity to the employees. The Company accounts for gratuity liability of its employees on the basis of actuarial valuation carried out at the year end by an independent actuary. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in other comprehensive income (OCI). The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

Provident Fund:

Eligible employees of the company receive benefits from provident fund, which is defined contribution plan. Both the eligible employees and the company make monthly contributions to the Government administered provident fund scheme equal to a specified percentage of the eligible employee's salary. Amounts

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

collected under the provident fund plan are deposited with in a government administered provident fund. The company has no further obligation to the plan beyond its monthly contributions.

ii. **Compensated absences:**

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of actuarial valuation using the projected unit credit method.

i. **Revenue**

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as Goods and service tax, etc.

The Performance Obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

Income from export incentive such as duty drawback are recognised on actual basis.

An estimate is made for provision (if any) and a corresponding liability is recognised for this amount using a best estimate based on accumulated experience.

j. **Recognition of interest income or expense and dividend :**

Interest income or expense is recognised using the effective interest method.

Dividend income on investments is recognised when the right to receive the dividend is established.

k. **Leases:**

i. **Determining whether an arrangement contains a lease:**

At inception of an arrangement, it is determined whether the arrangement is or contains a lease.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the incremental borrowing rate.

ii. **Assets held under leases:**

Leases of property, plant and equipment that transfer to the Company substantially all the risks and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under leases that do not transfer to the Company substantially all the risks and rewards of ownership (i.e. operating leases) are not recognised in the Company's balance sheet.

l. **Income-tax:**

Income-tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

i. **Current tax:**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. **Deferred tax:**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

m. **Borrowing cost:**

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

n. **Provision, contingent liabilities and contingent assets:**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance costs. Expected future operating losses are not provided for.

Onerous contracts:

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

Contingencies:

Provision in respect of loss contingencies relating to claims, litigations, assessments, fines and

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

penalties are recognised when it is probable that a liability has been incurred and the amount can be estimated reliably.

Contingent liabilities and contingent assets:

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets has to be recognised in the financial statements in the period in which if it is virtually certain that an inflow of economic benefits will arise. Contingent assets are assessed continually and no such benefits were found for the current financial year.

o. Earnings per share:

Basic Earnings Per Share ('EPS') is computed by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits.

p. Cash flow statement:

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated.

q. Cash and cash equivalents:

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, short-term and highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

r. Biological assets:

Biological assets i.e. living animals, are measured at fair value less cost to sell. Costs to sell include the minimal transportation charges for transporting the cattle to the market but excludes finance costs and income taxes. Changes in fair value of livestock are recognised in the statement of profit and loss. Costs such as vaccination, fodder and other expenses are expensed as incurred.

s. Events after reporting date:

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

t. Recent Indian Accounting Standards (Ind AS):

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective from April 1, 2019.

Standards issued but not effective on Balance sheet date:

Ind AS - 116- Leases

The Company is required to adopt Ind AS 116, Leases from April 1, 2019. Ind AS 116 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases. It replaces existing leases guidance, Ind AS 17, Leases.

The Company has initiated detail study to ascertain the impact, if any, on its standalone financial statements due to adoption Ind AS 116 and the same is not reasonably estimable at present.

Ind AS 12 Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in statement of profit and loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. It outlines the following: (1) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which provides better predictions of the resolution of the uncertainty (2) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount (3) entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability. The Group does not expect any significant impact of the amendment on its financial statements.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. Company does not expect this amendment to have any impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. Company does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. Company does not expect any impact from this amendment.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. Company does not currently have any long-term interests in associates and joint ventures.

Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. Company will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 3 Property, plant and equipment and capital work -in-progress

Description of assets	Land-Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Office Equipment	Vehicles	Computers	Total	Capital work-in-progress
I. Gross carrying amount (at cost or deemed cost)									
Balance as at March 31, 2017	64.81	753.52	551.30	66.74	31.84	116.49	42.25	1626.95	1310.98
Additions (Refer note 37)	20.36	133.14	261.73	4.01	13.75	38.27	44.05	515.31	649.86
Disposals	-	(5.22)	-	-	-	(3.96)	(11.32)	(20.50)	-
Capitalised during the year	-	-	-	-	-	-	-	-	(535.67)
Balance as at March 31, 2018	**85.17**	**881.44**	**813.03**	**70.75**	**45.59**	**150.80**	**74.98**	**2121.76**	**1425.17**
Additions	-	154.84	257.65	5.43	15.02	0.15	8.74	441.83	555.00
Disposals	-	-	(79.80)	-	(0.30)	(9.92)	(22.70)	(112.72)	-
Capitalised during the year	-	-	-	-	-	-	-	-	(666.39)
Balance as at March 31, 2019	**85.17**	**1036.28**	**990.88**	**76.18**	**60.31**	**141.03**	**61.02**	**2450.87**	**1313.78**
II. Accumulated depreciation									
Balance as at March 31, 2017	-	33.96	53.04	23.56	6.78	23.60	13.17	154.11	-
Depreciation expense for the year (Refer note)	-	34.68	69.36	7.14	8.46	25.53	13.24	158.41	-
Disposals	-	(0.21)	(1.06)	-	-	(1.20)	(10.58)	(13.05)	-
Balance as at March 31, 2018	**-**	**68.43**	**121.34**	**30.70**	**15.24**	**47.93**	**15.83**	**299.47**	**-**
Depreciation expense for the year	-	42.72	77.01	7.50	9.04	34.25	14.72	185.24	-
Disposals	-	-	(79.80)	-	(0.30)	(9.86)	(22.72)	(112.68)	-
Balance as at March 31, 2019	-	**111.15**	**118.55**	**38.20**	**23.98**	**72.32**	**7.83**	**372.03**	-
Net carrying amount :									
Balance as at March 31, 2018	**85.17**	**813.01**	**691.69**	**40.05**	**30.35**	**102.87**	**59.15**	**1822.29**	**1425.17**
Balance as at March 31, 2019	**85.17**	**925.13**	**872.33**	**37.98**	**36.33**	**68.71**	**53.19**	**2078.84**	**1313.78**

Notes:

(i) Refer to note 16 & 20 as well for information on property, plant and equipment pledged as security by the Company.

(ii) Refer to note 35 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(iii) Capital work in progress mainly comprises of project under constructions.

(iv) Leasehold land has been carried at deemed cost at Rs Nil. (March 31, 2018 Rs Nil)

Note 4 Investment properties

Description of assets	Land	Buildings	Total
I. Gross carrying amount (at cost or deemed cost)			
Balance as at March 31, 2017	29555.13	69.07	29624.20
Additions	-	-	-
Disposals (Includes merged entity of IDL Buildware Limited)	(500.87)	-	(500.87)
Balance as at March 31, 2018	**29054.26**	**69.07**	**29123.33**
Additions	222.58	-	**222.58**
Disposals	-	-	**-**
Balance as at March 31, 2019	**29276.84**	**69.07**	**29345.91**
II. Accumulated depreciation			
Balance as at March 31, 2017	-	2.03	2.03
Depreciation expense for the year	-	2.01	2.01
Disposals	-	-	-
Balance as at March 31, 2018	**-**	**4.04**	**4.04**
Depreciation expense for the year	-	2.01	**2.01**
Disposals	-	-	**-**
Balance as at March 31, 2019	**-**	**6.05**	**6.05**
Net carrying amount:			
Balance as at March 31, 2018	**29054.26**	**65.03**	**29119.33**
Balance as at March 31, 2019	**29276.84**	**63.02**	**29339.90**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

During the year the Company has recongnised rental income of Rs 155.28 (March 31, 2018 : 92.39) in the statement of profit and loss for investment property.

The fair value of investment property is Rs 134987.56 (March 31, 2018 Rs 129135.96) based on market assessable data.

The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Company considers information from a variety of sources including:

- Stamp duty price available on the government website/ with the registration and stamps department;
- Current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences;

All resulting fair value estimates for investment properties are included in level 3.

Note 5 Intangible assets

Description of assets	Computer software	Total
I. Gross carrying amount (at cost or deemed cost)		
Balance as at March 31, 2017	34.55	34.55
Additions	9.11	9.11
Disposals	-	-
Balance as at March 31, 2018	**43.66**	**43.66**
Additions	2.01	2.01
Disposals	-	-
Balance as at March 31, 2019	**45.67**	**45.67**
II. Accumulated depreciation and impairment		
Balance as at March 31, 2017	11.16	11.16
Amortisation expense for the year	10.08	10.08
Disposals	-	-
Balance as at March 31, 2018	**21.24**	**21.24**
Amortisation expense for the year	8.75	8.75
Disposals	-	-
Balance as at March 31, 2019	**29.99**	**29.99**
Net carrying amount:		
Balance as at March 31, 2018	**22.42**	**22.42**
Balance as at March 31, 2019	**15.68**	**15.68**

Note 6 Biological assets other than bearer plants

Particulars	As at March 31, 2019	As at March 31, 2018
Live Stock	36.50	36.50
Total	**36.50**	**36.50**
Reconciliation of carrying amount		
Balance at the beginning of the year	**36.50**	**-**
Change in fair value	-	-
Purchase of cattle	-	36.50
Cattle sold/ discarded during the year	-	-
Closing balance at the end of the year	**36.50**	**36.50**

As at March 31, 2019, there were 109 cattle (March 31, 2018: 105 cattle) as matured biological assets.

The fair valuation of biological assets is classified as level 2 in the fair value hierarchy as they are determined based on the basis of the best available quote from the nearest market to the farm and on the basis of age of the cattle.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 7 Investments

		As at March 31, 2019	As at March 31, 2018
I	**Investment carried at cost**		
	In equity instrument (Unquoted) fully paid-up		
	In Subsidiaries		
	IDL Explosives Limited 6,050,000 (March 31, 2018: 6,050,000) equity shares of Rs.10 each	605.00	605.00
	IDL Explosives Limited 1,815,000 (March 31, 2018: 1,815,000) equity shares of Rs.10 each (including additional premium of Rs 95 each)	1905.75	1905.75
	Deemed investment in IDL Explosives limited	957.92	850.25
	HGHL Holdings Limited 100,000 (March 31, 2018 :100,000) equity shares of GBP 1 each	87.46	87.46
		3556.13	**3448.46**
II	**Quoted Investments (Carried at fair value through P & L)**		
	In equity instrument (Quoted)		
	Hinduja Global Solutions Limited 48 (March 31, 2018 : 48) equity shares of Rs. 10 each fully paid-up	0.33	0.10
	Hinduja Ventures Limited 48,March 31, 2018 : 48) equity shares of Rs.10 each fully paid-up	0.17	0.11
	Indusind Bank Limited 400 (March 31, 2018: 400) equity shares of Rs.10 each fully paid -up	7.13	7.18
	Total (A)	**7.63**	**7.39**
III	**Investment carried at fair value through P&L**		
	In equity instrument (Unquoted)		
	Others		
	IDL Chemicals Employees' Co-operative Credit Society Limited 500 (March 31,2018 : 500) equity shares of Rs.10 each fully paid-up	0.37	0.37
	Mangalam Retail Services Limited 12,490 (March 31, 2018 12,490) equity shares of Rs. 10 each fully paid-up	1.68	1.68
	Total (B)	**2.05**	2.05
	Other investment (Quoted)		
	UTI Bond Fund of Unit Trust of India 27,978 units (March 31, 2018 : 27,978 units) of Rs.10 each fully paid-up	15.65	15.28
	Total (C)	**15.65**	**15.28**
		25.33	**24.72**

Note:

1.	Aggregate book value of quoted investments	23.28	22.67
2.	Aggregate market value of quoted investments	23.28	22.67
3.	Aggregate cost of unquoted investments	3558.18	3450.51
4.	Aggregate amount of impariment in value of investments	-	-
	Note: Refer note 37 for details on merger		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 8 Other financial assets

	As at March 31, 2019		As at March 31, 2018	
	Non-current	Current	Non-current	Current
Security deposits				
- Unsecured, considered good	80.30	47.73	77.12	68.23
- Unsecured, considered doubtful	14.51	-	20.00	-
Less : Allowance for bad and doubtful deposits	(14.51)	-	(20.00)	-
	80.30	47.73	77.12	68.23
Interest accured	-	207.81	-	285.76
Other receivable				
- From related party	-	876.75	594.40	1592.14
- Others	-	587.37	-	99.10
Bank deposits more than 12 months	123.18	-	-	-
	123.18	1671.93	594.40	1977.00
	203.48	**1719.66**	**671.52**	**2045.23**

Note:

The Company's exposure to credit and currency risks and loss allowances related to other financial assets are disclosed in note 33. For details of current assets hypothecated against borrowings of the Company refer note 16.

Note 9 Other assets

(Unsecured, considered good)				
Capital advances	10.67	-	14.26	-
Other than capital advances				
Prepayments	58.74	73.21	43.72	78.44
Balance with Government authorities*	1672.87	177.89	1647.94	231.31
Less: Provision for amount paid under protest	-	(37.60)	-	(37.60)
Gratuity fund (Refer note 34)	-	70.51	-	106.18
Advances to employees	-	0.61	-	0.73
Advance to suppliers and service providers	-	156.59	-	105.63
Considered good	-	-	-	-
Considered doubtful	-	-	-	60.14
Less: Provision for bad and doubtful advances	-	-	-	(60.14)
	1742.28	**441.21**	1705.92	484.69

*These amounts are net of amount paid/ adjusted under protest

Note 10 Inventories

	As at March 31, 2019	As at March 31, 2018
Raw materials	701.67	542.34
Work-in-progress	476.06	449.60
Finished goods*	760.17	850.56
Stock-in-trade	4.01	7.04
Stores and spares	48.65	44.48
Packing materials	96.10	84.53
	2086.66	1978.55

*Includes goods in transit of Rs Nil (March 31, 2018 : Rs. 54.56)

*Write down of inventories to net realizable value amount to Rs 389.78 (March 31, 2018: Rs 388.69)

Note 11 Trade receivables

Trade receivables - current		
Considered good - secured	-	-
Considered good - unsecured	2101.88	1672.22
Significant increase in credit risk	42.34	69.40
Credit impaired	1371.34	1401.72
	3515.56	3143.34
Less: Loss allowance	(1426.56)	(1484.00)
	2089.00	1659.34

The Company's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 33

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 12 Cash and bank balances

	As at March 31, 2019	As at March 31, 2018
Cash and cash equivalents		
Balances with banks:		
In Current accounts	53.40	25.05
In EEFC account	37.43	50.40
In deposit accounts with maturity period of less than 3 months	5.64	133.07
Cash on hand	3.80	3.94
Total cash and cash equivalents	**100.27**	**212.46**
Other bank balances		
Deposits with maturity of less than 12 months.	2114.61	1986.48
In Earmarked balances with banks		
Unpaid dividend accounts	1090.27	905.91
Deposits held as margin money	230.28	141.76
Total other bank balances	**3435.16**	3034.15
Total cash and bank balances	**3535.43**	**3246.61**

Note 13 Loans
(Unsecured)

	As at March 31,2019		As at March 31, 2018	
	Non-current	Current	Non-current	Current
Advances to related parties				
IDL Explosives Limited (refer note)	2922.57	-	3103.87	-
	2922.57	**-**	3103.87	-

Note : Inter-Corporate Deposit (ICD) of Rs. 3,103.87 Lakhs (As at March 31, 2018: Rs. 3103.87 Lakhs) given to IDL Explosives Limited (100% subsidiary company) in 2012-13. During the year 2014-15, the loan was mutually agreed to be repaid by March 31, 2018. Subsequently during the year 2017-18, the Board of Directors of IDL Explosives Limited have proposed to extend the repayment date till April 1, 2021 and the same has been approved by the Company vide letter dated May 30, 2017. Interest rate is in the range of 10.45% - 11.75% per annum (2017-18: 10.45% per annum). The above ICD has been disclosed at fair value.

Note 14 Equity share capital

	As at March 31, 2019	As at March 31, 2018
Authorized share capital:		
105,427,510 (March 31, 2018 :105,427,510) equity shares of Rs.2 each	2108.55	2108.55
Issued, subscribed and fully paid -up:		
49,572,490 (March 31, 2018 : 49,572,490) equity shares of Rs.2 each	991.45	991.45
	991.45	**991.45**

Notes

a. Reconciliation of the number of shares outstanding:

	As at March 31, 2019		As at March 31, 2018	
	Number of shares	Amount	Number of shares	Amount
At the beginning of the year	49572490	991.45	49572490	991.45
At the end of the year	**49572490**	**991.45**	49572490	991.45

b. Details of shares held by each shareholder holding more than 5% shares

	Number of shares	% holding of equity shares	Number of shares	% holding of equity shares
Fully paid equity shares				
Hinduja Power Limited (Mauritius) (Holding Company)	37146791	74.93%	37146791	74.93%

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

c Shares of the Company held by holding/ultimate holding company

	As at March 31, 2019		As at March 31, 2018	
	Number of shares	% holding of equity shares	Number of shares	% holding of equity shares
Hinduja Power Limited (Mauritius) (Holding Company)	37146791	74.93%	37146791	74.93%

d. Rights, preferences and restrictions attached to equity shares:

The Company has one class of equity shares having a par value of Rs. 2 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 shall be according to the members right and interest in the Company.

During the five years period ended March 31, 2019 no shares have been bought back/ issued for consideration other than Cash and no bonus shares have been issued.

Note 15 Other equity

	As at March 31, 2019	As at March 31, 2018
General reserve	12572.33	12572.33
Retained earnings	24999.03	24025.13
Capital reserve	0.75	0.75
Export allowance reserve	10.50	10.50
Balance at end of the year	**37582.61**	36608.71

General reserve:

General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes.

Retained earnings:

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve,dividends or other distributions paid to shareholders.

Capital reserve:

During amalgamation, the excess of net assets taken, over the cost of consideration paid is treated as capital reserve.

Export allowance reserve:
Represents reserve created to meet liability against any export obligation.

Note 16 Other financial liabilities

	As at March 31,2019		As at March 31,2018	
	Non-current	Current	Non-current	Current
Financial guarantee liability	-	802.02	770.51	922.07
Current maturities of long term borrowings (Refer Note)	-	-	-	19.29
Interest accrued but not due on borrowings	-	1.27	-	1.99
Unpaid dividends and application money	-	1090.27	-	112.75
Others				
(i) Payables for capital goods	-	26.37	-	95.06
(ii) Trade deposits received	-	100.09	-	52.64
(iii) Payable for expenses	-	32.62	-	38.76
	-	**2052.64**	770.51	1242.56

Note: Term loan for acquiring vehicle is repayable in 48 equated monthly installments from the date of availing the loan. Rate of interest is 10.01% per annum (March 31, 2018: 10.01% per annum) out of the above, Nil Installments (March 31, 2018 : 8 installments) are outstanding payable as at the Balance sheet date. The term loan has matured in November 2018.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 17 Provisions

	As at March 31,2019		As at March 31,2018	
	Non-current	Current	Non-current	Current
Employee benefits:				
- Compensated absences	219.85	2.57	186.32	2.57
	219.85	**2.57**	186.32	2.57
Provision for:				
- Indirect taxes	8391.67	61.48	8377.97	-
- Claims and others	212.47	-	223.58	-
	8604.14	**61.48**	8601.55	-
	8823.99	**64.05**	**8787.87**	**2.57**

Note 18 Income taxes

18.1 Deferred tax (liabilities)/assets

	As at March 31, 2019	As at March 31, 2018
Deferred tax assets	375.70	336.17
Deferred tax liabilities	(133.13)	(529.56)
	242.57	**(193.38)**
MAT Credit entitlement	**35.13**	**53.07**
	277.70	**(140.31)**

2018-19	Opening Balance	Recognised/ (reversed) in statement of profit or loss /deemed investment	Recognised in Other comprehensive income	Closing balance
Deferred tax (liabilities)/assets in relation to				
Depreciation & Amortization	12.99	(43.30)	-	(30.31)
Provision for doubtful debts / advances	137.60	43.29	-	180.89
Expenses allowable for tax purposes when paid / (written off)	28.78	22.51	-	51.29
On surplus arising on transfer of explosives business (Refer note below)	(262.40)	262.40	-	-
Indexation benefit on land	131.31	4.27	-	135.58
Remeasurement of defined benefit obligation under OCI	11.90	-	(3.96)	7.94
Fair valuation of Non current Investment	(3.88)	(0.30)	-	(4.18)
Interest unwinded on Preference Shares investment in IDL Explosives Limited	(160.11)	160.11	-	-
Interest unwinded on Preference Shares investment in IDL Buildware Limited	(5.86)	5.86	-	-
Financial guarantee impact	(29.92)	6.83	-	(23.09)
Interest unwinding on ICDs	(84.77)	25.96	-	(58.81)
Rental income on straight line method	-	(16.74)		(16.74)
Others	30.98	(30.98)	-	-
Total	**(193.38)**	**439.91**	**(3.96)**	**242.57**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

2017-18	Opening Balance	Recognised/ (reversed) in statement of profit or loss /deemed investment	Recognised in Other comprehensive income	Closing balance
Deferred tax (liabilities)/assets in relation to				
Depreciation & Amortization	160.66	(147.67)	-	12.99
Provision for doubtful debts / advances	146.22	(8.62)	-	137.60
Remeasurements of the defined benefit plans	50.42	(21.64)	-	28.78
On surplus arising on transfer of explosives business	(262.40)	-	-	(262.40)
Indexation benefit on land	127.13	4.18	-	131.31
Remeasurement of defined benefit obligation	14.30	10.82	(13.22)	11.90
Fair valuation of Non current Investment	(4.23)	0.35	-	(3.88)
Interest unwinded on preference shares investment in IDL Explosives Limited	(180.54)	20.43	-	(160.11)
Interest unwinded on preference shares investment in IDL Buildware Limited	(5.99)	0.13	-	(5.86)
Financial guarantee impact	(23.59)	(6.33)	-	(29.92)
Interest unwinding on ICDs	(83.39)	(1.38)	-	(84.77)
Leave encashment	15.42	(2.59)	-	12.83
Expected credit loss	12.98	(9.27)	-	3.71
Others	15.48	(1.04)	-	14.44
Total	**(17.53)**	**(162.63)**	**(13.22)**	**(193.38)**

18.2 - Income -tax assets and liabilities

	As at March 31, 2019	As at March 31, 2018
Non-current assets		
Income tax asset (net of provision for tax)	1101.79	606.53
	1101.79	**606.53**
Income tax liabilities		
Dividend tax payable	**17.88**	**-**

18.3 - Tax Expense

a) Recognised in statement of profit and loss

	Year ended March 31, 2019	Year ended March 31, 2018
Current tax		
In respect of the current year	326.09	458.14
	326.09	**458.14**
Deferred tax		
In respect of the temporary differences in the current year	(253.94)	157.54
	(253.94)	**157.54**
b) Recognised in Other comprehensive Income		
Deferred tax		
In respect of the temporary differences in the current year	3.96	(13.22)
	3.96	**(13.22)**
c) Reconciliation of effective tax rate		
Profit before tax	2858.17	2877.73
Income tax expense calculated at 29.12% (2017-18 : 34.608%)	832.30	995.93
Impact of reversal temporary differences	(46.62)	6.29
Impact of income exempt from tax	(459.59)	(335.41)
Indexation benefit on land	-	(4.18)
Effect of change in rate of tax	-	(16.71)
Income tax expense recognized in profit or loss	**326.09**	**645.91**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 19 Other current liabilities

	As at March 31, 2019	As at March 31, 2018
Advance from customers	28.00	18.47
Statutory liabilities	30.10	31.42
Other payable	234.20	242.86
	292.30	**292.75**

Note 20 Current borrowings

Loan repayable on demand		
from Bank	474.61	962.62
	474.61	**962.62**

Note:

Details of security:

Cash credit facilities from Consortium banks are secured by hypothecation of all current assets of the Company including raw materials, finished goods, stock-in-process, stores and spares (not relating to plant and equipment) and present and future book debts of the Company ranking pari-passu and collateral security by (i) first pari-passu charge by way of equitable mortgage on the land owned by the Company admeasuring 115.10 acres situated at Kukatpally, Hyderabad and (ii) second pari-passu charge on buildings, plant and equipment of Energetics Division at Hyderabad charged to other term/working capital lenders.

Note 21 Trade payables

Trade payables - current		
Dues to micro enterprises and small enterprises	-	-
Dues to creditors other than micro enterprises and small enterprises		
Acceptances	194.22	34.80
Other than acceptances	1992.19	1567.00
	2186.41	**1601.80**

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2019 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act') is not expected to be material. The Company has not received any claim for interest from any supplier under the said MSMED Act.

(a) The amounts remaining unpaid to micro and small suppliers as at the end of the year		
- Principal	Nil	Nil
- Interest	Nil	Nil
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day.	Nil	Nil
(c) 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 Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
(d) the amount of interest accrued and remaining unpaid; and		
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil

This information is required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 and has been determined to the extent such parties have been identified on the basis of information available with the Company. Auditors have placed reliance on such information provided by the management.

The Company's exposure to currency and liquidity risks related to trade payables is disclosed in Note 33

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 22 Revenue from operations

	Year ended March 31, 2019	Year ended March 31, 2018
Sale of products	9345.62	8591.82
Service income	58.06	115.19
Other operating revenue	456.20	289.51
	9859.88	**8996.52**
a. Revenue disaggregation by geography:		
India	7556.13	6774.93
Rest of the world	2303.75	2221.59
	9859.88	**8996.52**
b. Reconciliation of revenue with contract price		
Contract price	9859.88	8996.52
Less: Adjustments for quantity discounts and price fall clause	-	-
	9859.88	**8996.52**

Note 23 Other income

Interest income on		
Deposits with banks and others	489.16	513.11
Income tax refund	191.40	56.87
Financial assets at amortised cost	86.48	92.69
	767.04	**662.67**
Dividend income from		
Subsidiary	904.51	795.92
Others	-	0.02
	904.51	**795.94**
Fair value gain or (loss)		
Net gain on financial assets measured at fair value through profit or loss	0.72	2.85
Other income		
Commission on corporate guarantees given	1304.75	1298.53
Provision no longer required written back	81.23	383.86
Profit on sale of plant and equipment	0.73	13.34
Insurance claims	5.37	-
Gain on foreign exchange fluctuation (net)	59.91	78.03
Miscellaneous income	13.49	43.99
	1465.48	**1817.75**
	3137.75	**3279.21**

Note 24 Cost of materials consumed

Opening stock	542.34	494.79
Add: Purchases	3867.42	3428.51
	4409.76	3923.30
Less: Closing stock	701.67	542.34
Cost of materials consumed	**3708.09**	**3380.96**

Note 25 Purchase of stock-in-trade

Safety fuse	49.35	136.38
	49.35	**136.38**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 26 Changes in inventories of finished goods work-in- progress and stock in trade

	Year ended March 31, 2019	Year ended March 31, 2018
Opening stock:		
Finished goods	850.56	625.35
Stock-in-trade	7.04	8.59
Work-in-progress	449.60	364.31
	1307.20	**998.25**
Closing stock:		
Stock-in-trade	10.60	7.04
Work-in-progress	476.06	449.60
Finished goods	760.17	850.56
	1246.83	**1307.20**
	60.37	(308.95)
Excise duty on increase/(decrease) of finished goods	-	(77.85)
	60.37	**(386.80)**

Note 27 Employee benefits expense

Salaries and wages, including bonus	1941.35	1908.69
Contribution to provident and other funds (Refer note 34)	136.06	132.82
Workmen and staff welfare expenses	278.11	292.46
	2355.52	**2333.97**

Note 28 Finance costs

Interest expenses on borrowings	55.07	54.72
Other borrowing cost	100.35	80.59
	155.42	**135.31**

Note 29 Depreciation and amortisation expense

Depreciation of property, plant and equipment	185.23	150.52
Depreciation on investment properties	2.01	2.01
Amortisation of intangible assets	8.75	10.08
	195.99	**162.61**

Note 30 Other operating expenses

Consumption of stores and spares	160.69	161.23
Processing charges	405.87	324.63
Packing material consumed	302.39	336.82
Power and fuel	534.16	547.81
Expenses on operation contracts	1.69	53.49
Rent	1.89	26.61
Rates, fees and taxes	396.80	251.89
Insurance	58.58	66.54
Repairs and maintenance		
Plant and machinery	101.90	88.95
Buildings	124.63	30.08
Selling expenses		
Advertising and sales promotion	2.28	6.52
Selling commission	163.07	163.88
Distribution expenses	1391.85	1156.06
Travelling and conveyance	67.48	73.04
Communication expenses	28.73	20.27
Legal and professional fee (Refer note (a) below)	282.03	315.32
Provision of doubtful debts/advances, net (Refer note (b) below)	146.65	31.30
Directors' sitting fee	48.20	44.10
Loss on sale of plant and equipment	-	1.67
CSR expenditure (Refer note 38)	25.29	38.02
Miscellaneous expenses	188.32	141.83
	4432.50	**3880.06**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Notes:

(A) Legal and professional fee includes:

	Year ended March 31, 2019	Year ended March 31, 2018
Payment to auditors:		
Statutory audit	20.50	20.50
Limited reviews	7.50	7.50
Tax audit	2.50	2.50
Other certifications / reporting services	9.00	0.40
Reimbursement of expenses	1.62	0.78
	41.12	**31.68**

(b) Provision / (reversal) of doubtful debts/advances, net

	Year ended March 31, 2019	Year ended March 31, 2018
Amount written off	35.14	18.33
Provision created	146.17	44.22
Less: Provision reversed	(34.66)	(31.25)
	146.65	**31.30**

Note 31 Exceptional Items

	Year ended March 31, 2019	Year ended March 31, 2018
Profit on sale of property plant and equipment fully impaired earlier	22.03	185.91
Reversal of provision for doubtful debts created in earlier years by adjusting to revaluation reserve in pursuance to the Scheme of Arrangement in 2008-09.	164.30	221.74
Reversal of provision for impairment created in earlier years on account of favorable order received by the Company from Hon'ble Central Excise and Service Tax appellate tribunal.	631.45	-
	817.78	**407.65**

Note 32 Financial instruments

(i) The following table represents analysis of carrying values and fair values of financial instruments

Particulars	Fair value hierarchy	Carrying Values		Fair value	
		As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Assets:					
Non-Current					
i) Investments	3	25.33	24.72	25.33	24.72
ii) Loans	3	2922.57	3103.87	2922.57	3103.87
iii) Other financial assets	3	203.48	671.52	203.48	671.52
iv) Investments in Subsidiaries	3	3556.13	3448.46	3556.13	3448.46
Current					
i) Trade receivables	3	2089.00	1659.34	2089.00	1659.34
ii) Cash and cash equivalents	3	100.27	212.46	100.27	212.46
iii) Other balances with banks	3	3435.16	3034.15	3435.16	3034.15
iv) Other financial assets	3	1719.66	2045.23	1719.66	2045.23
Liabilities:					
Non-Current					
(i) Other non current liability	3	-	770.51	-	770.51
Current					
i) Borrowings	3	474.61	962.62	474.61	962.62
ii) Trade payables	3	2186.41	1601.80	2186.41	1601.80
iii) Other current financial liabilties	3	292.30	292.75	292.30	292.75

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

(ii) The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3 :

Particulars	Fair value hierarchy	Fair value	
		As at March 31, 2019	As at March 31, 2018
Assets			
A) Mandatorily carried at Fair value through profit or loss			
Investments in quoted equity shares	1	23.28	22.67
Investments in unquoted equity shares	3	2.05	2.05
		25.33	**24.72**

Fair value hierarchy

Level 1 - Includes financial instruments measured using quoted prices. This includes listed equity instruments. The fair value of all equity instruments which are traded in stock exchanges is valued using the closing price as at the reporting period and the mutual funds are valued using closing NAV..

Level 2 - The fair value of financial instruments not actively traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If the significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

i) The Carrying values of current financial liabilities and current financial assets are taken as their fair value because of their short term nature.

ii) The Carrying values of non-current financial liabilities and non-current financial assets are taken as their fair value based on their discounted cash flows.

iii) The Company has used quoted market price for determining fair value of investments in equity instruments and mutual funds.

iv) There have been no transfers between level 1 , level 2 and level 3 for the years ended March 31, 2019 and March 31, 2018.

Significant estimate:

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The company uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

Note 33 Capital and financial risk management objectives and policies

A. Capital management and gearing ratio

For the purpose of the Company capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the company capital management is to maximize the shareholder value.

B. Financial risk management framework

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

(i) Credit risk

(ii) Liquidity risk

(iii) Market risk

The Company's Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and Company's activities .

The Company's audit committee oversees how management monitors compliance with the Company's Risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad-hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

(i) Credit Risk

Credit risk is the risk of financial loss arising from counter-party failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The entities within the Company have a policy of dealing only with credit worthy counter parties and obtaining sufficient collateral, where appropriate as a means of mitigating the risk of financial loss from defaults. Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables, loans receivables, investments, cash and cash equivalents, derivatives provided by the Company. None of the financial instruments of the Company result in material concentration of credit risk. The carrying value of financial assets represents the maximum credit risk.

Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations actual or expected significant changes in the operating results of the borrower
- Significant changes in the expected performance and behavior of the borrower, including changes in the payment status of borrowers in the Company and changes in the operating results of the borrower
- Based on the above analysis, the Company does not expect any credit risk from its trade receivables for any of the years reported in this financial statements.

Ageing of receivables, net of allowances is given below:

	As at March 31, 2019	As at March 31, 2018
Past due below 6 months	1996.93	1672.22
Past due more than 6 months	1518.63	1471.12
Total	**3515.56**	**3143.34**
Credit impaired	1426.56	1484.00

Reconciliation of Loss allowance provision given below

	As at March 31, 2019	As at March 31, 2018
Impairment loss at the beginning of the year	1484.00	1508.63
Impairment loss during the year	146.17	6.62
Provision reversed during the year	(203.61)	(31.25)
Balance at the end of the year	**1426.56**	**1484.00**

Cash and bank balances:

Credit risk on cash and bank balances is limited as the company generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

Significant estimates and judgements

(i) Impairment of financial assets

The impairment provisions for financial assets disclosed above 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 the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(ii) Liquidity Risk

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

Particulars	On Demand	in next 12 months	1-2 years	Total
Year ended March 31, 2019				
Borrowings	474.61	-	-	474.61
Other financial liabilities	-	2052.64	-	2052.64
Trade and other payables	-	2186.41	-	2186.41
	474.61	**4239.05**	**-**	**4713.66**
Year ended March 31, 2018				
Borrowings	962.62	-	-	962.62
Other financial liabilities	-	1242.56	770.51	2013.07
Trade and other payables	-	1601.80	-	1601.80
	962.62	**2844.36**	**770.51**	**4577.49**

(iii) Market risk

Market risk is the risk of loss of future earnings, fair value or future cash flows that may result from a change in the price of a financial instrument . The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that effect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including deposits, foreign currency receivables, payables and borrowings.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. As the Company has debt obligations with floating interest rates, exposure to the risk of changes in market interest rates are substantially dependent of changes in market interest rates.

b) Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on the portion of loans and borrowings. With all other variables held constant, the Company's profit before tax is affected through impact on floating rate borrowings, as follows:

Particulars	Impact on Profit before tax	
	March 31, 2019	March 31, 2018
Interest rates-increase by 100 basis points	(5.35)	(4.36)
Interest rates-decrease by 100 basis points	5.35	4.36

c) Foreign currency exchange rate risk

The company operates in a business that exposes it to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD . Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the company is to minimize the volatility of the INR cash flows of highly probable forecast transactions.

Particulars	Currency	As at March 31, 2019	As at March 31, 2018
Trade receivables	USD	444.88	175.51
Other receivables	USD	311.20	293.29
Trade receivables	EURO	106.53	231.22

Sensitivity movement: The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments

	Impact on profit before tax	
	March 31, 2019	March 31, 2018
USD Sensitivity		
INR/USD - Increase by Re. 1 (March 31, 2018 - Rs. 1)	11.47	7.29
INR/USD - Decrease by Re 1 (March 31, 2018 - Rs. 1)	(11.47)	(7.29)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

EURO Sensitivity		
INR/EURO - Increase by Re. 1 (March 31, 2018 - Rs. 1)	1.37	2.94
INR/EURO - Decrease by Re 1 (March 31, 2018 - Rs. 1)	(1.37)	(2.94)

Note 34 Employee benefit plans

a. Defined contribution plan:

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident fund and Employees' State Insurance contribution (ESI) , which are defined contribution plans. The contribution are charged to the Statement of profit and loss or capitalised as they accrue. During the year, the Company has recognised Rs 4.31 (March 31, 2018: Rs 4.50) and Rs 64.15 (March 31, 2018: Rs 66.04) towards Employees' State Insurance (ESI) contribution and Provident fund.

b. Compensated absences

The accrual for unutilised leave is determined for the entire available leave balance standing to the credit of the employees at the year end. The value of such leave balances that are eligible for carry forward, is determined by an actuarial valuation as at the end of the year, The company has charged Rs 35.30 (March 31, 2018 : Rs 8.06) to the statement of profit and loss.

c. Defined benefit plan

The Company provides gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement / termination is the employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan, managed by a trust set up by the Company. The Company makes contributions to Life Insurance Corporation of India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

Balance sheet amounts- Gratuity

The amounts recognised in the balance sheet and the movements in the defined benefit obligation over the year are as follows:

	Present value of obligation	Fair value of plan assets	Net amount
Reconciliation Balance as at March 31, 2019			
Opening balance	**389.81**	**495.99**	**(106.18)**
Interest expense/(income)	28.27	38.13	(9.86)
Past service cost	-	-	-
Current service cost	31.92	-	31.92
Total amount recognised in profit or loss	**60.19**	**38.13**	**22.06**
Remeasurements			
(Gain)/loss from change in financial assumptions	5.38	-	5.38
Return on plan assets (excluding interest income)	-	4.83	(4.83)
(Gain)/loss from change in experience	13.06	-	13.06
Total amount recognised in other comprehensive income	**18.44**	**4.83**	**13.61**
Employer contributions	-	-	-
Benefit payments	(48.29)	(48.29)	-
Balance (Current) as at March 31, 2019	**420.15**	**490.66**	**(70.51)**
Reconciliation Balance as at March 31, 2018			
Opening balance	529.69	576.23	(46.54)
Interest expense/(income)	31.55	37.53	(5.98)
Past service cost	0.39	-	0.39
Current service cost	27.78	-	27.78
	59.72	**37.53**	**22.19**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

	Present value of obligation	Fair value of plan assets	Net amount
Remeasurements			
(Gain)/loss from change in financial assumptions	(15.46)	-	(15.46)
Return on plan assets (excluding interest income)	-	(0.75)	0.75
Experience (gains)/losses	(26.12)	-	(26.12)
Total amount recognised in other comprehensive income	**(41.58)**	**(0.75)**	**(40.83)**
Employer contributions	-	41.00	(41.00)
Return on plan assets (excluding interest income)	-	-	-
Benefit payments	(158.02)	(158.02)	-
Balance (current) as at March 31, 2018	**389.81**	**495.99**	**(106.18)**

The net liability disclosed above relates to funded plan, as follows:

	March 31, 2019	March 31, 2018
Present value of funded obligations	420.15	**389.81**
Fair value of plan assets	490.66	495.99
	(70.51)	**(106.18)**

Deficit of funded plan

(iii) Significant estimates: actuarial assumptions

The significant actuarial assumptions for defined benefit obligations are as follows:

Discount rate	7.59%	7.73%
Salary escalation rate	7.00%	7.00%
Employee attrition rate	5.00%	3.00%
Retirement Age	58	58
Pre-retirement mortality	IALM(2012-14) Ultimate	IALM(2006-08) Ultimate

(iv) Sensitivity analysis

The sensitivity of the obligation towards gratuity to changes in the weighted principal assumptions is:

Assumption

Impact on defined benefit obligation	March 31, 2019 Increase	March 31, 2019 Decrease	March 31, 2018 Increase	March 31, 2018 Decrease
Discount rate (change by 1%)	(21.03)	23.61	(18.21)	20.51
Salary escalation rate (change by 1%)	21.46	(19.45)	17.76	(15.96)
Attrition rate (change by 1%)	0.75	(0.88)	0.93	(1.04)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

(v) The major categories of plan assets are as follows

	Quoted/ Un quoted	March 31, 2019	In %	March 31,2018	In %
Gratuity					
funds managed by Life Insurance Corporation of India	Unquoted	490.66	100%	495.99	100%

(vi) Weighted average duration of retiring gratuity obligation is 9 years (March 31, 2018: 11 years)

(vii) The Company expects to contribute Rs 83.71 (March 31: 2018 Rs. 48.02)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 35 Contingent Liabilities and Commitments:

	As at March 31, 2019	As at March 31, 2018
A. Contingent Liabilities:		
Claims against the Company not acknowledged as Debts		
(a) Income tax demands	1166.96	1116.95
(b) Sales tax demands	305.75	316.80
(c) Excise demands	3.67	635.12
(d) Service tax demands	352.29	352.29
(e) Additional demands towards cost of land	3.81	3.81
(f) Claims of workmen/ex-employees	132.50	147.50
(g) Other matters	7.32	7.32
B. Commitments:		
(a) Corporate Gurantees (Refer note 1 below)	4440.00	4440.00
(b) Letter of Comfort (Refer note 2 below)	31119.75	57484.35
(c) Estimated amount of contracts remaining to be executed on capital account (Net of advance) Rs. 10.13 Lakhs (As at March 31, 2018: Rs. 10.17 Lakhs)	112.04	27.26

Notes:

1) The Company has given Corporate Guarantees aggregating Rs. 4,440.00 lakhs (March 31, 2018: Rs.4,440.00 lakhs) to the banks on behalf of its wholly-owned subsidiary IDL Explosives Limited for the purpose of working capital requirements. The amount of loan outstanding as on March 31, 2019 is Rs.3185.00 lakhs (March 31, 2018: Rs. 3218.55 lakhs).

2) During the year ended March 31, 2013, the Company through its the then step down subsidiary GHGL London Limited, UK (immediate subsidiary being HGHL Holdings Limited) (HGHL), acquired Houghton International Inc. in USA. HGHL obtained a loan of USD 300 million from Lenders to part finance the acquisition. During the year 2013-14, USD 120 million was repaid by HGHL to the lenders. The amount of loan outstanding as on March 31, 2019 is Rs.31,119.75 lakhs (March 31, 2018 Rs. 57,484.35 lakhs). The said loan was extended on the basis of Letter of Comfort/Stand-By Letter of Credit Facility Agreement between the Company, HGHL (both being Co-Obligors to the said Facility) and lenders on the strength of guarantee of Gulf Oil International Limited, Cayman and Cash Deficit Undertaking from its specified subsidiaries and also from the Company, wherein they are obligated to make contributions to HGHL in case of deficiencies in resources for servicing the said facilities. Gulf Oil International Limited, Cayman provided a Guarantee to the Company for due serving and repayment of entire balance outstanding loan, as per repayment schedule of the Lender. Gulf oil lubricants india limited also provided the similar Cash deficit undertaking in favour of the SBLC lenders.

   In terms of the aforesaid agreement the loan is also secured by: (i) first pari-passu charge by way of equitable mortgage on land of the Company admeasuring 64.125 acres at Kukatpally, Hyderabad and (ii) first pari-passu charge along with existing lenders by way of equitable mortgage on land admeasuring 115.10 acres at Hyderabad and on buildings and plant & machinery belonging to Energetics Division. GHGL London Limited and its step down subsidiaries including Houghton International Inc. ceased to be subsidiaries of the Company, consequent to infusion of fresh equity to the extent of 90% by Gulf oil international limited in GHGL london limited during the year 2013-14.

3) The Competition Commission of India passed an order in a case filed by a customer imposing a penalty of Rs. 2894.76 lakhs during the year 2012-13. Against the said order, the Company filed an appeal in Competition Appellate Tribunal ("COMPAT") and the appeal was disposed of by reducing the penalty amount to Rs. 289.48 lakhs. Further, the Company filed an appeal in the Supreme Court against the said order of COMPAT and the appeal was admitted. During the year, the Company has made application to the Supreme Court for filing additional documents. However, the case was not heard by the Honorable Supreme Court during the year as the pleading are in progress before the Judicial Registrar and the same is pending to continue till the next date of hearing.

4) The Company had registered lease deeds of land on various dates with Sri Udasin Mutt (Mutt) for certain parcels of land at Kukatpally, Hyderabad for 99 years after obtaining permission from the then Government of Andhra Pradesh. However, the Mutt filed eviction proceedings before the AP Endowment Tribunal on various untenable grounds and claimed use and occupation charges.

   Aggrieved by the Tribunal Order, the Company filed a Writ Petition (WP) in 2011 in the Hon'ble High Court of Andhra Pradesh. The Mutt had also filed a separate WP in the AP High Court with regard to the Tribunal's decision on use and occupation charges. The AP High Court vide Common Order dismissed the WP filed by the Company and allowed the WP filed by the Mutt.

   Both the parties filed Special Leave Petition (SLP) in 2013 before the Hon'ble Supreme Court against the aforesaid Common Order. The Hon'ble Supreme Court directed the parties to maintain status quo in all respects. Subsequently in August 2014, the Hon'ble Supreme Court while granting leave, directed the Company to deposit Rs. 100.00 lakhs per annum provisionally towards use and occupation of the subject land. The Company has been depositing Rs 100.00 lakhs every year for the years 2014 to 2018, totaling to Rs 500.00 lakhs as at March 31, 2019 (Rs 400.00 lakhs as at March 31, 2018). The Appeals have not been listed for hearing.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

5) The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal. Pending decision on the subject review petition and directions from the EPFO, the management has a view that the applicability of the decision is prospective and accordingly has provided the liability for March 2019. The impact for the past period, will depend upon the outcome of subject review petition and directions from the EPFO and hence has been disclosed as a contingent liability in the financial statements. The impact of the same is not ascertainable.

Note 36 Related Party Disclosure

(i) Information relating to Related Party Transactions as per "Indian Accounting Standard" (Ind AS 24-Related party disclosures)

a. Ultimate Holding Company:
AMAS Holding SPF

b. Holding Company:
Hinduja Power Limited (Mauritius)

c. Subsidiaries:
IDL Explosives Limited
HGHL Holdings Limited

d. Fellow subsidiary:
Gulf Oil Lubricants India Limited

e. Key Management Personnel:
Mr. S Pramanik, Managing Director
Mr. Ajay P. Hinduja, Chairman & Non Executive Director
Mr. Ramkrishan P Hinduja, Vice Chairman & Non Executive Director (Till January 16, 2019)
Mrs. Kanchan Chitale,Independent Director
Mr. MS Ramachandran, Independent Director
Mr. Ashok Kini, Independent Director
Mr. K.N.Venkatasubramanian, Independent Director (Till March 31, 2019)
Mr. Sudhanshu Tripathi, Non Executive Director
Mr. Ravi Jain, Chief Financial Officer
Mr. A. Satyanarayana, Company Secretary

(ii) Details of transactions between the Company and related parties and the status of outstanding balances at the year ended March 31, 2019:

(a) Transactions during the Year:

Nature of Transaction	Name of the related party	Subsidiaries		Holding Company		Key management personnel		Fellow subsidiary	
		2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Sale of goods	IDL Explosives Limited	1714.72	1366.13	-	-	-	-	-	-
Sale of Export license	IDL Explosives Limited	54.02	-	-	-	-	-	-	-
Sales of scrap	IDL Explosives Limited	-	5.42	-	-	-	-	-	-
Commission on corporate guarantee given	HGHL Holdings Limited	1236.92	1201.63	-	-	-	-	-	-
Commission on corporate guarantee given	IDL Explosives Limited	44.40	96.90	-	-	-	-	-	-
Other income	IDL Explosives Limited	0.36	0.36	-	-	-	-	-	-
Purchase of goods / other items	IDL Explosives Limited	32.81	52.83	-	-	-	-	-	-
Purchase of goods / other items	Gulf Oil Lubricants India Limited	-	-	-		-	-	2.46	2.01
Reimbursement received towards managerial services	IDL Explosives Limited	126.72	126.72	-	-	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Nature of Transaction	Name of the related party	Subsidiaries		Holding Company		Key management personnel		Fellow subsidiary	
		2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Reimbursement of received IT & Infrastructure Services	IDL Explosives Limited	48.00	48.00	-	-	-	-	-	-
Reimbursement of bank charges	HGHL Holdings Limited	11.80	11.50	-	-	-	-	-	-
Reimbursement of metal cladding services	IDL Explosives Limited	58.06	16.17	-	-	-	-	-	-
Reimbursement of expenses	Gulf Oil Lubricants India Limited	-	-	-	-	-	-	0.01	2.16
Marketing services fee paid	IDL Explosives Limited	584.60	563.37	-	-	-	-	-	-
Interest received on inter-corporate deposits	IDL Explosives Limited	324.35	354.76	-	-	-	-	-	-
Dividend received	IDL Explosives Limited	904.48	795.92	-	-	-	-	-	-
Rent received	IDL Explosives Limited	-	24.40	-	-	-	-	-	-
Dividend paid on equity shares	Hinduja Power Limited	-	-	742.94	554.74	-	-	-	-
	S. Pramanik	-	-	-	-	0.18	0.12	-	-
Dividend Income on preference shares	IDL Explosives Limited	-	9.42	-	-	-	-	-	-
Dividend income on equity shares	IDL Explosives Limited	904.00	786.50	-	-	-	-	-	-
Remuneration and perquisites	S. Pramanik	-	-	-	-	157.12	161.57	-	-
	Ravi Jain	-	-	-	-	81.90	71.08	-	-
	A. Satyanarayana	-	-	-	-	26.72	25.25	-	-
Directors' sitting fees and commission	Ajay P. Hinduja	-	-	-	-	17.87	17.20	-	-
	Ramkrishan P. Hinduja	-	-	-	-	-	2.10	-	-
	K.N.Venkatasubramanian	-	-	-	-	11.28	9.65	-	-
	Kanchan Chitale	-	-	-	-	12.75	10.61	-	-
	MS Ramachandran	-	-	-	-	12.63	11.24	-	-
	Ashok Kini	-	-	-	-	13.42	14.30	-	-
	Sudhanshu Tripathi	-	-	-	-	4.00	-	-	-

b. Outstanding Balances as at year-end:

Nature of Transaction	Name of the related party	Subsidiaries 2018-19	Subsidiaries 2017-18	Holding Company 2018-19	Holding Company 2017-18	Key management personnel 2018-19	Key management personnel 2017-18	Fellow subsidiary 2018-19	Fellow subsidiary 2017-18
Receivables	IDL Explosives Limited	837.32	371.81	-	-	-	-	-	-
Advances/ other receivables	IDL Explosives Limited	145.56	154.71	-	-	-	-	-	-
	HGHL Holdings Limited	311.10	293.29	-	-	-	-	-	-
Payable	Gulf Oil Lubricants India Limited	-	-	-	-	-	-	3.74	1.27
Inter-corporate deposits	IDL Explosives Limited	3103.87	3103.87	-	-	-	-	-	-
Interest free security deposit	IDL Explosives Limited	-	5.00	-	-	-	-	-	-
Investment in equity shares	IDL Explosives Limited	2510.75	2510.75	-	-	-	-	-	-
Corporate guarantee (given)	IDL Explosives Limited	4440.00	4440.00	-	-	-	-	-	-
Comfort letter (given)	HGHL Holdings Limited	31119.75	57484.35	-	-	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Notes:

i) The above disclosures including related parties as per Ind AS 24 ‘Related Party disclosures and Companies Act’ 2013

ii) The remuneration to key management personnel doesn’t include the provisions made for gratuity and compensated absences, as they are obtained on an actuarial basis for the Company as a whole.

iii) All transactions with these related parties are priced on an arm’s length basis and none of the balances are secured.

Note 37 Scheme of Amalagamation

Scheme of Amalgamation (‘the scheme’) of IDL Buildware Limited and Gulf Carosserie India Limited (‘transferor Companies’) with the Company has been approved by the National Company Law Tribunal (NCLT), Hyderabad Bench vide order dated November 30, 2018 with an appointed date of October 1, 2017. The Company has filed the Order received from Hyderabad Bench with Registrar of Companies (‘ROC’) on July 13, 2018. The scheme has been accounted under the ‘pooling of interests’ method in accordance with Appendix C of Ind AS 103 ‘Business Combinations’ and comparatives have been restated for amalgmation from the beginning of the previous year ie. April 1, 2017.

In accordance with the Scheme, the shares held by the Company in IDL Buildware Limited and Gulf Carosserie India Limited shall stand cancelled and extinguished in entirety. Since GOCL Corporation Limited is the 100% shareholder of IDL Buildware Limited and Gulf Carosserie India Limited, no shares shall be required to be allotted.

Particulars	Amount
Assets	
Non-current assets	139.91
Current assets	68.18
Total assets (A)	**208.09**
Liabilities	
Non-current liabilities	133.20
Current liabilities	126.57
Total liabilities (B)	**259.77**
Net assets taken over (C=A-B)	**(51.68)**
Reserves of Transferor Companies vested in transferee Company	
Retained earnings	(288.68)
Total reserves (D)	**(288.68)**
Cancellation of investment in transferor Companies held by the Company (E)	**237.00**
Capital reserve/ (Goodwill) on amalgamation (C-D-E)	**-**

Note 38 Corporate Social Responsibility (CSR)

As per section 135 of the Companies Act, 2013, a Corporate Social responsibility (CSR) Committee has been formed by the Company. The proposed areas for CSR activities, as per the CSR policy of the Company are promotion of education, rural development activities, medical facilities, employment and ensuring environmental sustainability which are specified in Schedule VII of the Companies Act, 2013. Expenditure incurred under Section 135 of the Companies Act, 2013 on CSR activities are as below:

Gross amount required to be spent by the Company during the year ended March 31, 2019 is Rs. 25.29 lakhs (March 31, 2018: 38.02 lakhs)

	As at March 31, 2019	As at March 31, 2018
Amount spent during the year on		
(i) Construction/acquisition of an asset	14.29	20.02
(ii) On purpose other than (i) above	11.00	18.00
	25.29	38.02

Note 39 Segmental information

In accordance with Ind AS 108 - Operating segments, segment information has been provided in the consolidated financial statements of the Company and therefore no separate disclosure on segment information is given in these standalone financial statements.

Note 40 Earnings per share (EPS)

	As at March 31, 2019	As at March 31, 2018
Profit after tax	2786.02	2290.13
Number of shares outstanding at the year end (in lakhs)	495.72	495.72
Weighted average number of equity shares (in lakhs)	495.72	495.72
Basic (Rs)	5.62	4.62
Diluted (Rs)	5.62	4.62

Note 41 Other notes

(i) The Hon'ble Supreme Court vide its order dated November 16, 2007 held that the stock transfers by the Company constituted inter-state sale in respect of assessment year viz., 1976-77 to 1983-84, 1989-90 & 1990-91 and also directed the authorities to examine the factual aspects and assess tax on supplies made by the Company to the subsidiaries of Coal India Limited (CIL) as inter-state sale. The Company filed writ petitions in the Hon'ble High Court of Odisha in August 2009 impleading other State Governments, CIL and its subsidiary companies seeking directions for issues of Form 'C' and pass over of local sales tax to the State of Odisha. In terms of the liberty granted by The Honorable Supreme Court the Company has filed writ petition in the Odisha High Court and obtained stay. The writ petition is pending.

(ii) The Company has long-term contracts other than derivative contracts, for which there were no material foreseeable losses.

As per our report of even date attached
***for* B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration number:116231W/W-100024

***for* and on behalf of the Board of Directors of**
GOCL Corporation Limited
CIN :L24292TG1961PLC000876

Sriram Mahalingam
Partner
Membership no: 049642

Ravi Jain
Chief Financial Officer

S. Pramanik
Managing Director
DIN : 00020414

Ajay P. Hinduja
Chairman
DIN : 00642192

Place : Hyderabad
Date : May 30, 2019

A. Satyanarayana
Company Secretary

INDEPENDENT AUDITOR'S REPORT

To the Members of GOCL Corporation Limited

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of GOCL Corporation Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at March 31, 2019, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditor on separate financial statements of such subsidiary as were audited by the other auditor, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2019, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, 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.

Description of Key Audit Matter

KEY AUDIT MATTER	RESPONSE TO KEY AUDIT MATTER
Revenue recognition Refer note 23 to consolidated Ind AS financial statements The Company mainly derives its revenues from sale of energetics and other related products to its domestic and international customers as well as from its property development division. Contract with customers can include complex terms and conditions that may impact the timing and amount of consideration expected to be received in exchange for products or services transferred to customers. There exists a risk of recognizing revenue in an inappropriate accounting period or on a basis not consistent with the underlying terms of the arrangement with the customer. The Company evaluates the terms of individual contracts in order to determine the appropriate timing and amount for revenue recognition. We have identified recognition of revenue as a key audit matter as it involves management judgement and estimation of the timing and amount of revenue recognition and is a key performance indicator.	**Audit Procedures** Our audit procedures in relation to revenue recognition included the following: ➢ Obtaining an understanding of and assessing the design, implementation and operating effectiveness of the Company's key internal controls in relation to revenue recognition. ➢ Inspecting the key customer contracts to identify terms and conditions relating to transfer of control over goods, acceptance, and assessing the Company's timing and revenue recognition with reference to its policies, the requirements of the prevailing accounting standards. ➢ Testing the manual journal entries related to revenue raised during the year and inspecting underlying documentation which were considered to be material or met other specific risk-based criteria. ➢ We have tested the revenue recorded by using statistical sampling, covering different products, locations and customers, by inspecting the relevant underlying documents including customer orders, goods delivery notes and invoices, confirming certain customers' receivable balances at the balance sheet date, selected considering the amount, nature and characteristics of those customers; and ➢ Comparing the sales transactions recognized shortly before and after the balance sheet date with relevant underlying documentation evidencing delivery and acceptance including credit notes issued after that date, to examine whether sales transactions were recorded in the appropriate reporting periods.

Litigations and contingent liabilities	Audit Procedures
Refer to note 36 to consolidated Ind AS financial statements The Company is subject to a number of tax litigations and other claims, which could have an impact on the results if the potential exposures were to materialise. The application of accounting standards to determine the amount involved, if any, to be provided as a liability or disclosed as a contingent liability, is inherently subjective. The Company regularly updates and assesses its legal positions with the use of internal and external legal experts. Based on the legal position, the Company estimates and records related accruals at the end of the reporting period which includes assumptions and interpretation of preliminary and pending court rulings. We considered the claims and litigations were important given the size and complexity of the claims, and related uncertainty of the outcomes.	Our audit procedures included the following: ➢ Obtaining an understanding of and evaluating the processes and the internal controls in place for identifying and assessing litigations by Management ➢ Making enquiries with Company's in-house legal counsel and reading of Board and sub-committee meeting minutes. ➢ Obtaining an understanding of the legal positions taken by the Company, reviewing the correspondences if any with the Company's external counsels, including legal opinions on selected matters. ➢ Assessing the adequacy of the Company's disclosures for contingent liabilities and financial commitments and relevant facts and circumstances and management assumptions used in the determination of the likelihood and financial outcome of the contingencies.
Valuation of Trade receivable	**Audit Procedures**
As at March 31, 2019, trade receivables of the Company amounted to Rs. 8998.48 Lakhs. The details of trade receivables and their credit risk have been disclosed in Note 11 to the financial statements. The Company's provision for doubtful trade receivables is based on the expected credit loss model (ECL). The Company measures the expected credit loss by using various factors including customer credit history, current market, customer-specific conditions, forward looking information on a case to case basis, collective assessment based on historical experience of default all of which involve significant management judgement and are inherent subjective. The determination of the provision required to be made involves significant management judgement, estimations of recoverable amounts and hence we have identified the audit risk surrounding the impairment losses on trade receivables as a key audit matter.	Our audit procedures included the following: ➢ Testing the methodology applied in the expected credit loss provision calculation by comparing it to the requirements of Ind AS 109, Financial Instruments, key underlying assumptions used in the process of estimation of expected credit losses and the mathematical accuracy of management's model used to calculate impairment provision. ➢ Obtaining an understanding of and assessing the design, implementation and operating effectiveness of management's key internal controls relating to credit control, debt collection and making provisions for doubtful debts. ➢ Making inquiries with the management and obtaining an understanding of the process in place, identification of current market factors, customer specific conditions and testing the basis and assumptions for management's judgement of the recoverability and the amount of provision required for the doubtful trade receivables ➢ For statistically selected samples of year end trade receivables, we have tested subsequent receipts, underlying documentation and ageing of receivables.

Other Information

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the holding Company's annual report, but does not include the financial statements and our auditors' 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.

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 in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/ audit report of other auditors, 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.

Responsibilities of Management and those charged with Governance for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company 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 respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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.

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

- 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.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. 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 (company and subsidiaries) to cease to continue as a going concern.
- 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such entities. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.

  We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Other Matters

(a) We did not audit the financial statement of one subsidiary, whose financial statement reflect total assets of Rs 104194.17 Lakhs as at March 31, 2019 as well as total revenues of Rs. Nil and net cash flows amounting to Rs. 388.41 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the audit report of the other auditor.

The subsidiary is located outside India whose financial statements and other financial information has been prepared in accordance with accounting principles generally accepted in that country and which have been audited by other auditor under generally accepted auditing standards applicable in that country.

The Company's Management has convened the financial statements of this subsidiary located outside India from accounting principles generally accepted in that country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's Management. Our opinion in so far as it relates to the balances and affairs of the aforesaid subsidiary is based on the report of other auditor and the conversion adjustments prepared by the management of the Company and audited by us.

(b) We did not audit the financial statements of two subsidiaries, whose annual financial statements reflect total assets of Rs. 202.53 Lakhs as at March 31, 2018 as well as total revenues of Rs. 29.09 Lakhs for the year ended on that date. These annual financial statements had been audited by other auditors' whose report had been furnished to us, and our opinion on the annual consolidated financial results, in so far as it relates to the aforesaid subsidiaries is based solely on the report of such other auditors'. Our opinion on the consolidated financial statement is not modified in respect of this matter.

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

Report on Other Legal and Regulatory Requirements

(A) As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiary as were audited by other auditor, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditor.

c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.

e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India 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 with reference to financial statements of the Holding Company, its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the 'Other Matters' paragraph:

i. The consolidated financial statements disclose the impact of pending litigations as at March 31, 2019 on the consolidated financial position of the Group. Refer Note 36 to the consolidated financial statements.

ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended March 31, 2019.

iii. There has been no delay in transferring amounts, to the Investor Education and Protection Fund by the Holding Company and there were no amounts which were required to be transferred to the Investor Education and Protection Fund by its Subsidiary Company incorporated in India.

iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from November 8, 2016 to December 30, 2016 have not been made in the financial statements since they do not pertain to the financial year ended March 31, 2019.

(C) With respect to the matter to be included in the Auditor's report under section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid during the current year by the Holding Company and its subsidiary company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary company is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

for **B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 116231W/W-100024

Sriram Mahalingam
Partner
Membership No: 049642

Place: Hyderabad
Date: May 30, 2019

Annexure A to the Independent Auditors' Report on the Consolidated Ind AS financial statements

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

In conjunction with our audit of the consolidated Ind AS financial statements of GOCL Corporation Limited ("the Holding Company") as of and for the year ended March 31, 2019, we have audited the internal financial controls with reference to the consolidated financial statements of the Holding Company and its subsidiary company incorporated in India as of that date.

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to the consolidated Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated Ind AS financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated Ind AS financial statements 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 with reference to consolidated Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, 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 consolidated Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated Ind AS financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial controls with reference to consolidated Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements 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 with reference to Consolidated Ind AS financial statements

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

Opinion

In our opinion, the Holding Company and its subsidiary company incorporated in India, have in all material respects, an adequate internal financial controls with reference to consolidated Ind AS financial statements and such internal financial controls were operating effectively as at March 31, 2019, based on the internal financial controls with reference to consolidated Ind AS financial statements criteria established by the Holding Company and its subsidiary company, considering the essential components of internal controls stated in the Guidance Note issued by the ICAI.

***for* B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 116231W/W-100024

Sriram Mahalingam
Partner
Membership No. 049642

Place: Hyderabad
Date: May 30, 2019

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-current assets			
Property, plant and equipment	3	6767.91	5405.36
Capital work-in-progress	3	1645.71	1911.78
Investment property	4	29339.90	29620.08
Intangible assets	5	34.58	42.50
Biological assets other than bearer plants	6	36.50	36.50
Financial assets			
(a) Investments	7	54097.67	43997.30
(b) Loans	13	-	45832.34
(c) Other financial assets	8	331.52	331.93
Income-tax assets (net)	19	1140.52	650.49
Deferred tax assets (net)	19	338.94	118.51
Other non-current assets	9	1904.65	2018.74
Total Non-current assets		**95637.90**	**129965.53**
Current assets			
Inventories	10	6486.19	5745.08
Financial assets			
(a) Trade receivables	11	8998.48	9952.46
(b) Cash and cash equivalents	12	1947.60	1597.12
(c) Bank balances other than cash and cash equivalents	12	3790.15	3507.41
(d) Loans	13	49558.17	28155.60
(e) Other financial assets	8	770.78	625.41
Other current assets	9	1466.18	1065.74
Total current assets		**73017.55**	**50648.82**
TOTAL ASSETS		**168655.45**	**180614.35**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	991.45	991.45
Other equity	15	93288.42	81090.73
Total equity		**94279.87**	**82082.18**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	16	18334.32	46155.52
Provisions	18	9072.00	9072.48
Deferred tax liabilities (net)	19	348.17	195.34
Total non-current liabilities		**27754.49**	**55423.34**
Current liabilities			
Financial liabilities			
(a) Borrowings	21	3973.78	5557.98
(b) Trade payables	22		
total outstanding dues of micro and small enterprises		174.00	-
total outstanding dues of creditors other than micro and small enterprises		6293.27	5810.99
(c) Other financial liabilities	17	35284.72	31183.69
Provisions	18	141.48	35.23
Income tax liabilities	19	278.68	33.34
Other current liabilities	20	475.16	487.60
Total current liabilities		**46621.09**	**43108.83**
TOTAL LIABILITIES		**74375.59**	**98532.17**
TOTAL EQUITY AND LIABILITIES		**168655.45**	**180614.35**
Corporate information and significant accounting policies	1 and 2		
The accompanying notes forming part of the Ind AS consolidated financial statements			

As per our report of even date attached
***for* B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration number:116231W/W-100024

***for* and on behalf of the Board of Directors of**
GOCL Corporation Limited
CIN :L24292TG1961PLC000876

Sriram Mahalingam
Partner
Membership number: 049642

Ravi Jain
Chief Financial Officer

S. Pramanik
Managing Director
DIN : 00020414

Ajay P. Hinduja
Chairman
DIN : 00642192

Place : Hyderabad
Date : May 30, 2019

A. Satyanarayana
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

		Notes	Year ended March 31, 2019	Year ended March 31, 2018
I.	**Income**			
	Revenue from operations	23	53207.71	49670.66
	Other income	24	6083.46	6868.21
	Total income (I)		**59291.17**	**56538.87**
II.	**Expenses**			
	Cost of materials consumed	25	33788.61	29977.27
	Purchase of stock-in-trade	26	64.04	212.93
	Changes in inventories of finished goods and work-in-progress	27	(442.37)	(401.62)
	Excise duty		-	1395.90
	Employee benefits expense	28	5544.10	5630.43
	Finance costs	29	4108.19	4634.11
	Depreciation and amortisation expense	30	598.55	568.26
	Other operating expenses	31	11056.89	10147.41
	Total expenses (II)		**54718.01**	**52164.69**
III.	**Profit before exceptional items and tax (I-II)**		**4573.16**	**4374.18**
	Exceptional income	32	817.78	402.23
IV.	**Profit before tax**		**5390.94**	**4776.41**
V.	**Tax expense**			
	Current tax	19	1431.24	1264.25
	Deferred tax including MAT credit	19	(96.15)	101.38
	Total tax expense		**1335.09**	**1365.63**
VI	**Profit for the year (IV-V)**		**4055.85**	**3410.78**
VII	**Other comprehensive income**			
	A. Items that may be reclassified subsequently to profit or loss			
	(a) Exchange differences on translation of financial statements of foreign operations		3026.17	349.41
	B. Items that will not be reclassified subsequently to profit or loss			
	(a) Remeasurements of the defined benefit plans		34.16	39.51
	(b) Net changes in fair values of instruments held in equity shares carried at fair value through other comprehensive income		7414.89	27487.75
	(c) Income tax relating to items that will not be reclassified to profit or loss		(10.03)	(12.77)
VIII	**Total other comprehensive income**		**10465.19**	**27863.90**
IX	**Total comprehensive income for the year**		**14521.04**	**31274.68**
	Earnings per equity share (Face value of Rs. 2 per share)	40	8.18	6.88
	Basic and Diluted (in Rs)			
Corporate information and significant accounting policies		1		
The accompanying notes forming part of the Ind AS consolidated financial statements				

As per our report of even date attached
***for* B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration number:116231W/W-100024

***for* and on behalf of the Board of Directors of**
GOCL Corporation Limited
CIN :L24292TG1961PLC000876

Sriram Mahalingam
Partner
Membership number: 049642

Ravi Jain
Chief Financial Officer

S. Pramanik
Managing Director
DIN : 00020414

Ajay P. Hinduja
Chairman
DIN : 00642192

Place : Hyderabad
Date : May 30, 2019

A. Satyanarayana
Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

A) Equity share capital (Refer note 14)

Particulars	Amount
Balance as at March 31, 2017	**991.45**
Changes in equity share capital during the year	-
Balance as at March 31, 2018	**991.45**
Changes in equity share capital during the year	-
Balance as at March 31, 2019	**991.45**

B). Other equity (Refer note 15)

Particulars	Other equity							Total
	General reserve	Capital redemption reserve	Foreign currency translation reserve	Reserve on consolidation	Export allowance reserve	Retained earnings	Other items of other comprehensive income	
Balance as at March 31, 2017	20937.82	0.78	116.90	11.66	10.50	13682.07	15965.94	**50725.67**
Profit for the year	-	-	-	-	-	3410.78	-	3410.78
Remeasurement of defined benefit plan, net of tax effect	-	-	-	-	-	26.74	-	26.74
Exchange difference arising on translation of foreign operations	-	-	349.43	-	-	-	-	349.43
Dividends (including tax)	-	-	-	-	-	(989.65)	-	(989.65)
Net changes in fair values of instruments in equity shares carried at fair value through other comprehensive income	-	-	-	-	-	-	27567.76	27567.76
Balance as at March 31, 2018	**20937.82**	**0.78**	**466.33**	**11.66**	**10.50**	**16129.94**	**43533.70**	**81090.73**
Profit for the year	-	-	-	-	-	4055.85	-	4055.85
Remeasurement of defined benefit plan, net of tax effect	-	-	-	-	-	24.13	-	24.13
Exchange difference arising on translation of foreign operations	-	-	2701.08	-	-	-	-	2701.08
Dividends (including tax)	-	-	-	-	-	(1986.60)	-	(1986.60)
Net changes in fair values of instruments in equity shares carried at fair value through other comprehensive income	-	-	-	(11.66)	-	-	7414.89	7403.23
Balance as at March 31, 2019	**20937.82**	**0.78**	**3167.41**	**-**	**10.50**	**18223.32**	**50948.59**	**93288.42**

The accompanying notes form an integral part of the Ind AS consolidated financial statements

As per our report of even date attached
***for* B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration number:116231W/W-100024

***for* and on behalf of the Board of Directors of**
GOCL Corporation Limited
CIN :L24292TG1961PLC000876

Sriram Mahalingam
Partner
Membership number: 049642

A. Satyanarayana
Company Secretary

Ravi Jain
Chief Financial Officer

S. Pramanik
Managing Director
DIN : 00020414

Ajay P. Hinduja
Chairman
DIN : 00642192

Place : Hyderabad
Date : May 30, 2019

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

	Year ended March 31, 2019		Year ended March 31, 2018	
(A) CASH FLOW FROM OPERATING ACTIVITIES				
Profit before tax and after exceptional items		5390.94		4776.41
Adjustments for:				
Depreciation and amortisation expense	598.55		568.26	
Dividend income	(0.03)		(0.02)	
Profit on sale of plant and equipment	(19.70)		(164.76)	
Liabilities / provision no longer required written back	(239.08)		(390.69)	
Provision for doubtful trade receivables and loans & advances	146.17		179.02	
Reversal of provision created out of adjusted to revaluation reserve in earlier years.	(795.75)		(221.74)	
Interest income	(5773.82)		(6240.31)	
Unrealized gain on foreign exchange fluctuations, net	868.76		46.39	
Finance costs	4108.19	(1106.70)	4634.11	(1589.74)
Operating profit before working capital changes		4284.24		3186.67
Changes in working capital:				
Increase of trade receivables, loans & advances and other assets	34.26		(1273.49)	
Decrease / (increase) of Inventories	(741.11)		647.71	
Increase / (decrease) of trade payables and other liabilities including provisions	2144.59	1437.74	(13.57)	(639.35)
Cash generated from operations		5721.98		2547.32
Taxes paid (Net of refunds)		(1877.94)		(1410.30)
NET CASH GENERATED FROM OPERATING ACTIVITIES - (A)		3844.04		1137.02
(B) CASH FLOW FROM INVESTING ACTIVITIES				
Acquisition of property plant and equipment	(1379.94)		(2058.39)	
Proceeds from sale of plant and equipment	19.70		210.86	
Investments in bank deposits	(98.38)		(865.53)	
Repayment of loans given to Companies	24429.77		23275.51	
Interest received	5839.30		6277.45	
Dividend received	0.03		0.02	
NET CASH GENERATED FROM INVESTING ACTIVITIES - (B)		**28810.48**		**26839.93**

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

	Year ended March 31, 2019		Year ended March 31, 2018	
(C) CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from long-term borrowings	379.24		466.94	
Repayment of long-term borrowings	(25216.33)		(24749.84)	
Net (decrease) / increase in working capital borrowings	(1584.20)		1655.59	
Finance cost paid	(4098.14)		(4260.14)	
Dividends paid	(1784.61)		(793.16)	
Tax on dividends paid	-		(221.12)	
NET CASH USED IN FINANCING ACTIVITY - (C)		(32304.04)		(27901.72)
Net increase in cash and cash equivalents (A+B+C)		350.48		75.23
Cash and cash equivalents as at the commencement of the year		1597.12		1521.89
Cash and cash equivalents as at the end of the year (Refer note below)		**1947.60**		**1597.12**

See accompanying notes forming part of the consolidated financial statements

Note:

	As at March 31, 2019	As at March 31, 2018
Cash and cash equivalents comprise (Refer note 12):		
Cash on hand	7.77	8.53
Balances with banks:		
In Current accounts	1577.28	1195.21
In EEFC account	154.63	55.55
In Deposits accounts	207.92	337.83
	1947.60	**1597.12**

Borrowings movement

Reconciliation between opening and closing balances in the Balance sheet for liabilities and financial assets arising from financing activities for movement in statement of cash flow are given below.

	As at March 31, 2019	Net change	As at March 31, 2018	Net change	As at April 01, 2017
Long- term borrowings	18334.32	(27821.20)	46155.52	(27201.40)	73356.92
Short - term borrowings	3973.78	(1584.20)	5557.98	1662.84	3895.14
	22308.10	**(29405.40)**	**51713.50**	**(25538.56)**	**77252.06**

The above statement of cash flow has been prepared under the "indirect method" as set out in Ind AS 7, "statement of cash flow."

As per our report of even date attached
***for* B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration number:116231W/W-100024

***for* and on behalf of the Board of Directors of GOCL Corporation Limited**
CIN :L24292TG1961PLC000876

Sriram Mahalingam
Partner
Membership number: 049642

Ravi Jain
Chief Financial Officer

S. Pramanik
Managing Director
DIN : 00020414

Ajay P. Hinduja
Chairman
DIN : 00642192

Place : Hyderabad
Date : May 30, 2019

A. Satyanarayana
Company Secretary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

1 Company Overview

1.1 Company information:

GOCL Corporation Limited ("GOCL Corporation Limited" or the "Parent Company" or 'the Company'), together with its subsidiaries (collectively, the "Group") is a Company domiciled in India,with its registered office situated: IDL Road, Kukatpally, Hyderabad-500 072 Telangana.The Company is in the business of Energetics, Mining & Infrastructure Services and Realty.

Basis of preparation, Measurement and Significant accounting policies:

1.2 Basis of preparation:

A. Statement of compliance:

a) The Consolidated financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 ('the Act') and other relevant provision of the Act.

b) These consolidated financial statements have been prepared for the Company as a going concern on the basis of relevant Ind AS that are effective at the Company's annual reporting date, March 31, 2019.

c) The consolidated financial statements were authorised for issue by the Company's Board of Directors on May 30, 2019.

d) Details of the Company's accounting policies are included in Note 2.

B. Functional and presentation currency:

These consolidated financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All financial information presented in Indian rupees have been rounded-off to two decimal places to the nearest lacs except share data or as otherwise stated.

C. Basis of measurement:

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities (including derivative instruments)	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

D. Use of estimates and judgement:

In preparing these consolidated financial statements, Management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements:

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- Note 3,4 & 5- Useful lives of property, plant and equipment, investment property and intangible assets
- Note 33 - Financial instruments
- Note 35 - Measurement of defined benefit obligations: key actuarial assumptions
- Note 19 - Provision for income taxes and related tax contingencies and evaluation of recoverability of deferred tax assets

1.3 Assumptions and estimation uncertainties:

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2019 is included in the following notes:

- Note 8 and 9 – impairment of financial and non-financial assets.
- Note 19 – recognition of deferred tax assets.
- Note 37 – recognition and measurement of provisions and contingencies, key assumptions about the likelihood and magnitude of an outflow of resources.

1.4 Measurement of fair values:

A number of the Group's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes:

Note 33 - financial instruments;

a. Basis of consolidation

i. Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The financial statements of the Group are consolidated on line-by-line basis. Intra-group transactions, balances and any unrealised gains arising from intra-group transactions, are eliminated. Unrealised losses are eliminated, but only to the extent that there is no evidence of impairment. All temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions are recognised as per Ind AS 12, Income Taxes.

ii. Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in statement of profit and loss.

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

b. Foreign currency

i. Foreign currency transactions:

The consolidated financial statements are presented in INR, the functional currency of the Company. Items included in the financial statements of the Company are recorded using the currency of the primary economic environment in which the Company operates (the 'functional currency').

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

As at the reporting date, non-monetary items which are carried at historical cost and denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value denominated in a foreign currency are retranslated at the rates prevailing at the date when the fair value was determined. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and exchange gains and losses arising on settlement and restatement are recognised in the Statement of Profit and Loss. Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction.

ii. Foreign operations

Assets and liabilities of foreign entities are translated into Indian Rupees on the basis of the closing exchange rates as at the end of the year. Income and expenditure and cash flow are generally translated using average exchange rates for the period unless those rates do not approximate the actual exchange rates at the dates of specific transactions, in which case the exchange rates as at the dates of transaction are used. All resulting exchange differences are recognised in Other Comprehensive Income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities are recognised in Other Comprehensive Income. When a foreign operation is sold, the associated exchange differences are reclassified to the Statement of Profit and Loss, as a part of gain or loss on sale.

c. Financial instruments:

i. Recognition and initial measurement:

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

ii. **Classification and subsequent measurement:**

Financial assets:

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair Value through other comprehensive income (FVOCI)– equity investment; or
- Fair value to profit & loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

– the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

– the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Subsequent measurement and gains and losses:

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities:

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss.

iii. **Derecognition:**

Financial assets:

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities:

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. **Offsetting:**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

v. **Derivative financial instruments:**

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risk. Such derivative financial instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at fair value. Any changes therein are recognised in the statement of profit & loss account. Derivatives are carried as financial asset when the fair value is positive and as financial liability when fair value is negative.

d. **Property, plant and equipment and capital work-in-progress:**

i. **Recognition and measurement:**

Property, plant and equipment:

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

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

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Capital work-in-progress:

Cost of assets not ready for intended use, as on the balance sheet date, is shown as capital work-in-progress. Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as other non-current assets.

ii. **Subsequent expenditure:**

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii. **Depreciation:**

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the statement of profit and loss.

Leasehold land and Leasehold improvements are amortized over the period of the lease.

The estimated useful lives of items of property, plant and equipment are estimated by the management, which are equal to the life prescribed under the Schedule II of the Act.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

e. Intangible assets:

i. Recognition:

Other intangible assets are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

ii. Subsequent expenditure:

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in statement of profit or loss as incurred.

iii. Amortisation:

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in statement of profit and loss.

The estimated useful lives are as follows:

Asset	Years
- Computer software	6

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

f. Investment property:

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Depreciation on investment property other than perpetual leasehold land is calculated on a straight-line basis based on the useful life estimated by the management, which are equal to life prescribed in Schedule II of the Companies Act, 2013.

The cost comprises purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the investment property to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

On disposal of investment property, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

The fair values of investment property is disclosed in the notes. Fair values is determined by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

g. Inventories:

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is determined on a transaction moving weighted average basis, and includes expenditure in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. In case of manufactured inventories and work-in-progress, cost includes an appropriate share of fixed production overheads on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finised products will exceed their net realisable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

h. Impairment:

i. Impairment of financial instruments:

The Group recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Loss allowances are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Measurement of expected credit losses:

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e.the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet:

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off:

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

ii. Impairment of non-financial assets:

The Group non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Company's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss.

In respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised.

i. Employee benefits:

i. Defined contribution plans:

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts.

Company providing retirement benefit in the form of provident fund and superannuation fund is a defined contribution scheme. The contributions payable to the provident fund and superannuation fund are recognised as expenses, when an employee renders the related services. The Company has no obligation, other than the contribution payable to the funds.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Gratuity:

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The Company has created an approved gratuity fund, which has taken a group gratuity cum insurance policy with Life Insurance Corporation of India (LIC), for future payment of gratuity to the employees. The Company accounts for gratuity liability of its employees on the basis of actuarial valuation carried out at the year end by an independent actuary. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in other comprehensive income (OCI). The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

Provident Fund:

Eligible employees of the Company receive benefits from provident fund, which is defined contribution plan. Both the eligible employees and the company make monthly contributions to the Government administered provident fund scheme equal to a specified percentage of the eligible employee's salary. Amounts collected under the provident fund plan are deposited with in a government administered provident fund. The Company has no further obligation to the plan beyond its monthly contributions.

ii. **Compensated absences:**

The employees can carry-forward a portion of the unutilised accrued compensated absences and utilise it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of actuarial valuation using the projected unit credit method.

j. **Revenue**

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. The impact of the adoption of the standard on the financial statements of the Company is insignificant

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as Goods and service tax, etc.

The Performance obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

Income from export incentive such as duty drawback are recognised on actual basis. An estimate is made for provision (if any) and a corresponding liability is recognised for this amount using a best estimate based on accumulated experience.

k. **Recognition of interest income or expense and dividend:**

Interest income or expense is recognised using the effective interest method.

Dividend income on investments is recognised when the right to receive the dividend is established.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

l. Leases:

i. Determining whether an arrangement contains a lease:

At inception of an arrangement, it is determined whether the arrangement is or contains a lease.

At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values. If it is concluded for a finance lease that it is impracticable to separate the payments reliably, then an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. The liability is reduced as payments are made and an imputed finance cost on the liability is recognised using the incremental borrowing rate.

ii. Assets held under leases:

Leases of property, plant and equipment that transfer to the Company substantially all the risks and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under leases that do not transfer to the Company substantially all the risks and rewards of ownership (i.e. operating leases) are not recognised in the Company's balance sheet.

m. Income-tax:

Income-tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

i. Current tax:

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax:

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

n. Borrowing cost:

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

o. Provision, contingent liabilities and contingent assets:

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance costs. Expected future operating losses are not provided for.

Onerous contracts:

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

Contingencies:

Provision in respect of loss contingencies relating to claims, litigations, assessments, fines and penalties are recognised when it is probable that a liability has been incurred and the amount can be estimated reliably.

Contingent liabilities and continent assets:

A contingent liability exists when there is a possible but not probable obligation, or a present obligation that may, but probably will not, require an outflow of resources, or a present obligation whose amount cannot be estimated reliably. Contingent liabilities do not warrant provisions, but are disclosed unless the possibility of outflow of resources is remote.

Contingent assets has to be recognised in the financial statements in the period in which if it is virtually certain that an inflow of economic benefits will arise. Contingent assets are assessed continually and no such benefits were found for the current financial year.

p. Earnings per share:

Basic Earnings Per Share ('EPS') is computed by dividing the net profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included. The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for the share splits.

q. Cash flow statement:

Cash flows are reported using the indirect method, whereby net profit/ (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated.

r. Cash and cash equivalents:

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, short-term and highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

s. Biological assets:

Biological assets i.e. living animals, are measured at fair value less cost to sell. Costs to sell include the minimal transportation charges for transporting the cattle to the market but excludes finance costs and income taxes. Changes in fair value of livestock are recognised in the statement of profit and loss. Costs such as vaccination, fodder and other expenses are expensed as incurred.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

t. **Events after reporting date:**

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the financial statements. Otherwise, events after the balance sheet date of material size or nature are only disclosed.

u. **Recent Indian Accounting Standards (Ind AS):**

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective from April 1, 2019:

Ind AS - 116- Leases

Standards issued but not effective on Balance sheet date: The Company is required to adopt Ind AS 116, Leases from April 1, 2019. Ind AS 116 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases. It replaces existing leases guidance, Ind AS 17, Leases.

The Company has initiated detail study to ascertain the impact, if any, on its standalone financial statements due to adoption Ind AS 116 and the same is not reasonably estimable at present

Ind AS 12 Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

The amendment relating to income tax consequences of dividend clarify that an entity shall recognise the income tax consequences of dividends in statement of profit and loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company does not expect any impact from this pronouncement. It is relevant to note that the amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12.

Ind AS 109 – Prepayment Features with Negative Compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. Company does not expect this amendment to have any impact on its financial statements.

Ind AS 19 – Plan Amendment, Curtailment or Settlement

The amendments clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. Company does not expect this amendment to have any significant impact on its financial statements.

Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. Company does not expect any impact from this amendment.

Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied. Company does not currently have any long-term interests in associates and joint ventures.

Ind AS 103 – Business Combinations and Ind AS 111 – Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business. Company will apply the pronouncement if and when it obtains control / joint control of a business that is a joint operation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 3 Property, plant and equipment and capital work -in-progress

Description of Assets	Land-Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Office Equipments	Vehicles	Computers	Total	Capital work-in-progress
1. Gross carriying amount									
Balance as at March 31, 2017	103.80	815.07	3288.72	100.90	45.43	200.70	65.05	4619.67	1678.09
Additions	-	697.81	1061.04	5.75	20.77	68.74	53.57	1907.68	233.69
Disposals/adjustments	-	(5.28)	(52.76)	-	6.91	2.18	(11.59)	(60.54)	-
Balance as at March 31, 2018	**103.80**	**1507.60**	**4297.00**	**106.65**	**73.11**	**271.62**	**107.03**	**6466.81**	**1911.78**
Additions	-	663.47	1186.06	7.84	26.28	48.22	20.23	1952.10	1409.78
Disposals/adjustments	-	(141.81)	-	-	(0.30)	(24.56)	(22.70)	(189.37)	(1675.85)
Balance as at March 31, 2019	**103.80**	**2029.26**	**5483.06**	**114.49**	**99.09**	**295.28**	**104.56**	**8229.54**	**1645.71**
II. Accumulated depreciation									
Balance as at March 31, 2017	-	63.00	364.20	27.14	13.58	36.45	19.65	524.02	-
Depreciation expense for the year	-	63.46	393.35	10.45	18.32	45.04	21.25	551.87	-
Disposals	-	0.41	(17.92)	-	7.10	6.55	(10.58)	(14.44)	-
Balance as at March 31, 2018	**-**	**126.87**	**739.63**	**37.59**	**39.00**	**88.04**	**30.32**	**1061.45**	**-**
Depreciation expense for the year	-	85.89	394.87	11.35	15.79	50.42	24.21	582.53	-
Disposals	-	-	(135.01)	-	(0.30)	(24.36)	(22.68)	(182.35)	-
Balance as at March 31, 2019	**-**	**212.76**	**999.49**	**48.94**	**54.49**	**114.10**	**31.85**	**1461.63**	**-**
Net carrying amount:									
Balance as at March 31, 2018	**103.80**	**1380.73**	**3557.37**	**69.06**	**34.11**	**183.58**	**76.71**	**5405.36**	**1911.78**
Balance as at March 31, 2019	**103.80**	**1816.50**	**4483.57**	**65.55**	**44.60**	**181.18**	**72.71**	**6767.91**	**1645.71**

Notes:

(i) Refer to note 16 & 21 as well for information on property, plant and equipment pledged as security by the Company.

(ii) Refer to note 34 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(iii) Capital work in progress mainly comprises of project under constructions.

(iv) Leasehold land has been carried at deemed cost at Rs Nil, (March 31, 2018 Rs Nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 4 Investment property

Description of assets		Land	Buildings	Total
I.	**Gross carrying amount**			
	Balance as at March 31, 2017	29555.13	69.07	29624.20
	Additions	-	-	-
	Disposals	-	0.04	0.04
	Balance as at March 31, 2018	**29555.13**	**69.11**	**29624.24**
	Additions	222.58	-	**222.58**
	Disposals	(500.82)	-	(500.82)
	Balance as at March 31, 2019	**29276.89**	**69.11**	**29346.00**
II.	**Accumulated depreciation**			
	Balance as at March 31, 2017	**-**	**2.03**	**2.03**
	Depreciation expense for the year	-	2.13	2.13
	Disposals	-	-	-
	Balance as at March 31, 2018	**-**	**4.16**	**4.16**
	Depreciation expense for the year	-	2.01	2.01
	Disposals	-	(0.07)	(0.07)
	Balance as at March 31, 2019	**-**	**6.10**	**6.10**
	Net carrying amount :			
	Balance as at March 31, 2018	**29555.13**	**64.95**	**29620.08**
	Balance as at March 31, 2019	**29276.89**	**63.01**	**29339.90**

During the year the Company has recognised rental income of Rs.155.28 (March 31, 2018. Rs. 92.39) in the statement of profit and loss for investment property.

The fair value of investment property is Rs. 134987.56 (March 31, 2018. Rs. 129135.96) based on market assessable data. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the Company considers information from a variety of sources including

- Stamp duty price available on the government website/ with the registration and stamps department;
- Current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences;

All resulting fair value estimates for investment properties are included in level 3.

Note 5 Other intangible assets

Description of assets		Computer software	Total
I.	**Gross carrying amount**		
	Balance as at March 31, 2017	70.97	70.97
	Additions	-	-
	Disposals	-	-
	Balance as at March 31, 2018	**70.97**	**70.97**
	Additions	6.10	6.10
	Disposals	-	-
	Balance as at March 31, 2019	**77.07**	**77.07**
II.	**Accumulated depreciation and impairment**		
	Balance as at March 31, 2017	14.09	14.09
	Depreciation expense for the year	14.38	14.38
	Disposals	-	-
	Balance as at March 31, 2018	**28.47**	**28.47**
	Depreciation expense for the year	14.02	14.02
	Disposals	-	-
	Balance as at March 31, 2019	**42.49**	**42.49**
	Net carrying amount:		
	Balance as at March 31, 2018	**42.50**	**42.50**
	Balance as at March 31, 2019	**34.58**	**34.58**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 6 Biological assets other than bearer plants

Description of assets	As at March 31, 2019	As at March 31, 2018
Live stock	36.50	36.50
Total	**36.50**	36.50
Reconciliation of carrying amount		
Balance at the beginning of the year	**36.50**	**-**
Change in fair value	-	-
Purchase of cattles	-	36.50
Cattle sold/ discarded during the year	-	-
Closing balance at the end of the year	36.50	36.50

As at March 31, 2019, there were 109 cattle (March 31, 2018: 105 cattle) as matured biological assets.

The fair valuation of biological assets is classified as level 2 in the fair value hierarchy as they are determined based on the basis of the best available quote from the nearest market to the farm and on the basis of age of the cattle.

Note 7 Investments

I	**Investment carried at fair value through P&L**		
	In equity instrument (unquoted)		
	IDL Chemicals Employees' Co-operative Credit Society Limited - 500 (March 31, 2018 : 500) of Rs.10 each fully paid-up-IDL Rourkela	0.37	0.37
	Less: Loss allowance	(0.37)	-
	IDL Chemicals Employees' Co-operative Credit Society Limited - 500 (March 31, 2018 : 500) Equity Shares of Rs. 10 each fully paid-up- GOCL - Hyderabad	0.37	0.37
	Mangalam Retail Services Limited 12,490 (March 31, 2018 12,490) equity shares of Rs. 10 each fully paid-up	1.68	1.68
	Gulf Houghton Lubricants Limited - 100,000 (March 31, 2018 : 100,000) of GBP 1 each fully paid-up	54072.34	43972.20
	Total I	**54074.39**	**43974.62**
II	**Other Investment (Quoted)**		
	UTI Bond Fund of Unit Trust of India 27,978 units (March 31, 2018 : 27,978 units) of Rs.10 each fully paid-up	15.65	15.28
	Total II	**15.65**	**15.28**
	Total (I+II)	**54090.04**	**43989.90**
III	**Quoted Investments**		
	In equity instrument (Quoted)		
	Hinduja Global Solutions Limited 48 (March 31, 2018 : 48) equity shares of Rs. 10 each fully paid-up	0.33	0.11
	Hinduja Ventures Limited 48 (March 31, 2018 : 48) equity shares of Rs.10 each fully paid-up	0.17	0.11
	Indusind Bank Limited 400 (March 31, 2018: 400) equity shares of Rs.10 each fully paid -up	7.13	7.18
	Total (III)	**7.63**	**7.40**
	Total (II+III)	**54097.67**	**43997.30**
	Note :		
	Aggregate book value of quoted investments	23.28	22.68
	Aggregate market value of quoted investments	23.28	22.68
	Aggregate cost of unquoted investments	54074.39	43974.62
	Aggregate amount of impariment in value of investments	0.37	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 8 Other financial assets

Particulars	As at March 31, 2019 Non-current	As at March 31, 2019 Current	As at March 31, 2018 Non-current	As at March 31, 2018 Current
Security deposits				
- Unsecured, considered good	198.96	235.08	316.12	68.23
- Unsecured, considered good doubtful	14.51	-	110.17	-
Less : Provision for amount paid under protest	(14.51)	-	(110.17)	-
Interest accured	9.38	259.53	15.81	318.58
- Other receivables	-	276.17	-	238.60
Bank deposits more than 12 months	123.18	-	-	-
	331.52	**770.78**	**331.93**	**625.41**

Notes:

The Company's exposure to credit and currency risks, and loss allowances related to other financial assets are disclosed in note 34. For details of current assets hypothecated against borrowings of the Company refer note 17.

Note 9 Other assets

(Unsecured, considered good)

Capital advances	100.99	-	207.41	-
Other than capital advances				
Prepayments	71.23	156.67	70.01	153.89
Balance with Government authorities*	1732.43	563.96	1741.32	749.54
Less: Provision for amount paid under protest	-	(37.60)	-	(37.60)
Advances to employees	-	12.16	-	11.27
Advance to suppliers and service providers				
Considered good	-	770.99	-	188.64
Considered doubtful	-	47.98	-	110.71
Less: Provision for doubtful advances	-	(47.98)	-	(110.71)
	1904.65	**1466.18**	**2018.74**	**1065.74**

*These amounts are net of amount paid/ adjusted under protest.

Note 10 Inventories

	As at March 31, 2019	As at March 31, 2018
Raw materials	3326.33	3037.42
Work-in-progress	1167.11	877.56
Finished goods*	1408.98	1251.95
Stock-in-trade	94.90	93.23
Stores and spares	177.37	176.53
Packing materials	311.50	308.39
	6486.19	**5745.08**

*Includes goods in transit of Rs. Nil (March 31, 2018 : Rs. 54.56)

* Write down of inventories to net realizable value amount to Rs 394.53 Lakhs (March 31, 2018 : Rs. 392.49 Lakhs)

Note 11 Trade receivables

Trade receivables - current		
Considered good - secured	93.12	232.09
Considered good - unsecured	8918.24	9748.79
Significant increase in credit risk	130.57	158.73
Credit impaired	1470.88	1571.65
	10612.81	**11711.26**
Less: Loss allowance	1614.33	1758.80
	8998.48	**9952.46**

The Company's exposure to credit and currency risks, and loss allowances related to trade receivables are disclosed in note 34

For details of current assets hypothecated against borrowings of the Company refer note 21

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 12 Cash and bank balances

	As at March 31, 2019	As at March 31, 2018
Cash and cash equivalents		
Balances with banks		
In current accounts	1577.28	1195.21
In EEFC account	154.63	55.55
In deposit accounts with maturity period of less than 3 months	207.92	337.83
Cash on hand	7.77	8.53
Total Cash and cash equivalents	**1947.60**	**1597.12**
Other bank balances		
Deposits with maturity of less than 12 months.	2114.61	1943.56
In Earmarked accounts:		
Unpaid dividend accounts	1090.27	905.91
Deposits held as margin money	585.27	657.94
Total other bank balances	**3790.15**	**3507.41**
Total Cash and bank balances	**5737.75**	**5104.53**

Note 13 Loans (Unsecured)

	As at March 31, 2019		As at March 31, 2018	
	Non-current	Current	Non-current	Current
Loans to other companies				
Gulf Oil Internation Ltd	-	49558.17	45832.34	28155.60
	-	**49558.17**	**45832.34**	**28155.60**

Note 14 Equity share capital

	As at March 31, 2019	As at March 31, 2018
Authorised:		
105,427,510 (March 31 , 2018 :105,427,510) equity ahares of Rs.2 each	2108.55	2108.55
Issued, subscribed and fully paid-up:		
49,572,490 (March 31, 2018 : 49,572,490) equity shares of Rs.2 each	991.45	991.45
	991.45	**991.45**

Notes:

a. Reconciliation of the number of shares outstanding:

	As at March 31, 2019		As at March 31, 2018	
	Number of shares	Amount	Number of shares	Amount
At the beginning of the year	49572490	991.45	49572490	991.45
At the end of the year	**49572490**	**991.45**	**49572490**	**991.45**

b. Terms / Rights attached to equity shares:

The Company has one class of equity shares having a par value of Rs. 2 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 shall be according to the members right and interest in the Company.

During the five years period ended March 31, 2019 no shares have been bought back/ issued for consideration other than Cash and no bonus shares have been issued.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

c. **Details of shareholders holding more than 5% equity shares in the Company:**

	As at March 31, 2019		As at March 31, 2018	
	Number of shares	% holding	Number of shares	% holding
Fully paid-up equity shares				
Hinduja Power Limited (Mauritius) (Holding Company)	37146791	74.93%	37146791	74.93%

d. **Shares of the Company held by holding/ultimate holding Company:**

	Number of shares	% holding	Number of shares	% holding
Hinduja Power Limited (Mauritius) (Holding Company)	37146791	74.93%	37146791	74.93%

Note 15 Other equity

	As at March 31, 2019	As at March 31, 2018
General reserve	20937.82	20937.82
Foreign currency translation reserve	3167.41	466.33
Retained earnings	18223.32	16129.96
Capital reserve	0.78	0.78
Export allowance reserve	10.50	10.50
Reserve on consolidation	-	11.66
Other comprehensive reserve for fair valuation of equity investments	50948.59	43533.68
Balance at end of the year	**93288.42**	**81090.73**

General reserve

General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes.

Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve,dividends or other distributions paid to shareholders.

Remeasurements of net defined benefit plans:

Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

Capital reserve

During amalgamation, the excess of net assets taken, over the cost of consideration paid is treated as capital reserve.

Export allowance reserve

Represents reserve created to meet liability against any export obligation.

Foreign currency translation reserve

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's reporting currency (ie.INR) are accumulated in the foreign currency translation reserve.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 16 Borrowings

	As at March 31, 2019		As at March 31, 2018	
	Non-current	Current *	Non-current	Current *
Term loans:				
Unsecured - at amortised cost				
from other parties- Gulf Oil Middle East Limited	17980.30	-	16945.48	-
Term loans				
- from banks	240.19	31489.74	29037.37	28487.83
- from other parties	113.83	-	172.67	19.29
	18334.32	**31489.74**	**46155.52**	**28507.12**

* Current maturities on long-term borrowings have been disclosed under the head other current financial liabilities

Nature of security & terms of repayment :

Term loans from banks

1. Term loan for acquiring vehicle is repayable in 48 equated monthly installments from the date of availing the loan. Rate of interest is 10.01% per annum (March 31, 2018: 10.01% per annum) out of the above, Nil installments (March 31, 2018: 8 installments) are outstanding payable as at the Balance sheet date. The term loan was repaid in November 2018.

2. Term loans availed from HDFC Bank Limited for procurement of equipment / commercial vehicles, repayable in 36 equated monthly installments over a period of 36 months (moratorium period of 1 to 2 months) from the date of availing respective loan. Rate of interest is in the range of 8.70% - 10.50% (2017-18 : 8.45% - 10.50%) and number of installments pending for payments are ranging between 9 to 34 installments as at the balance sheet date. The said loans are secured by way of hypothecation of same equipment/commercial vehicles.

3. During the year ended March 31, 2013, the Company through its the then step down subsidiary GHGL London Limited, UK (immediate subsidiary being HGHL Holdings Limited) (HGHL), acquired Houghton International Inc. in USA. HGHL obtained a loan of USD 300 million from Lenders to part finance the acquisition. During the year 2013-14, USD 120 million was repaid by HGHL to the Lenders. The amount of loan outstanding as on March 31, 2019 Rs. 31119.75 Lakhs (March 31, 2018 Rs. 56991.45 Lakhs). The said loan was extended on the basis of Letter of Comfort/Stand-By Letter of Credit Facility Agreement between the Company, HGHL (both being Co-obligors to the said facility) and lenders on the strength of guarantee of Gulf Oil International Limited, Cayman and Cash deficit undertaking from its specified subsidiaries and also from the Company, wherein they are obligated to make contributions to HGHL in case of deficiencies in resources for servicing the said facilities. Gulf Oil International Limited, Cayman provided a Guarantee to the Company for due serving and repayment of entire balance outstanding loan, as per repayment schedule of the Lender. Gulf oil lubricants india limited also provided the similar cash deficit undertaking in favour of the SBLC lenders.

   In terms of the aforesaid agreement, the loan is also secured by: (i) first pari-passu charge by way of equitable mortgage on the land of the Holding Company admeasuring 64.125 acres at Kukatpally, Hyderabad and (ii) first pari-passu charge along with existing lenders by way of equitable mortgage on land admeasuring 115.10 acres at Hyderabad and buildings, and plant & machinery belonging to Energetics Division of Holding Company. GHGL London Limited and its step down subsidiaries including Houghton International Inc. ceased to be subsidiaries of the Company, consequent to infusion of fresh equity to the extent of 90% by Gulf Oil International Limited in GHGL London Limited during the year 2013-14.

   Loan from Gulf Oil International Lubricants Limited is taken by HGHL Holdings Limited, which is interest free. On July 31, 2015, Gulf Oil International Lubricants Limited merged with Gulf Oil Middle East Limited.

   Term loans from others

   Term loan availed from Hinduja Leyland Finance Limited and Kotak Mahindra Prime Limited for procurement of equipment / commercial vehicles, repayable in 36 equated monthly installments over a period of 36 months (moratorium period of 1 to 2 months) from the date of availing respective loan. Rate of interest is in the range of 8.25% - 9.15% (2017-18: 8.25% - 8.85%) and number of installments pending for payments are ranging between 15 to 34 installments as at the balance sheet date. The said loans are secured by way of hypothecation of same equipment/commercial vehicles.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 17 Other financial liabilities

	As at March 31, 2019		As at March 31, 2018	
	Non-current	Current	Non-current	Current
Current maturities of Long term borrowings (Refer note 16)	-	31489.74	-	28507.12
Interest accrued but not due on borrowings	-	27.46	-	17.41
Unpaid dividends and rights issue	-	1090.27	-	112.75
Others				
(i) Payables for capital goods	-	91.12	-	163.59
(ii) Trade deposits received	-	138.53	-	85.82
(iii) Payable for expenses	-	2403.74	-	2297.00
(iv) Forward derivative liability	-	43.86	-	-
	-	**35284.72**	**-**	**31183.69**

Note 18 Provisions

Employee benefits:				
- Gratuity	127.88	21.21	148.64	-
- Compensated absences	339.98	58.79	322.29	35.23
Provision for :				
- Claims and others	212.47	-	223.58	-
- Indirect taxes	8391.67	61.48	8377.97	-
	9072.00	**141.48**	**9072.48**	**35.23**

Note 19 Income taxes

19.1 Deferred tax balance

	As at March 31, 2019	As at March 31, 2018
Deferred tax assets	303.81	65.44
MAT Credit entitlement	35.13	53.07
Deferred tax assets (net)	**338.94**	118.51
Deferred tax liabilities	**348.17**	195.34

Deferred tax asset

2018-19	Opening Balance	Recognised in profit or loss	Recognised in Other comprehensive income	Closing balance
Depreciation & amortization	12.99	(43.30)	-	(30.31)
Provision for doubtful debts / advances	137.60	43.29	-	180.89
Remeasurement of defined benefit obligation	(7.03)	-	(3.96)	(10.99)
Surplus on transfer of explosives undertaking	(262.40)	262.40	-	-
Indexation benefit on land	139.44	4.27	-	143.71
Fair valuation of non current investment	-	(0.30)	-	(0.30)
Rental Income on stariaght line method	-	(16.74)	-	(16.74)
Expected credit loss	9.09	-	-	9.09
Others	35.75	(7.30)	-	28.45
Total	**65.44**	**242.32**	**(3.96)**	**303.81**
Deferred tax liabilty				
Depreciation & amortization	351.85	93.39	-	445.24
Provision for doubtful debts / advances	(5.40)	19.81	-	14.41
Remeasurement of defined benefit obligation	(55.29)	44.81	-	(10.48)
Indexation benefit on land	(3.02)	3.61	-	0.59
Expected credit loss	7.19	-	(16.69)	(9.50)
Others	(99.99)	7.90	-	(92.09)
Total	**195.34**	**169.52**	**(16.69)**	**348.17**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

19.2. Current tax assets and liabilities

	As at March 31, 2019	As at March 31, 2018
Non-current assets		
Income tax asset (net of provision for tax)	1140.52	650.49
	1140.52	**650.49**
Income tax liabilities		
Dividend distribution and income tax	278.68	33.34
	278.68	**33.34**

19.3 - Tax expense

a) **Recognised in statement of profit and loss**

	Year ended March 31, 2019	Year ended March 31, 2018
Current tax		
In respect of the current year	1431.24	1257.67
In respect of prior years	-	6.58
	1431.24	**1264.25**
Deferred tax		
In respect of the temporary differences in the current year	(96.15)	104.31
MAT credit	-	(2.93)
	(96.15)	**101.38**

b) **Recognised in other comprehensive income**

Current tax		
In respect of the current year	(10.03)	(12.77)
	(10.03)	**(12.77)**
Deferred tax		
On temporary differences	34.16	39.51
	34.16	**39.51**

c) **The Income tax expense for the year can be reconciled to the accounting profit as follows:**

Profit before tax	5390.94	4776.41
Income tax expense	1690.31	1653.01
Impact of reversal of temporary differences on PPE for which no deferred tax has been created	(46.62)	18.62
Impact of income exempt from tax	(459.58)	2.82
Tax impact on provision for liabilities no longer required written back	-	(138.23)
Effect of change in rate of tax	103.16	(16.62)
Impact of different tax rate for foreign subsidiaries	-	(162.94)
Others	47.82	8.97
Total tax expense	**1335.09**	**1365.63**

Note 20 Other current liabilities

	As at March 31, 2019	As at March 31, 2018
Advance from customers	165.37	123.07
Statutory liabilities	75.59	124.60
Other payable	234.20	239.93
	475.16	**487.60**

Note 21 Borrowings

Loans from banks (refer note below)		
Cash Credit	690.69	962.62
Buyers Credit	3283.09	4595.36
	3973.78	**5557.98**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Notes:

Details of security:

(i) Cash credit facilities from Consortium banks are secured by hypothecation of all current assets of the Company including raw materials, finished goods, stock-in-process, stores and spares (not relating to plant and equipment) and present and future book debts of the Company ranking pari-passu and collateral security by (i) first pari-passu charge by way of equitable mortgage on the land owned by the Company admeasuring 115.10 acres situated at Kukatpally, Hyderabad and (ii) second pari-passu charge on buildings, plant and equipment of Energetics Division at Hyderabad charged to other term/working capital lenders.

(ii) Cash credit facilities from State Bank of India is secured by a primary charge by way of hypothecation of raw material, finished goods, stocks in process, stores & spares and receivables of the Company ranking pari passu with other working capital lenders and collateral security by way of a second charge on the fixed assets of the Company ranking pari passu with other working capital lenders. The cash credit is repayable on demand and carries an interest rate per annum of 10.70% (2017-18: 10.70% - 12.00%).

(iii) Cash credit and other working capital facilities from State Bank of India is further secured by corporate guarantee amounting to Rs.4440 Lakhs (Previous year :Rs. 4440 lakhs) given by the Holding Company.

(iv) Working capital credit facilities from Yes Bank Limited are secured by first pari passu charge on the current assets and second pari passu charge on all immovable fixed assets of the Company both present and future.

(v) Working capital credit facilities from RBL Bank Limited are secured by first pari passu charge on entire current assets of the Company and second pari passu charge on the fixed assets of the Company (movable & immovable) present and future except those specifically charged to equipment lenders. The cash credit is repayable on demand and carries an interest rate per annum of 10.80% (2017-18: 10.80% - 11.45%).

Note 22 Trade payables

	As at March 31, 2019	As at March 31, 2018
Trade payables - current		
Dues to micro enterprises and small enterprises	174.00	-
Dues to creditors other than micro enterprises and small enterprises		
-Acceptances	1208.04	34.80
-Other than acceptances	5085.23	5776.19
	6467.27	**5810.99**

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at December 31, 2018 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest , if any, that may be payable in accordance with the provisions of Micro , Small and Medium Enterprises Development Act, 2006 ('MSMED Act') is not expected to be material. The Company has not received any claim for interest from any supplier under the said MSMED Act.

(a) The amounts remaining unpaid to micro and small suppliers as at the end of the year.		
- Principal	174.00	Nil
- Interest	Nil	Nil
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day.	Nil	Nil
(c) 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 Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
(d) the amount of interest accrued and remaining unpaid; and	Nil	Nil
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil

This information is required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 and has been determined to the extent such parties have been identified on the basis of information available with the Company. Auditors have placed reliance on such information provided by the management.

The Company's exposure to currency and liquidity risks related to trade payables is disclosed in note 34

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 23 Revenue from operations

	Year ended March 31, 2019	Year ended March 31, 2018
Sale of products	52567.29	49264.42
Service income	264.34	115.19
Other operating revenue	376.08	291.05
	53207.71	**49670.66**
a. Revenue disaggregation by geography:		
India	48941.14	46145.34
Rest of the world	4266.57	3525.32
	53207.71	**49670.66**
b. Reconciliation of revenue with contract price		
Contract price	53288.58	49709.00
Less: Adjustments for quantity discounts and price fall clause	80.87	38.34
	53207.71	**49670.66**

Note 24 Other income

Interest income on		
Interest on loans to Company	5254.13	5607.03
Income tax refund	191.40	56.87
Interest on deposits with banks and other	328.29	576.40
	5773.82	6240.30
Dividend income from		
Others	0.03	0.02
	0.03	**0.02**
Fair value (gain) or loss		
Net gain on financial assets measured at fair value through profit or loss	0.72	(2.35)
	0.72	**(2.35)**
Other Income		
Provision no longer required written back	239.08	390.69
Profit on sale of plant and equipment	-	13.34
Gain on foreign exchange fluctuation (net)	-	122.09
Miscellaneous income	69.81	104.11
	308.89	**630.23**
	6083.46	**6868.21**

Note 25 Cost of materials consumed

Opening stock	3037.42	4158.27
Add: Purchases	34077.52	28856.42
Less: Closing stock	3326.33	3037.42
	33788.61	**29977.27**

Note 26 Purchase of stock-in-trade

Stock in trade	64.04	212.93
	64.04	**212.93**

Note 27 Changes in inventories of finished goods, work-in-progress and stock-in-trade

Opening stock:		
Stock-in-trade	99.81	70.82
Work-in-progress	877.56	707.41
Finished goods	1251.55	1034.96
	2228.92	**1813.19**
Closing Stock:		
Stock-in-trade	95.20	93.23
Work-in-progress	1167.11	877.56
Finished goods	1408.98	1251.55
	2671.29	**2222.34**
	442.37	**409.15**
Excise duty on (decrease) / increase of finished goods	**-**	**7.53**
Net (increase) / decrease	**(442.37)**	**(401.62)**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 28 Employee benefits expense

	Year ended March 31, 2019	Year ended March 31, 2018
Salaries and wages, including bonus	4738.09	4878.55
Contribution to provident and other funds (Refer note 35)	363.64	317.21
Workmen and staff welfare expenses	442.37	434.67
	5544.10	**5630.43**

Note 29 Finance costs

Interest expenses on borrowings	3777.11	3199.25
Other borrowing cost	331.08	1434.49
Net loss on foreign currency transactions	-	0.37
	4108.19	**4634.11**

Note 30 Depreciation and amortisation expense

Depreciation of property, plant and equipment	582.52	552.15
Depreciation on investment properties	2.01	2.02
Amortisation of intangible assets	14.02	14.09
	598.55	**568.26**

Note 31 Other operating expenses

Consumption of stores and spares	386.47	380.44
Processing charges	1230.30	999.41
Packing material consumed	1810.59	1897.79
Power and fuel	1800.90	1083.99
Expenses on operation contracts	1.69	53.49
Rent	184.52	309.15
Rates and taxes	511.14	344.83
Insurance	143.21	176.90
Repairs and maintenance		
Plant and machinery	262.72	726.74
Buildings	166.78	83.50
Selling expenses		
Advertising and sales promotion	2.28	6.52
Selling commission	199.98	186.26
Distribution expenses	2855.50	2409.30
Travelling and conveyance	372.31	380.40
Communication expenses	76.15	77.82
Legal and professional fee	572.89	612.08
Directors' sitting fee	68.93	61.69
Provision / (reversal) of doubtful debts/advances, net	153.00	173.98
Loss on sale of plant and equipment	2.33	29.07
Loss on foreign exchange fluctuation, (net)	32.53	-
CSR expenditure (Refer note 39)	62.59	66.02
Miscellaneous expenses	160.08	88.03
	11056.89	**10147.41**

Note 32 Exceptional items

Profit on sale of plant and equipment fully impaired earlier	22.03	180.49
Reversal of provision for doubtful debts created in earlier years by adjusting to revaluation reserve in pursuance to the Scheme of Arrangement in 2008-09.	164.30	221.74
Reversal of provision for impairment created in earlier years on account of favorable order received by the Company from Hon'ble Central Excise and Service Tax appellate tribunal.	631.45	-
	817.78	**402.23**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 33 Financial instruments

(i) The following table represents analysis of carrying values and fair values of financial instruments

Particulars	Fair value hierarchy	Carrying Values		Fair value	
		As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Assets:					
Non-current					
i) Investments	3	54097.67	43997.30	54097.67	43997.30
ii) Loans	3	-	45832.34	-	45832.34
iii) Other financial assets	3	331.52	331.93	331.52	331.93
Current					
i) Trade receivables	3	8998.48	9952.46	8998.48	9952.46
ii) Cash and cash equivalents	3	1947.60	1597.12	1947.60	1597.12
iii) Other balances with banks	3	3790.15	3507.41	3790.15	3507.41
iv) Loans	3	49558.17	28155.60	49558.17	28155.60
v) Other financial assets	3	770.78	625.41	770.78	625.41
Liabilities:					
Non-current					
(i) Borrowings	3	18334.32	46155.52	18334.32	46155.52
Current					
i) Borrowings	3	3973.78	5557.98	3973.78	5557.98
ii) Trade payables	3	6467.27	5810.99	6467.27	5810.99
iii) Other financial liabilities	3	35284.72	31183.69	35284.72	31183.69

(ii) The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3 :

Particulars	Fair value hierarchy	Fair value	
		As at March 31, 2019	As at March 31, 2018
Assets			
A) Mandatorily carried at fair value through profit or loss			
Non current investments in quoted equity shares	1	23.28	22.68
Non current investments in unquoted equity shares	2	2.05	2.42
Other current financial assets	2	54072.34	43972.20
		54097.67	**43997.30**

Fair value hierarchy

Level 1 - includes financial instruments measured using quoted prices. This includes listed equity instruments. The fair value of all equity instruments which are traded in stock exchanges is valued using the closing price as at the reporting period and the mutual funds are valued using closing NAV.

Level 2 – The fair value of financial instruments not actively traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If the significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

i) The carrying values of current financial liabilities and current financial assets are taken as their fair value because of their short term nature.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

ii) The carrying values of non-current financial liabilities and non-current financial assets are taken as their fair value based on their discounted cash flows.

iii) The Company has used quoted market price for determininig fair value of investments in equity instruments and mutual funds.

iv) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the group could have realised or paid in sale transactions as of respective dates. as such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

v) There have been no transfers between level 1, level 2 and level 3 for the years ended March 31, 2019, and March 31, 2018.

Significant estimate:

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Company uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

Note 34 Capital and financial risk management objectives and policies

A. Capital management and debit equity ratio

For the purpose of the group capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the group capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using debit to equity ratio.

Particulars	As at March 31, 2019	As at March 31, 2018
Long-term borrowings (Ref note -16)	18334.32	46155.52
Short-term borrowings (Ref note-21)	3973.78	5557.98
Current maturities of long term borrowings (Ref note-17)	31489.74	28507.12
Interest accrued but not due on borrowings (Ref note-17)	27.46	17.41
Total debt	**53825.30**	**80238.03**
Equity	991.45	991.45
Other equity	93288.42	81090.73
Total equity	**94279.87**	**82082.18**
Debt-equity ratio	**0.57**	**0.98**

In order to achieve this overall objective, the Group capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2019 and March 31, 2018.

B. Financial risk management framework

The Group has exposure to the following risks arising from financial instruments

(i) Credit risk

(ii) Liquidity risk

(iii) Market risk

The Company's Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and Company's activities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

The Company's audit committee oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad-hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

(i) Credit risk

Credit risk is the risk of financial loss arising from counter-party failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The entities within the Company have a policy of dealing only with credit worthy counter parties and obtaining sufficient collateral, where appropriate as a means of mitigating the risk of financial loss from defaults. Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables, loans receivables, investments, cash and cash equivalents, derivatives provided by the Company. None of the financial instruments of the Company result in material concentration of credit risk. The carrying value of financial assets represents the maximum credit risk.

Credit risk management

A. Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks with high credit ratings assigned by external agencies.

B. Financial assets that potentially expose the Company to credit risks are listed below

Ageing of receivables, net of allowances is given below:

	As at March 31, 2019	As at March 31, 2018
Past due below 6 months	8906.41	9814.67
Past due more than 6 months	92.07	137.79
Total	**8998.48**	**9952.46**
Credit impaired	1614.33	1758.80
Reconciliation of loss allowance provision given below		
Impairment loss at the beginning of the year	1758.80	1702.48
Impairment loss during the year	146.17	179.02
Provision reversed during the year	(290.64)	(122.70)
Balance at the end of the year	**1614.33**	**1758.80**

Significant estimates and judgements

Impairment of financial assets

The impairment provisions for financial assets disclosed above 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 the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation. The Company's corporate treasury department is responsible for liquidity and funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

Particulars	On Demand	in next 12 months	>1 year	Total
Year ended March 31, 2019				
Borrowings	3973.78	31517.20	18334.32	53825.30
Other financial liabilities	-	3767.52	-	3767.52
Trade and other payables	-	6467.27	-	6467.27
	3973.78	**41751.99**	**18334.32**	**64060.09**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Year ended March 31, 2018				
Borrowings	5557.98	28524.53	46155.52	80238.03
Other financial liabilities	-	2659.16	-	2659.16
Trade and other payables	-	5810.99	-	5810.99
	5557.98	**36994.68**	**46155.52**	**88708.18**

(iii) Market risk

Market risk is the risk of loss of future earnings, fair value or future cash flows that may result from a change in the price of a financial instrument . The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that effect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including deposits, foreign currency receivables, payables and borrowings.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. As the Company has debt obligations with floating interest rates, exposure to the risk of changes in market interest rates are substantially dependent of changes in market interest rates.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on the portion of loans and borrowings. With all other variables held constant, the Company's profit before tax is affected through impact on floating rate borrowings, as follows:

Particulars	Impact on profit before tax	
	March 31, 2019	March 31, 2018
Interest rates-increase by 100 basis points	(10.25)	(22.56)
Interest rates-decrease by 100 basis points	10.25	22.56

b) Foreign currency exchange rate risk

The Company operates in a business that exposes it to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD. Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the Company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The objective of the Company is to minimize the volatility of the INR cash flows of highly probable forecast transactions.

Particulars	Currency	As at March 31, 2019	As at March 31, 2018
Trade receivables	USD	830.74	468.80
Trade receivables	EURO	133.17	231.22

Sensitivity movement: The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments

Particulars	Impact on profit before tax	
	March 31, 2019	March 31, 2018
USD Sensitivity		
INR/USD - Increase by - Rs. 1 (March 31, 2018 - Rs. 1)	70.79	65.91
INR/USD - Decrease by - Rs. 1 (March 31, 2018 - Rs. 1)	(70.79)	(65.91)
EURO Sensitivity		
INR/EURO - Increase by - Rs. 1 (March 31, 2018 - Rs. 1)	1.71	2.94
INR/EURO - Decrease by - Rs. 1 (March 31, 2018 - Rs. 1)	(1.71)	(2.94)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 35 Employee benefit plans

a. Defined contribution plan

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident fund and Employees' State Insurance (ESI) contribution, which are defined contribution plans. The contribution are charged to the Statement of profit and loss or capitalised as they accrue. During the year, the Company has recognised Rs 5.95 (March 31, 2018: Rs 6.79) and Rs 100.75 (March 31, 2018: Rs.111.41) towards Employees' State Insurance (ESI) contribution and Provident fund

b. Compensated absences

The accrual for unutilised leave is determined for the entire available leave balance standing to the credit of the employees at the year end. The value of such leave balances that are eligible for carry forward, is determined by an actuarial valuation as at the end of the year, The Company has charged Rs 40.37 (Previous year : Rs 54.59) to the Statement of profit and loss.

(i) Post-employment obligations

Gratuity

The Company provides for gratuity for employees in India as per the payment of Gratuity Act, 1972. employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement / termination is the employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan, managed by a trust set up by the Company. The Company makes contributions to Life Insurance Corporation of India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

Balance sheet amounts- Gratuity

The amounts recognised in the balance sheet and the movements in the defined benefit obligation over the year are as follows:

	Present value of obligation	Fair value of plan assets	Net amount
Reconcilation as at March 31,2019			
Opening balance	**644.61**	**495.97**	**148.64**
Interest expense/(income)	46.42	38.13	8.29
Past service cost	(0.21)	-	(0.21)
current service cost	51.66	-	51.66
Total amount recognised in profit or loss	**97.87**	**38.13**	**59.74**
Remeasurements			
(Gain)/loss from change in financial assumptions	5.77	-	5.77
Return on plan assets (excluding interest income)	-	4.83	(4.83)
Experience (gains)/losses	(35.10)	-	(35.10)
Total amount recognised in other comprehensive income	(29.33)	4.83	(34.16)
Employer contributions	-	(0.05)	0.05
Benefit payments	(73.46)	(48.28)	(25.18)
Balance (current) as at March 31, 2019	**639.69**	**490.60**	**149.09**
Reconcilation as at March 31, 2018			
Opening balance	785.23	576.26	208.97
Interest expense/(income)	48.19	37.53	10.66
Past service cost	0.39	-	0.39
current service cost	44.59	-	44.59
Total amount recognised in profit or loss	**93.17**	**37.53**	**55.64**
Remeasurements			
(Gain)/loss from change in financial assumptions	(23.56)	-	(23.56)
Return on plan assets (excluding interest income)	-	(0.79)	0.79
Experience (gains)/losses	(16.73)	-	(16.73)
Total amount recognised in other comprehensive income	**(40.29)**	**(0.79)**	**(39.50)**
Employer contributions	-	76.67	(76.67)
Benefit payments	(193.50)	(193.70)	0.20
Balance (current) as at March 31, 2018	**644.61**	**496.97**	**148.64**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

(ii) The net liability disclosed above relates to funded plan, as follows:

	March 31, 2019	March 31, 2018
Present value of funded obligations	639.69	644.61
Fair value of plan assets	490.60	495.97
	149.09	**148.64**

(iii) Significant estimates: actuarial assumptions

The significant actuarial assumptions for defined benefit obligations are as follows:

Discount rate	7.47% - 7.59%	7.50% - 7.73%
Salary escalation rate	7.00%	7.00%
Employee attrition rate	3.0% - 5.0%	3.0%
Retirement Age	58	58
Pre-retirement mortality	IALM(2012-14) Ultimate	IALM(2012-14) Ultimate

(iv) Sensitivity analysis

The sensitivity of the obligation towards gratuity to changes in the weighted principal assumptions is:

Assumption

Impact on defined benefit obligation	March 31, 2019		March 31, 2018	
	Increase	Decrease	Increase	Decrease
Discount rate (change by 1%)	(34.37)	40.55	(32.90)	36.49
Salary escalation rate (change by 1%)	35.43	8.92	32.41	(29.71)
Attrition rate (change by 1%)	1.05	0.51	1.19	(1.68)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

(v) The major categories of plan assets are as follows:

	Quoted/ Unquoted	As at March 31, 2019	As at March 31, 2018
Gratuity			
Funds managed by L.I.C (% covered -100%)	Unquoted	490.60	495.97

(vi) Weighted average duration of retiring gratuity obligation is 9 years (March 31, 2018: 11 years)

(vii) The Company expects to contribute Rs. 103.46 (March 31, 2018: Rs. 64.84)

Note 36 Contingent liabilities and commitments:

	As at March 31, 2019	As at March 31, 2018
A. Contingent liabilities:		
Claims against the Company not acknowledged as debts		
(A) Income tax demands	1166.96	1116.95
(B) Sales tax demands	339.95	358.84
(C) Excise demands	3.67	642.35
(D) Service tax demands	365.77	356.78
(E) Entry tax demands	34.06	58.68
(F) Additional demands towards cost of land	3.81	3.81
(G) Claims of workmen/ex-employees	132.50	147.50
(H) Other matters (also refer note 1 and 2 below)	7.32	7.32
B. Commitments:		
Estimated amount of contracts remaining to be executed on capital account [Net of advances of Rs. 100.45 lakhs (March 31, 2018: Rs. 203.32 lakhs)]	360.73	116.18

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Notes:

1) The Company has given corporate guarantees aggregating Rs. 4440.00 Lakhs (March 31,2018 Rs. 4440.00 Lakhs) to the banks on behalf of its wholly-owned subsidiary IDL Explosives Limited for the purpose of working capital requirements. The amount of loan outstanding as on March 31,2019 is Rs. 3185.00 Lakhs (March 31,2018- Rs. 3218.55 Lakhs)

2) During the year ended March 31, 2013, the Company through its the then step down subsidiary GHGL London Limited, UK (immediate subsidiary being HGHL Holdings Limited) (HGHL), acquired Houghton International Inc. in USA. HGHL obtained a loan of USD 300 million from Lenders to part finance the acquisition. During the year 2013-14, USD 120 million was repaid by HGHL to the Lenders. The amount of loan outstanding as on March 31, 2019 Rs. 31119.75 Lakhs (March 31, 2018 Rs. 57484.35 Lakhs). The said loan was extended on the basis of Letter of Comfort/Stand-By Letter of Credit Facility Agreement between the Company, HGHL (both being Co-Obligors to the said Facility) and lenders on the strength of guarantee of Gulf Oil International Limited, Cayman and Cash Deficit Undertaking from its specified subsidiaries and also from the Company, wherein they are obligated to make contributions to HGHL in case of deficiencies in resources for servicing the said facilities. Gulf Oil International Limited, Cayman provided a Guarantee to the Company for due serving and repayment of entire balance outstanding loan, as per repayment schedule of the Lender. Gulf oil lubricants india limited also provided the similar Cash deficit undertaking in favour of the SBLC lenders.

   In terms of the aforesaid agreement the loan is also secured by: (i) first pari-passu charge by way of equitable mortgage on land of the Company admeasuring 64.125 acres at Kukatpally, Hyderabad and (ii) first pari-passu charge along with existing lenders by way of equitable mortgage on land admeasuring 115.10 acres at Hyderabad and buildings, and plant & machinery belonging to Energetics Division. GHGL London Limited and its step down subsidiaries including Houghton International Inc. ceased to be subsidiaries of the Company, consequent to infusion of fresh equity to the extent of 90% by Gulf oil international limited in GHGL london limited during the year 2013-14.

3) The Competition Commission of India passed an order in a case filed by a customer imposing a penalty of Rs. 2894.76 Lakhs during the year 2012-13. Against the said order, the Company filed an appeal in Competition Appellate Tribunal ("COMPAT") and the appeal was disposed of by reducing the penalty amount to Rs. 289.48 Lakhs. Further, the Company filed an appeal in the Supreme Court against the said order of COMPAT and the appeal was admitted. During the year, the Company has made application to the Supreme Court for filing additional documents. However, the case was not heard by the Honorable Supreme Court during the year as the pleading are in progress before the Judicial Registrar and the same is pending to continue till the next date of hearing.

4) The Company had registered lease deeds of land on various dates with Sri Udasin Mutt (Mutt) for certain parcels of land at Kukatpally, Hyderabad for 99 years after obtaining permission from the then Government of Andhra Pradesh. However, the Mutt filed eviction proceedings before the AP Endowment Tribunal on various untenable grounds and claimed use and occupation charges.

   Aggrieved by the Tribunal Order, the Company filed a Writ Petition (WP) in 2011 in the Hon'ble High Court of Andhra Pradesh. The Mutt had also filed a separate WP in the AP High Court with regard to the Tribunal's decision on use and occupation charges. The AP High Court vide Common Order dismissed the WP filed by the Company and allowed the WP filed by the Mutt.

   Both the parties filed Special Leave Petition (SLP) in 2013 before the Hon'ble Supreme Court against the aforesaid Common Order. The Hon'ble Supreme Court directed the parties to maintain status quo in all respects. Subsequently in August 2014, the Hon'ble Supreme Court while granting leave, directed the Company to deposit Rs. 100.00 Lakhs per annum provisionally towards use and occupation of the subject land. The Company has been depositing Rs. 100.00 Lakhs every year for the years 2014 to 2018, totaling to Rs. 500.00 lakhs as at March 31, 2019 (Rs. 400.00 Lakhs as at March 31, 2018). The Appeals have not been listed for hearing.

5) The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal. Pending decision on the subject review petition and directions from the EPFO, the management has a view that the applicability of the decision is prospective and accordingly has provided the liability for March 2019. The impact for the past period, will depend upon the outcome of subject review petition and directions from the EPFO and hence has been disclosed as a contingent liability in the financial statements. The impact of the same is not ascertainable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 37 : Related party disclosure

(i) Information relating to related party transactions as per "Indian Accounting Standard (Ind AS 24-Related party disclosures)

a **Ultimate Holding Company**

AMAS Holding SPF

b **Holding Company:**

Hinduja Power Limited (Mauritius)

c **Key Management Personnel:**

Mr. S Pramanik, Managing Director
Mr. Ajay P. Hinduja, Chairman & Non Executive Director

Mr. Ramakrishna P. Hinduja, Vice Chairman & Non Executive Director (Till January 16, 2019)

Mr. K. N. Venkatasubramanian, Independent Director (Till March 31, 2019)

Ms. Kanchan Chitale, Independent Director

Mr. MS Ramachandran, Independent Director

Mr. Sudhanshu Tripathi, Non Executive Director

Mr. Biswanath Pan,Independent Director

Mr. Ashok Kini, Independent Director

Mr. Ravi Jain, Chief Financial Officer

Mr. A. Satyanarayana, Company Secretary

d **Fellow subsidiary:**

Gulf Oil Lubricants India Limited
Ashok Leyland Ltd

(ii) Details of transactions between the Company and Related Parties and the status of outstanding balances at the Year ended March 31, 2019:

Nature of Transaction	Name of the related party	Holding Company		Key management personnel		Fellow subsidiary	
		2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Dividend paid on equity shares	Hinduja Power Limited	742.94	554.74	-	-	-	-
	S. Pramanik	-	-	0.18	0.12	-	-
Remuneration	S. Pramanik	-	-	157.12	161.57	-	-
	Ravi Jain	-	-	81.90	71.08	-	-
	A. Satyanarayana	-	-	26.72	25.25	-	-
Directors' sitting fees and commission	Ajay.P.Hinduja	-	-	17.87	17.20	-	-
	Ramkrishan P.Hinduja	-	-	-	2.10	-	-
	K N Venkatasubramanian	-	-	16.08	14.45	-	-
	Kanchan Chitale	-	-	17.85	15.41	-	-
	MS Ramachandran	-	-	12.63	11.24	-	-
	Sudhanshu Tripathi	-	-	5.20	-	-	-
	Biswanath Pan	-	-	5.30	4.20	-	-
	Ashok Kini	-	-	13.42	14.30	-	-
Purchases	Gulf Oil Lubricants India Limited	-	-	-	-	12.62	16.41
	Ashok Leyland Ltd	-	-	-	-	267.45	123.79
Others	Gulf Oil Lubricants India Limited					0.01	2.16
Liabilities	Gulf Oil Lubricants India Limited	-	-	-	-	4.71	4.15
Advances against capital purchases	Ashok Leyland Ltd	-	-	-	-	35.02	159.85

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Notes:

i) The above disclosures including related parties as per Ind AS 24 " Related Party disclosures and Companies Act' 2013

ii) The remuneration to key management personnel doesn't include the provisions made for gratuity and compensated absences, as they are obtained on an actuarial basis for the Company as a whole.

iii) All transactions with these related parties are priced on an arm's length basis and none of the balances are secured.

Note 38 Scheme of Amalagamation

Scheme of Amalgamation ('the scheme') of IDL Buildware Limited and Gulf Carosserie India Limited ('transferor Companies') with GOCL Corporation Limited has been approved by the National Company Law Tribunal (NCLT), Hyderabad Bench vide order dated November 30, 2018 with an appointed date of October 1, 2017.

In accordance with the Scheme, the shares held by the Company in IDL Buildware Limited and Gulf Carosserie India Limited shall stand cancelled and extinguished in entirety. Since GOCL Corporation Limited is the 100% shareholder of IDL Buildware Limited and Gulf Carosserie India Limited, no shares shall be required to be allotted.

The Company has filed the Order received from Hyderabad Bench with Registrar of Companies ('ROC') on July 13, 2018. The scheme has been accounted under the 'pooling of interests' method in accordance with Appendix C of Ind AS 103 'Business Combinations' and comparatives have been restated for amalgmation from the beginning of the previous year i.e. April 1, 2017.

Note 39 Corporate Social Responsibility (CSR)

As per section 135 of the Companies Act, 2013, a Corporate Social responsibility (CSR) Committee has been formed by the Company. The proposed areas for CSR activities, as per the CSR policy of the Company are promotion of education, rural development activities, medical facilities, employment and ensuring environmental sustainability which are specified in Schedule VII of the Companies Act, 2013. Expenditure incurred under Section 135 of the Companies Act, 2013 on CSR activities are as below:

Gross amount required to be spent by the Company during the year ended March 31, 2019 is Rs. 62.59 lakhs (March 31, 2018: 66.02 lakhs)

	As at March 31, 2019	As at March 31, 2018
Amount spent during the year on		
(i) Construction/acquisition of an asset	44.59	20.02
(ii) On purpose other than (i) above	18.00	46.00
	62.59	**66.02**

Note 40 Earnings Per Share (EPS)

	As at March 31, 2019	As at March 31, 2018
Profit after tax	4055.85	3410.78
Number of shares outstanding at the year end (in lakhs)	495.72	495.72
Weighted average number of equity shares (in lakhs)	495.72	495.72
Basic (Rs)	8.18	6.88
Diluted (Rs)	8.18	6.88

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Note 41 Segment Information

Based on the “management approach” as defined in Ind AS 108, the Chief Operating Decision Maker (“CODM”) evaluates the Group’s performance based on an analysis of various performance indicators by business segments and geographic segments. Accordingly, information has been presented both along business segments and geographic segments. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant accounting policies.Business segments of the Group are primarily enterprises in Energetics and Explosives, Mining & Infrastructure and Property Development.

Particulars	Year ended March 31, 2019			Year ended March 31, 2018		
	External	Intersegment	Total	External	Intersegment	Total
REVENUE						
Energetics and explosives	53272.88	-	53272.88	50040.69	-	50040.69
Mining & infrastructure	48.91	-	48.91	139.10	-	139.10
Realty	155.28	-	155.28	92.39	-	92.39
Unallocated	5814.10	-	5814.10	6266.69	-	6266.69
TOTAL REVENUE	**59291.17**	**-**	**59291.17**	**56538.87**	**-**	**56538.87**
RESULT						
Energetics and explosives	4588.63	-	4588.63	3774.29	-	3774.29
Mining & infrastructure	62.17	-	62.17	199.63	-	199.63
Realty	112.59	-	112.59	32.67	-	32.67
TOTAL SEGMENT	**4763.39**	**-**	**4763.39**	**4006.59**	**-**	**4006.59**
Un-allocated corporate expenses net of un-allocated income			-			-
Profit from continuing operations before un-allocable, other income, finance costs, exceptional items and tax			4763.39			4006.59
Finance costs			4108.19			4634.11
Un-allocable other income			4735.74			5403.93
Profit from continuing operations before exceptional items and tax			5390.94			4776.41
Exceptional items - income/(expenditure)			-			-
Profit before tax from continuing operations			**5390.94**			**4776.41**
Tax expense						
Current tax			1431.24			1264.25
Deferred tax charge/(credit)			(96.15)			101.38
Profit for the year from continuing operations (A)			4055.85			3410.78
Profit for the year from discontinued operations (B)			-			-
Profit for the year (A+B)			4055.85			3410.78
Less: Non controlling interest			-			-
Profit for the year			4055.85			3410.78

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

(All amounts are in Indian Rupees lakhs, except share data unless otherwise stated)

Other information

	Year ended March 31, 2019			Year ended March 31, 2018		
	Capital Expenditure	Depreciation / Amortisation	Non-Cash other than depreciation	Capital Expenditure	Depreciation / Amortisation	Non-Cash other than depreciation
Energetics and explosives	1406.29	538.98	-	1797.17	512.29	-
Mining & infrastructure	-	-	-	-	-	-
Realty	-	1.05	-	-	1.97	-
Others	7.61	58.52	-	344.20	54.00	-

	Segment assets		Segment liabilities	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Energetics and explosives	27649.70	26180.21	13266.52	13697.14
Mining & infrastructure	38.16	40.02	11.64	55.18
Realty	30445.01	31048.98	83.33	33.18
Others	8.32	181.54	6.01	19.04
Total	**58141.19**	**57450.75**	**13367.50**	**13804.54**
Unallocable assets/liablities	110514.26	123163.60	61008.07	84727.64
Total	**168655.45**	**180614.35**	**74375.57**	**98532.18**

Geographical segments

Revenues, net	**Year ended March 31, 2019**	**Year ended March 31, 2018**
India	49518.75	47717.06
Rest of the world	9772.42	8821.81
Total	**59291.17**	**56538.87**
Assets		
India	63789.13	61025.76
Rest of the world	104866.32	119588.59
Total	**168655.45**	**180614.35**

Segment revenue and results

Amount that are not directly attributable and that can not be allocated to a business segment on a reasonable basis are shown as unallocable.

Segment assets and liabilities

Segment assets include all operating assets used by the business segment and consist principally of fixed assets and current assets. Segment liabilities comprise of liabilities which can be directly allocated against the respective segments. Assets and liabilities that have not been allocated between segments are shown as part of unallocated corporate assets and liabilities respectively

Note 42 Other Notes

(i) The Honourable Supreme Court vide its order dated November 16, 2007 held that the stock transfers constituted inter-state sale in respect of assessment year viz., 1976-77 to 1983-84, 1989-90 & 1990-91 and also directed the authorities to examine the factual aspects and assess tax on supplies made by the Company to the subsidiaries of Coal India Limited (CIL) as inter-state sale. The Company filed writ petitions in the Honorable High Court of Odisha in August 2009 impleading other State Governments, CIL and its subsidiary companies seeking directions for issues of Form ‘C’ and pass over of local sales tax to the State of Odisha. In terms of the liberty granted by The Honorable Supreme Court the Company has filed writ petition in the Odisha High Court and obtained stay. The writ petition is pending.

Note 43 Interest in other entities

The Group's subsidiaries as at March 31, 2019 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held by the Group, and proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

Name of the entity	Relationship	Country of Incorporation	% of holding and voting power	
			As at March 31, 2019	As at March 31, 2018
HGHL Holdings Limited	Subsidiary	United Kingdom	100	100
IDL Explosives Limited	Subsidiary	India	100	100

Note 44 Additional information, as required under Schedule III of the Act, of enterprises consolidated as subsidiary/ associates/joint venture.

Name of the entity	Net assets as at March 31, 2019		Share of profits or loss for the year ended March 31, 2019		Share in other comprehensive income for the year ended March 31, 2019		Share in total comprehensive income for the year ended March 31, 2019	
	%	Amount	%	Amount	%	Amount	%	Amount
Holding Company								
GOCL Corporation Limited	39.37%	38574.06	55.76%	2786.01	-0.09%	(9.63)	17.96%	2776.38
Subsidiary Companies								
IDL Explosives Limited	4.95%	4851.09	37.62%	1879.49	0.32%	33.76	12.38%	1913.25
HGHL Holdings Limited	55.68%	54551.02	6.62%	330.73	99.77%	10439.89	69.67%	10770.62
Gross total	**100%**	**97976.17**	**100%**	**4996.23**	**100%**	**10464.02**	**100%**	**15460.25**
Intergroup eliminations and adjustments		(3696.30)		(940.38)		1.17		(939.21)
Total		**94279.87**		**4055.85**		**10465.19**		**14521.04**

As per our report of even date attached
***for* B S R & Associates LLP**
Chartered Accountants
ICAI Firm Registration number:116231W/W-100024

***for* and on behalf of the Board of Directors of**
GOCL Corporation Limited
CIN :L24292TG1961PLC000876

Sriram Mahalingam
Partner
Membership number: 049642

Ravi Jain
Chief Financial Officer

S. Pramanik
Managing Director
DIN : 00020414

Ajay P. Hinduja
Chairman
DIN : 00642192

Place : Hyderabad
Date : May 30, 2019

A. Satyanarayana
Company Secretary

NOTICE OF THE FIFTY EIGHTH ANNUAL GENERAL MEETING

GOCL Corporation Limited

CIN: L24292TG1961PLC000876

Regd. Office: IDL Road, Kukatpally, Hyderabad-500072, India
Tel: 040-23810671-79, Fax No.: 040-23813860
Website: www.goclcorp.com; Email:secretarial@goclcorp.com

NOTICE is hereby given that the Fifty Eighth Annual General Meeting of GOCL Corporation Limited (CIN: L24292TG1961PLC000876) will be held at Hyder Mahal, ITC Kakatiya, Begumpet, Hyderabad-500016, India at 2.30 p.m. on Thursday the 19th day of September, 2019 to transact the following:

ORDINARY BUSINESS:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions, as Ordinary Resolutions:

1. **To receive, consider and adopt the Standalone Financial Statements of the Company for the financial year ended March 31, 2019:**

   "RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and the Auditors thereon be and are hereby received, considered and adopted."

2. **To receive, consider and adopt the Consolidated Financial Statements of the Company for the financial year ended March 31, 2019:**

   "RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 together with the report of the Auditors thereon be and are hereby received, considered and adopted."

3. **Confirmation of Interim Dividend on Equity Shares as the Final Dividend:**

   "RESOLVED THAT the Interim Dividend of Rs. 2 per equity share of Rs. 2 each (100%) declared and paid by the Board for the financial year 2018-19, be and is hereby confirmed and approved as the Final Dividend."

4. **Re-appointment of Mr. Ajay P. Hinduja (DIN: 00642192), as a Director liable to retire by rotation:**

   "RESOLVED THAT Mr. Ajay P. Hinduja (DIN: 00642192), who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

5. **Reappointment of Mr. M.S. Ramachandran (DIN 00943629) as an Independent Director for the second term.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV of the Companies Act 2013, Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions including any amendment, modification, variation or re-enactment thereof for the time being in force and all other applicable provisions, Mr.M.S.Ramachandran (DIN 00943629) be and is hereby re-appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for the second term, commencing from the end of the previous term, up to his attainment of 75 years of age, i.e., February 26, 2020."

6. **Reappointment of Mr.Ashok Kini (DIN 00812946) as an Independent Director for the second term.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV of the Companies Act 2013, Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions including any amendment, modification, variation or re-enactment thereof for the time being in force and all other applicable provisions, Mr.Ashok Kini (DIN 00812946) be and is hereby re-appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for the second term, commencing from the end of the previous term up to his attainment of 75 years of age, i.e., December 12, 2020."

7. **Reappointment of Ms.Kanchan Chitale (DIN 00007267) as an Independent Director for the second term.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or re-enactment thereof for the time being in force and all other applicable provisions, Ms. Kanchan Chitale (DIN 00007267) be and is hereby re-appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for the second term of 5 (five) consecutive years commencing from the end of the previous term."

8. **Appointment of Mr.Sudhanshu Tripathi (DIN 06431686) as a Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 152 and Rules 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and all other applicable provisions of the Companies Act 2013 and the applicable provisions of the Articles of Association of the Company, Mr.Sudhanshu K.Tripathi (DIN 06431686) who was appointed as a Director of the Company by the Board of Directors in the casual vacancy caused by the resignation of Mr.Ramkrishan P Hinduja as per Section 161(4) of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting be and is hereby appointed as a Non-Executive Director of the Company, whose office will be liable to retirement by rotation."

9. **Appointment of Mr.Debabrata Sarkar (DIN 02502618) as an Independent Director for a term of 5 (five) consecutive years.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV of the Companies Act 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions including any amendment, modification, variation or re-enactment thereof for the time being in force and all other applicable provisions, Mr.Debabrata Sarkar (DIN02502618) be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, to hold office for a term of 5 (five) consecutive years commencing from the date of this Meeting or as may be determined by any applicable statutes, rules, regulations or guidelines."

10. **Approval for continuation of office of Mr. S.Pramanik (DIN 00020414), Managing Director beyond 70 years age and reappointment for further period.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196 read with Schedule V of the Companies Act 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions including any amendment, modification, variation or re-enactment thereof for the time being in force and all other applicable provisions, approval of the Company be and is hereby accorded for continuation of holding of office of Managing Director by Mr.S.Pramanik (DIN 00020414) till July 7, 2020, notwithstanding his attaining the age of 70 years on September 28, 2019, i.e., during the currency of the current tenure of his appointment, on the existing terms and conditions as mentioned in the Special Resolution passed at the Annual General Meeting of the Company held on August 29, 2017 and the explanatory statement thereto, duly approved by the shareholders and the agreement(s) entered into pursuant to the said Resolution.

"RESOLVED FURTHER THAT pursuant to provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time, and all other applicable provisions, if any, of the Act, further read with the resolution passed by the shareholders at the annual general meeting held on September 22, 2016 authorising payment of remuneration to the Managing Director upto 10% of the net profit of the Company, Mr. Subhas Pramanik (DIN: 00020414) be and is hereby re-appointed as Managing Director of the Company, for a further period from July 8, 2020 to September 28, 2020, on terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Subhas Pramanik, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered to be necessary, expedient, usual or desirable in this regard to implement this resolution."

11. **Approval for payment of Commission to Non-Executive Directors.**

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time, in addition to sitting fees, there shall be paid commission on net profits of the Company for each financial year commencing from April 1, 2019 of an aggregate amount not exceeding the maximum limit permitted under the applicable provisions as may be decided by the Nomination and Remuneration Committee or the Chairman of the Board of Directors of the Company, to such Directors who are neither in the whole-time employment of the Company nor the Managing Director and whose remuneration does not include anything by way of monthly or other periodic payment, to be distributed amongst such Directors in such manner and to such extent to each Director as may be decided by the Nomination and Remuneration Committee or the Chairman of the Board of Directors."

12. Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate.

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

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 2,500 Crores (Rupees Two Thousand Five Hundred Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

13. Approval for keeping Register of Members and copies of Annual Return at a place other than Registered Office.

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

"RESOLVED THAT pursuant to provisions of section 94 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), consent of the Members be and is hereby accorded to the Board of Directors of the Company for keeping the Register of Members together with the Index of Members, Register of Renewed and Duplicate Share Certificates, Register of Debenture Holders and other Security Holders, if any, together with the Index of Debenture Holders and other Security Holders, if any, under section 88 of the Act, and copies of the Annual Returns under section 92 of the Act and all other records and documents required to be kept at the Registered Office of the Company, at the office premises of the Company's Registrar & Share Transfer Agents viz. Karvy Fintech Private Limited ("RTA") at Karvy Selenium, Tower- B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 and / or at such places where the RTA may have their office(s) from time to time.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

14. Alteration of the Objects Clause of the Memorandum of Association of the Company.

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

"RESOLVED THAT pursuant to provisions of Sections 4,13 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee or one or more Directors), the consent of the members of the Company be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association ("MOA") of the Company by insertion of the following object, after the existing object numbered 7 in Clause III:

"7A. To manufacture, develop, buy, sell, export, import, deal in, assemble, fit, repair, convert, overhaul, alter, maintain, assemble and improve all types of electronic components, devices, equipment and appliances, component parts thereof, assemblies, sub-assemblies, firmware or software and other materials used in or in connection with electronic items of various description having application or use in any sphere including in homeland security, defence, and aerospace, artificial intelligence, IOT devices, robotics, automation, mining, oil exploration, automotive electronics, telecommunications and networking, medical devices and equipments, railway electrical and electronics, consumer electronics, LED drivers and LED, power supplies and testing services."

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

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

15. Issue of Further Capital / Securities:

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013, the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the rules made thereunder, and all the applicable laws, Rules, Guidelines, Regulations, Notifications and Circulars, if any, issued by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), the Government of India (GOI), other concerned and relevant authorities and other applicable Indian laws, rules and regulations, if any, and relevant provisions of Memorandum and Articles of Association of the Company and the Listing Agreement(s) entered into by the Company with the Stock Exchanges where the Shares of the Company are listed and subject to such approval(s), consent(s) permission(s) and/ or sanction(s) asmay be required from GOI, FIPB, RBI, SEBI and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission or sanction which may be agreed by the Board of Directors of the Company ("the Board") (which term shall be deemed to include 'Offering Committee' or any other Committee constituted or hereafter be constituted for the time being exercising the powers conferred on the Board by this Resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, the consent and approval of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, Securities (as defined below) in the form of Equity or other Shares, Warrants, Bonds or Debentures, Depository Receipts, (whether Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Indian Depositary Receipts (IDRs) or any other form of Depository Receipts), or any other debt instrument either convertible or nonconvertible into Equity or any other Shares whether optionally or otherwise, including Foreign Currency Convertible Bonds representing any type of securities (FCCBs), whether expressed in Foreign Currency or Indian Rupees (all or any of which are hereinafter referred to as "Securities") whether secured or unsecured, and further the Board be and is hereby authorized, subject to applicable laws and regulations, to issue the Securities to investors (including but not limited to Foreign Banks, Financial Institutions, Foreign Institutional Investors, Qualified Institutional Buyers, Qualified Foreign Investors (QFIs), Mutual Funds, Companies, other Corporate Bodies, Non- Resident Indians, Foreign Nationals and other eligible investors as may be decided by the Board (hereinafter referred to as "Investors") whether or not such Investors are members, promoters or directors of the company or their relatives or associates, by way of one or more private and/ or public offerings (and whether in any domestic and/ or international market(s), through a public issue(s), private placement(s), Qualified Institutional Placement(s) (QIP), preferential issue(s) or a combination thereof in such manner and on such terms and conditions as the Board deems appropriate at its absolute discretion provided that the issue size shall not exceed US$ 150 million or Rs. 1,100 crores inclusive of such premium as may be payable on the Equity Shares or any other Security, at such time or times and at such price or prices and in such tranche or tranches as the Board in its absolute discretion deem fit.

RESOLVED FURTHER THAT in the event of a QIP in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, in accordance with Regulation 86(1) (a) of the SEBI Regulations, or issuance of ADRs/GDRs/ FCCBs as above mentioned, the 'Relevant Date' for determining the price of the Specified Securities to be allotted, if any, shall mean, in case of allotment of equity shares, the date of the meeting in which the Board or a Committee thereof decides to open the proposed issue and in case of allotment of convertible securities, either the date of the meeting in which the Board or Committee thereof decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, or such other date or time as may be provided under applicable law, from time to time.

RESOLVED FURTHER THAT in the event of a QIP as aforesaid, a minimum of 10% of the Specified Securities shall be allotted to Mutual Funds and if the Mutual Funds do not subscribe to the said minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs, and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.

RESOLVED FURTHER THAT in case of a QIP as aforesaid, the Board may at its absolute discretion issue equity shares (including upon conversion of the Securities) at a discount of not more than five per cent or such other discount as may be permitted under applicable regulations to the 'floor price' as determined in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issuance of the Securities shall be subject to such terms or conditions as are in accordance with prevalent market practices and applicable Laws and Regulations, including but not limited to, the terms and conditions relating to payment of interest, dividend, premium on redemption, the terms for issue of additional Shares or variations in the price or period of conversion of Securities into Equity Shares or terms pertaining to voting rights or options for redemption of Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek, at its absolute discretion, listing of Securities issued and allotted in pursuance of this resolution, on any Stock Exchanges in India, and / or Luxembourg / London / Nasdaq / New York Stock Exchanges and/or any other Overseas Stock Exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities referred above as may be necessary in accordance with the terms of offering, and that the Equity Shares so allotted shall rank in all respects pari passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT subject to the approval(s), consent(s), permission(s) and/ or sanction(s) stated above, the Company be and is hereby authorized to retain oversubscription/ green-shoe issue option up to 25% of the amount issued and the Board be authorised to decide the quantum of oversubscription to be retained as also any other matter relating to or arising therefrom.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose including, if necessary, creation of such mortgages and/or charges in respect of the Securities on the whole or any part of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013 or otherwise and to execute such documents or writings as it may consider necessary or proper and incidental to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to decide upon, as it may at its discretion deem necessary, expedient or desirable in relation to all or any of aforesaid purpose including without limitation to the utilization of issue proceeds, finalizing the pricing, terms and conditions relating to the issue of aforesaid Securities including amendments or modifications thereto as may be deemed fit by them, to sign, execute and issue consolidated receipt/s for the Securities, listing application, various agreements such as Subscription Agreement, Depository Agreement, Trustee Agreement, undertakings, deeds, declarations, Letters and all other documents or papers and to do all such acts, deeds, matters and things, and to comply with all formalities as may be required in connection with and incidental to the aforesaid offering of Securities or anything in relation thereto, including but not limited to the post issue formalities and with power on behalf of the Company to settle any question, difficulties or doubts that may arise in regard to any such creation, issuance, offer or allotment of the Securities as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into and execute all such arrangements/ agreements as may be required for appointing Managers (including lead managers), merchant bankers, underwriters, financial and/or legal advisors, tax advisors, consultants, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees and/ or all such agencies as may be involved or concerned in such offerings of Securities, whether in India or abroad, and to remunerate all such agencies including the payment of commissions, brokerage, fees or the likes, and also to seek the listing of such Securities or Securities representing the same in one or more stock exchanges whether in India or outside India, as it may be deem fit.

RESOLVED FURTHER THAT:

i. the Specified Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

ii. the Equity Shares that may be issued and allotted on conversion of the Specified Securities issued through the Qualified Institutions Placement as aforesaid shall rank pari passu with the then existing Equity Shares of the Company in all respects including dividend; and

iii. the number and/or conversion price in relation to Equity Shares that may be issued and allotted on conversion of the Specified Securities that may be issued through the Qualified Institutions Placement shall be appropriately adjusted in accordance with the SEBI Regulations for corporate actions such as bonus issue, rights issue, split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Specified Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets and the Board, subject to applicable laws, regulations and guidelines, be and is hereby authorised to dispose off such Specified Securities that are not subscribed in such manner as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to finalisation and approval of the preliminary as well as final offer document(s), determining the form, manner and timing of the issue, including the investors to whom the Specified Securities are to be issued and allotted, the number of Specified Securities to be allotted, issue price, face value, premium amount on issue/ conversion of Specified Securities, if any, rate of interest, execution of various agreements/deeds/ documents/undertakings, creation of mortgage/charge/encumbrance in addition to the existing mortgages, charges and hypothecation by the Company as may be necessary on such of the assets of the Company both present and future, in such manner as the Board may direct, in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of any of the Specified Securities issued through the Qualified Institutions Placement, either on pari passu basis or otherwise, and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the Specified Securities and utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members to that end and intent that the Members shall be deemed to have given their approval thereto expressly by virtue of this resolution."

16. Ratification of Remuneration to the Cost Auditors:

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded ratifying the appointment and payment of remuneration not exceeding Rs.1,15,000 (Rupees One Lakh Fifteen Thousand only) to M/s Narasimha Murthy & Co., Cost Accountants, Hyderabad, (Registration No.000042) to conduct the audit of the cost records of the Company for the financial year 2019-20 excluding taxes thereon and reimbursement of out of pocket expenses thereon."

By Order of the Board

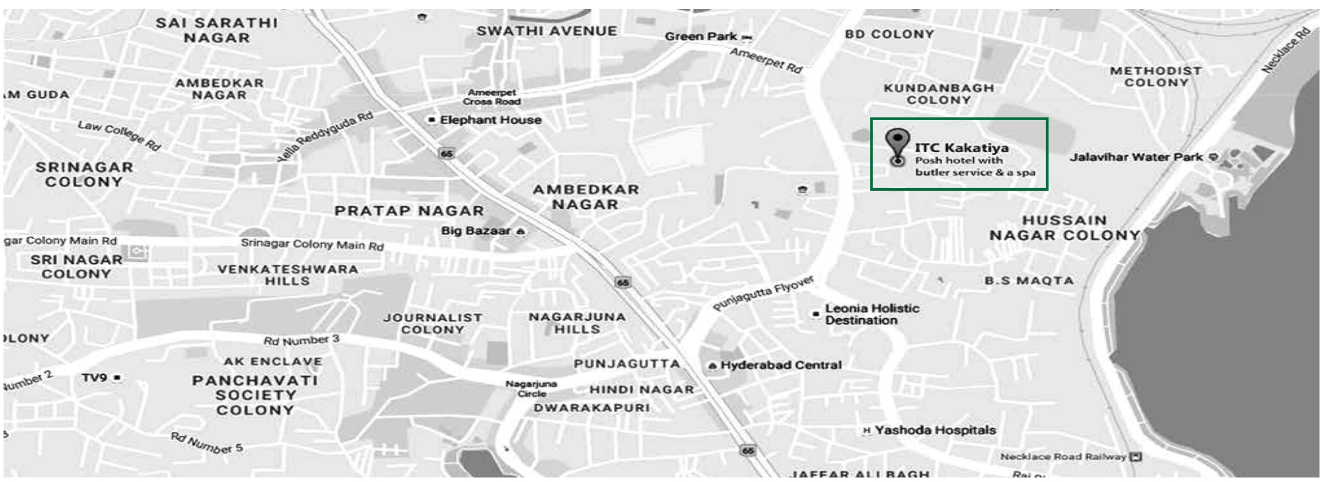
Hyderabad,
August 07, 2019.

A.Satyanarayana
Company Secretary

1. **Pursuant to the Secretarial Standards notified by ICSI, Shareholders may please note that no Gifts/ Compliments shall be distributed at the venue of the meeting.**
2. **Shareholders / Proxies and Authorised Representatives only, are allowed to attend the Meeting.**

Location / Route Map of AGM Venue:

Hotel ITC Kakatiya, Begumpet, Hyderabad, Telangana



Landmark: opp. to Chief Minister's Camp Office

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

   The Instrument of Proxy, 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 meeting.

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy holder shall prove his identity at the time of attending the meeting.

2. Corporate members intending to send their authorized representatives to attend the Meeting, are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. The notice of AGM is being sent to those members / beneficial owners whose names appear in the register of members / list of beneficiaries received from the depositories as on August 02, 2019.

4. Members are requested to update their preferred e-mail ids with the Company / DPs / RTA, which will be used for the purpose of future communications. Members whose e-mail id is not registered with the Company are being sent physical copies of the Notice of 58th Annual General Meeting, Annual Report, notice of e-voting etc., at their registered address through permitted mode.

   Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company at its registered office address or to the RTA, Karvy Fintech Private Limited (Unit: GOCL Corporation Limited), at Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032.

5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during the business hours up to the date of the Meeting.

8. The Register of Members and Share Transfer Books will be closed from September 12, 2019 to September 19, 2019 (both days inclusive) in connection with the ensuing Annual General Meeting

9. (a) In terms of Sections 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the IEPF Rules') amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, will be transferred as per the details mentioned below to the Investor Education and Protection Fund (IEPF) Authority.

   (b) Members who have not encashed their dividend warrant for respective financial years, are requested to write to the Company/Registrar and Share Transfer Agent (RTA) at least a month before the due date, as under:

S. No.	Details of the Unclaimed / Unpaid Dividend Accounts	Date of declaration	Due date to transfer to IEPF
	Unpaid Dividend A/c 2011-12	21.09.2012	27.10.2019
	Unpaid Dividend A/c 2012-13	30.09.2013	05.11.2020
	Unpaid Dividend A/c 2013-14 (Interim)	26.03.2014	02.05.2021
	Unpaid Dividend A/c 2014-15	23.09.2015	29.10.2022
	Unpaid Dividend A/c 2015-16	22.09.2016	28.10.2023
	Unpaid Dividend A/c 2016-17	29.08.2017	04.10.2024
	Unpaid Dividend A/c 2017-18 (Interim)	23.03.2018	29.04.2025
	Unpaid Dividend A/c 2018-19 (Interim)	26.03.2019	02.05.2026

   (c) Members are requested to note that pursuant to the applicable provisions of the Companies Act, 2013, the IEPF Rules, all such shares in respect of which dividend has not been paid or claimed for seven consecutive years, are required to be transferred to the demat account of the IEPF Authority. In line with the said provisions, during the year 2018-19, the Company had issued individual letters on July 06, 2018 to the concerned shareholders requesting them to claim their unclaimed dividends for the seven financial years from 2010-11. The Company had also published a notice dated July 09, 2018 in Business Standard (English) and Nava Telangana (Telugu) newspapers in connection with transfer of such equity shares of the Company to the demat account of the IEPF Authority.

   In compliance with the aforesaid provisions of the IEPF Rules, the Company had effected transfer of 20,787 shares of 928 shareholders to the demat account of the IEPF Authority.

   (d) Members are informed that once the unclaimed dividend or the shares are to IEPF, the same may be claimed by the Members from the IEPF Authority by making an application in the prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents to the Registered Office of the Company for forwarding to the IEPF along with the verification report.

(e) As mentioned above, the unclaimed dividend for 2011-12 would become due for transfer to IEPF shortly. In compliance with the IEPF Rules, the Company has sent individual notices vide letters dated June 03, 2019 and published notices on June 20, 2019 in Business Standard (English) and Nava Talangana (Telugu) requesting the concerned members to claim their dividends.

10. Details of Unclaimed Shares:

    The details of shares remaining unclaimed in the unclaimed suspense account are furnished in the Corporate Governance Report forming part of this Annual Report.

11. Members holding shares in dematerialized mode are requested to instruct their respective Depository Participants regarding Bank Accounts in which they wish to receive the dividend. However, the Bank details as furnished by the respective Depositories to your Company / RTA will be used for the purpose of distribution of dividend and other entitlements through National Automated Clearing House (NACH), National Electronic Clearing Service (NECS) or any other method of direct credit as directed by the Stock Exchanges. Your Company/ Registrar and Share Transfer Agents will not act on any direct request from Members holding shares in dematerialized form for change/ deletion of such Bank details.

12. Members holding shares in physical form, are requested to inform the Company/ Registrar and Share Transfer Agent – Karvy Fintech Private Limited (Karvy) of any change in their addresses/ bank account details immediately for future communication at their correct addresses/ to receive dividend and other entitlements through National Automated Clearing House (NACH), National Electronic Clearing Service (NECS) or any other method of direct credit as directed by the Stock Exchanges and Members holding shares in demat form are requested to notify change of address and bank mandates to their Depository Participants.

13. Members holding shares in identical order of names in more than one folio are requested to write to the Company's Share Transfer Agent to enable them to consolidate their holdings into one folio.

14. As required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 brief information/resume, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding (in case of Non-executive Director) and relationships between directors inter-se, of Directors being appointed/reappointed, are annexed.

15. Members requiring any clarification/information on any report/statements, are requested to send their queries to the Registered Office of the Company, at least 10 days before the date of the AGM.

16. Members are requested to quote their folio numbers/ DP ID and Client ID numbers in all correspondence with the Company and the Registrar and Share Transfer Agent.

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank Account details viz., Name and Branch of the Bank, Bank Account Number, MICR code, IFSC code by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form have to submit their PAN and Bank Account details to the Company / Karvy.

18. In compliance with the provisions of Section 108 of the Companies Act, 2013 and rules made thereunder read with Regulation 44 of SEBI (LODR) Regulations, 2015, Members have been provided with the facility to cast their vote electronically, through the e-voting services from a place other than the venue of the Meeting ("remote e-voting") provided by Karvy Fintech Private Limited (Karvy), on all resolutions set forth in this Notice.

19. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper will be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting through ballot / polling paper.

20. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.

21. As per the MCA's 'Green Initiative in Corporate Governance', Notice of the 58th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same.

22. For members who have not registered their email address, physical copies of the Notice of the 58th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode. You are requested to register your email ID with your Depository Participant (if you are holding demat shares) and the Company / RTA (Karvy) if you are holding physical shares.

23. Mr. A. Ravi Shankar (FCS:5335; CP:4318) and Mr. K.V.S. Subramanyam (FCS:5400; CP:4815), both Partners of M/s Ravi & Subramanyam, Company Secretaries, Hyderabad have been appointed, on alternate basis, as the Scrutinizer(s) to scrutinize the e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.

24. The remote e-voting facility will be available during the following period:

    Commencement of remote e-voting: From 10:00 a.m. (IST) on September 16, 2019

    End of remote e-voting: Upto 5:00 p.m. (IST) on September 18, 2019

    The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

25. **The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. Thursday, September 12, 2019.**

26. 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. Thursday, September 12, 2019 shall only be entitled to avail the facility of remote e-voting / physical voting.

27. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Thursday, September 12, 2019 may obtain the User Id and password in the manner as mentioned below:

    If the mobile number of the member is registered against Folio No. / DPID & Client ID, the member may send SMS:

    MYEPWD<space> E-Voting Event Number +Folio no. or DPID & Client ID to +91-9212993399

    Example for NSDL:
    MYEPWD<SPACE>IN12345612345678

    Example for CDSL:
    MYEPWD<SPACE>1402345612345678

    Example for Physical: MYEPWD<SPACE>
    XXXX1234567890

    If e-mail address or mobile number of the member is registered against Folio No. / DPID & Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DPID & Client ID and PAN to generate a password.

28. The instructions for e-voting are as under:

    a. Use the following URL for e-voting: https://evoting.karvy.com

    b. Enter the login credentials i.e., user id and password mentioned below: User ID:-

    For Members holding shares in Demat Form:-

    a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID

    b) For CDSL :- 16 digits beneficiary ID

    For Members holding shares in Physical Form:-

    Event no. followed by Folio Number registered with the company.

    Password: as e-mailed. In case of shareholders who have not registered their e-mail addresses, their Password has been communicated in the physical ballot form sent to them.

    Captcha: Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

    c. After entering the details appropriately, click on LOGIN.

    d. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numericvalue (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

    e. You need to login again with the new credentials.

    f. On successful login, the system will prompt you to select the EVEN i.e., GOCL CORPORATION LIMITED.

    g. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date i.e. Thursday September 12, 2019 will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

    h. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

    i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed.

       Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote.

       During the voting period, shareholders can login any number of times till they have voted on the resolution.

    j. Corporate/Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/Authorisation letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at secretarial@goclcorp.com.

k. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.

l. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of https://evoting.karvy.com or contact Mr. Praveen Chaturvedi, General Manager, Karvy Fintech Pvt. Ltd., Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032 at 1800 345 4001 (toll free) / 040-67161791 or send an email request to evoting@karvy.com/praveen.chaturvedi@karvy.com.

m. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

29. The Scrutinizer(s) after scrutinizing the votes cast at the meeting (physical voting) and through remote e-voting, will make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting/Managing Director of the Company. The results shall be submitted to the Stock Exchanges, where the shares of the Company are listed, within forty eight hours from the conclusion of the Annual General Meeting and same will be placed by the Company on its website: www.goclcorp.com and on the website of Karvy (https://evoting.karvy.com).

30. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.

31. Attendance slip, Proxy form and the route map of the venue of the Meeting are annexed hereto.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act") the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 5-16 of the accompanying Notice of AGM.

Items No.5, 6 and 7

The Members at the 53rd Annual General Meeting held on September 25, 2014 approved the appointment of Mr. M.S.Ramachandran, Mr.Ashok Kini and Ms.Kanchan Chitale, as Independent Directors of the Company for a period of five years with effect from the said date. Mr.Ramachandran, Mr.Ashok Kini and Ms.Kanchan Chitale will complete their present term on September 24, 2019. The Board of Directors of the Company ('the Board') at the meeting held on May 30, 2019, on the recommendation of the Nomination & Compensation Committee, recommended for the approval of the Members, the re-appointment of Mr. M.S.Ramachandran, Mr.Ashok Kini and Ms.Kanchan Chitale, as Independent Directors of the Company with effect from September 25, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations 2015'), or any amendment thereto or modification thereof.

Based on the satisfactory performance evaluation, the Board is of the view that the continued association of Mr. M.S.Ramachandran, Mr.Ashok Kini and Ms.Kanchan Chitale, would benefit the Company, given their knowledge, experience and performance and contribution to Board processes by them. Declarations have been received from Mr. M.S.Ramachandran, Mr.Ashok Kini and Ms.Kanchan Chitale, that they meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (LODR) Regulations 2015. In the opinion of the Board, Mr. M.S.Ramachandran, Mr.Ashok Kini Ms.Kanchan Chitale fulfill the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as Independent Directors and that they are independent of the management of the Company.

In addition to sitting fees for attending the meetings of the Board and its Committees, Mr.M.S.Ramachandran, Mr.Ashok Kini and Ms.Kanchan Chitale, would be entitled to remuneration by way of commission as may be determined by the Board. Consent of the Members by way of Special Resolution is required for re-appointment of Mr. M.S.Ramachandran, Mr.Ashok Kini and Ms.Kanchan Chitale in terms of Section 149 of the Act.

Additional information in respect of Mr. M.S.Ramachandran, Mr. Ashok Kini and Ms. Kanchan Chitale, pursuant to SEBI (LODR) Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in this Annual Report. Mr. Ramachandran holds 4,934 equity shares in the Company. Ms. Kanchan Chitale and Mr. Ashok Kini do not hold any shares in the Company either in their individual capacity or on a beneficial basis for any other person.

Mr. Ramachandran, Mr.Ashok Kini and Ms.Kanchan Chitale and their respective relatives are interested in these Special Resolutions. None of the other Directors and Key Managerial Personnel of the Company or their relatives, is interested in these Special Resolutions.

The Board recommends these Special Resolutions for your approval.

Item No.8

Based on the recommendation of the Nomination and remuneration Committee, the Board of Directors of the Company at its Meeting held on February 8, 2019 has appointed Mr.Sudhanshu Tripathi as Director of the Company in the casual vacancy caused by the resignation of Mr.Ramkrishan P Hinduja on January 16, 2019 and Mr.Tripathi holds office of the Director upto the date of this Annual General Meeting at which Mr.Ramkrishan P Hinduja would have retired by rotation had he not resigned. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for appointment of Mr. Tripathi as Director of the Company. Brief profile of Mr. Tripathi forms part of this Notice/Annual Report. Mr. Tripathi is a seasoned HR professional with over 35 years work experience; 22 of them at leadership level. He has had direct exposure of Telecom, IT, Engineering, Metal, Power, Financial Sources, Media and other diversified domains and brings a strong business perspective to his work. He specialises in very large and diversified multi location conglomerates. He has received many awards, the most recent one being Business World Award for outstanding contribution to the field of HR.

The Company has received notice in writing from a member under section 160 of the Act proposing his candidature for the office of the Director.

In addition to sitting fees for attending the meetings of the Board and its committees, Mr.Tripathi would be entitled to remuneration by way of commission as may be determined by the Board. Consent of the Members is required for appointment of Mr. Tripathi in terms of Section 152 of the Act.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Tripathi, is concerned or interested in the resolution.

The Board recommends the resolution set forth in Item No.8 for the approval of the members.

Item No.9

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on May 30, 2019 has appointed Mr. Debabrata Sarkar as an Independent-cum-Additional Director of the Company. Thus, Mr.Sarkar holds office of the Director upto the date of this Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the Members of the Company is required for appointment of Mr. Sarkar as an Independent Director of the Company. Brief profile of Mr. Sarkar forms part of this Notice/Annual Report. Mr.Sarkar is a member of the Institute of Chartered Accountants of India (ICAI) and the Indian Institute of Bankers (IIB) and holds a Masters Degree in Commerce from the University of Calcutta. He is formerly the Chairman and the Managing Director of Union Bank of India.

Declaration has been received from Mr. Debabrata Sarkar, that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (LODR) Regulations 2015. In the opinion of the Board, Mr. Sarkar fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for appointment as Independent Directors and that Mr.Sarkar is independent of the management of the Company.

The Company has received notice in writing from a member under section 160 of the Act proposing his candidature for the office of the Director.

In addition to sitting fees for attending the meetings of the Board and its Committees, Mr. Sarkar, would be entitled to remuneration by way of commission, as covered in the proposed Resolution under Item No.9 and as may be determined by the Board. Consent of the Members is required for appointment of Mr. Sarkar in terms of Section 149 of the Act.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Sarkar, is concerned or interested in the resolution.

The Board recommends the resolution set forth in Item no.9 for the approval of the members.

Item No.10

The Shareholders of the Company at the 56th Annual General Meeting held on August 29, 2017 have already approved re-appointment of Mr.S.Pramanik as Managing Director of the Company for a period of three (3) years effective from July 8, 2017 through a Special Resolution under the relevant provisions of the Companies Act 2013. Mr.Pramanik will attain the age of 70 years on September 28, 2019. In terms of Section 196 of the Companies Act 2013, appointment / continuation of a person of 70 years or above as Managing Director, needs to be approved by way of a special resolution. Justification for continuation of Mr.Pramanik as Managing Director is as under.

The Company is diversified and has a history of more than 50 years. During these long years, the Company had undergone various changes in terms of ownership, business operations, product range, investment interests, etc. The main operational area of Energetics and Explosives, considered a hazardous industry, is highly regulated. Safety of people engaged in these industries is accorded utmost importance.

The Company has also identified Property Development as a growth area for the future. The Company has land properties acquired at different points of time in varied circumstances. Plans for development of these properties are under the consideration of the Board. Thus, the Company is presently at a critical juncture. Mr.Pramanik has a long experience and expertise of managing the multiple businesses of the Company.

In view of the above, the Board is of the opinion that the Company needs the continued leadership of Mr.Pramanik. Therefore, specific consent of the Members is sought by way of special resolution for continuation of the holding of office by Mr.Pramanik after the age of 70 years and during the current term of appointment, under the provisions of Section 196 (3) (a) of the Companies Act, 2013.

Further, on the approval and recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company has proposed the reappointment of Mr.Pramanik as the Managing Director of the Company for a further period upto September 28, 2020. The Nomination and Remuneration Committee and the Board have recommended the following terms of appointment and remuneration:

(I) BASIC SALARY: Rs.6,06,500 per month.

(II) PERQUISITES: Rs.54.58 lakhs per year, which will include housing either as a Company Lease or HRA not exceeding 60% of the salary, furnishings, gas, electricity and water, Leave Travel Concessions for self and family, Personal Accident Cover, Club Membership Fees and Special Allowance. The annual value of these perquisites shall be restricted to an amount not exceeding 75% of the annual basic salary of Mr. Pramanik each year.

Contribution to Provident Fund and Superannuation Fund would be as per the Scheme of the Company.

(III) Aggregate of Basic Salary and Perquisites as stated in (I) and (II) above shall not exceed the limit of Rs.147 lakhs per annum.

(IV) In addition to the above, Mr. Subhas Pramanik will be entitled for (i) Company owned and maintained car with driver for his official and personal local travel (ii) Adequate communication facilities at his residence, and (iii) Medical and other benefits as per the Company's policy applicable to members of senior management.

(V) COMMISSION: The Managing Director will be entitled to a commission as may be decided by the Board / Nomination & Remuneration Committee, based on the Company performance and individual contribution.

The annual increment to be decided by the Nomination & Remuneration Committee, based on the Company's performance and individual contribution, on the aforesaid scale.

Gratuity would be payable as per the Company policy applicable to senior Management of the Company.

In the year of inadequate profits, the Managing Director would be entitled to all the above remuneration except the commission.

Mr. Subhas Pramanik shall be entitled to leave on full pay and allowances as per the Rules of the Company.

The total remuneration payable to Mr. Subhas Pramanik including all the perquisites stated above will however be restricted to the limits allowed under the Companies Act 2013 read with Schedule V to the said Act, as amended from time to time.

The above appointment will be terminable by 3 months notice from either side. The terms of his appointment as Managing Director would be non-rotational.

Statement of Information as required under Part-II of Schedule V to the Companies Act 2013:

I	GENERAL INFORMATION:			
	(1)	Nature of Industry.		Detonating Accessories, Industrial Explosives, Mining & Infrastructure Contracts and Realty / Property Development
	(2)	Date or expected date of commencement of commencement of production.		N.A.
	(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.		N.A.
	(4)	Financial performance based on given indicators.		As per the financial statements and other documents forming part of the Annual Report 2018-19.
	(5)	Foreign investments or collaborations, if any		As per the financial statements and other documents forming part of the Annual Report 2018-19.
II	INFORMATION ABOUT THE APPOINTEE:			
	(1)	Background Details, Past Remuneration and Recognition or Awards		Mr.Subhas Pramanik is a Bachelor of Chemical Engineering and obtained his Masters Degree in Financial Management from Jamnalal Bajaj Institute of Management Studies, Mumbai. He is a Certified Associate of the Indian Institute of Bankers, a Fellow Member of the Institute of Company Secretaries of India and the Institute of Cost Accountants of India. He worked as Group Vice President- Corporate Affairs in Universal Ferro and Allied Chemicals Limited and as Group Vice President (Finance) of Hinduja Group India Ltd. He was also Executive Director (Commercial), Gulf Oil India Ltd and Deputy Managing Director of IDL Industries Ltd.
				Details of past remuneration have been furnished elsewhere in the Corporate Governance Report forming part of this Annual Report.
	(2)	Job profile and his suitability		Mr.Subhas Pramanik has been Managing Director of the Company for the last 20 years during which period, the turnover and the operations of the Company have been well diversified from a single line of business into multi lines.
	(3)	Remuneration Proposed		Has been furnished in the Explanatory Statement to the Resolution for appointment of the Managing Director.
	(4)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)		The company being a diversified company, there is no comparable / identical company.
	(5)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.		To the extent of his shareholding in the Company.

III	OTHER INFORMATION		
	(1)	Reasons of loss or inadequate profits.	Not Applicable
	(2)	Steps taken or proposed to be taken for improvement	
	(3)	Expected increase in productivity and profits in measurable terms.	

Except Mr. S. Pramanik and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in Resolution No. 10.

The Board recommends the Special resolution for your approval.

Item No.11

The Members at the 53rd Annual General Meeting held on 25th September, 2014 approved payment of remuneration by way of commission to the Non-Executive Directors of the Company, including Independent Directors, for a period of five years from 1st April, 2014.

The Board of Directors of the Company ('the Board') at the meeting held on 30th May, 2019, recommended for approval of the Members, payment of remuneration by way of commission to the Non-Executive Directors of the Company including the Independent Directors, in line with the current trends and commensurate with the time devoted and the contribution made by them, with effect from 1st April, 2019, as set out in the Resolution.

The Non-Executive Directors, and their relatives, are interested in this Resolution insofar as the same relates to their respective commission.

None of the Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. The Board recommends this Special Resolution for your approval.

Item No.12

The Company had passed a similar resolution in the year 2012 under the erstwhile Companies Act, 1956. A revised Resolution under the provisions of the Companies Act, 2013 is sought now.

The Company has been making investments, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiaries) from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

Considering the long term business plans enviseged by the Company, particularly development of the land properties of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.12 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

The Board recommends the Special Resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, in the Special Resolution.

Item No.13

Pursuant to Section 94 of the Companies Act, 2013 and rules made thereunder, certain registers, returns and documents which are required to be kept at the Registered Office of the Company can be kept at a place other than the Registered Office of the Company, provided such other place has been approved by the members by way of a Special Resolution. A communication was received from Company's Registrar and Share Transfer Agent (RTA), that pursuant to a Scheme of Arrangement the registry business has been transferred from Karvy Computershare Private Limited to Karvy Fintech Private Limited. Accordingly, approval of members, by way of Special Resolution, is being sought for keeping the Registers, Returns, etc. as mentioned in Section 94 of the Companies Act, 2013 and rules made thereunder in the premises of Karvy Fintech Private Limited.

The Board recommends the Special Resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, in the special Resolution.

Item No.14

The Company was originally incorporated in the year 1961 as Indian Detonators Limited. Since then the technology of manufacture of initiating systems and associated devices / equipments has undergone many changes and evolving. Of late, the market is moving from conventional detonators to electronic systems. Electronic initiating systems cause less vibration, less noise and ensure more precise timings.

Clause 7 of the Objects Clause in the Memorandum of Association of the Company enables the Company inter alia to engage as electrical engineers, as electronics was not a distinct discipline at that time. Over the period, more and more industries are adopting automation, digitalization to become more efficient. The aforesaid clause and other clauses in the Memorandum are wide enough to undertake manufacture / deal in any item of any description which may seem to the Company capable of being conveniently carried on in connection with the stated objects. However, to bring specificity, an object enabling the Company to engage itself in futuristic technologies such as those enumerated in the resolution, is proposed to be added to the Objects Clause No. 7 of the Memorandum of Association of the Company.

The Board of Directors at their meeting held on 30th May, 2019 had approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company as aforesaid. In terms of Section 4 and 13 of the Act, the consent of the Members by way of Special Resolution is required for alteration in Objects Clause of the Memorandum of Association of the Company.

The Board recommends for approval by the members the resolution as set out at Item No. 14 of the Notice as a Special Resolution.

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

Item No.15

The Shareholders had passed a similar Resolution in the last AGM. However, the Company could not raise any amount as plans for deployment are yet to be finalised. The validity period of the shareholders resolution is one year and hence the Company needs to pass the resolution once again.

It is therefore proposed that the Board of Directors be authorised by way of enabling resolution to raise additional long term resources to part finance the Company's capital expenditure needs and / or for other general corporate purposes, including refinancing of expensive debt, expansion, diversification projects and other permissible uses, depending upon market dynamics, to raise an amount not exceeding US$ 150 millions or Rs. 1,100 crores through issue of Foreign Currency Convertible Bonds (FCCBs) and / or American Depository Receipts (ADRs) or Global Depository Receipts (GDRs) and/or Qualified Institutions Placement, Qualified Foreign Investors (QFIs) and/or any other suitable financial instruments as contained in the Resolution. The salient features are mentioned in the resolution and will be issued on such terms and conditions as may be appropriate at the time of issue.

The FCCBs/ADRs/GDRs/any other financial instruments including Qualified Institutions Placement, would be listed on the London and/or any other Stock Exchange within or outside India. The Special Resolution gives adequate flexibility and discretion to the Board to finalise the terms of the issue in consultation with the lead managers, underwriters, legal advisers and experts or such other authorities as need to be consulted including in relation to the pricing of the issue. The consent of the shareholders, is therefore, sought to authorise the Board of Directors as set out in the Resolution to issue in one or more tranches, the securities referred to therein in the Indian market to eligible investors or international market to Foreign Financial Institutions, to Foreign Investors/ Collaborators/Companies and/or to Foreign Investment Institutions operating in India, whether shareholders of the Company or not, through a public issue or private placement basis and/or preferential basis or Qualified Institutions Placement.

None of the Directors or Key Managerial Personnel or their relatives, are in any way concerned or interested in the proposed resolution.

The Board commends the Special Resolution set out at Item No. 15 of the Notice for approval by the Members.

Item No.16

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration paid / payable to the Cost Auditors as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment of M/s. Narasimha Murthy & Co., Cost Accountants, Hyderabad, (Registration No.000042), to conduct the audit of the cost records of the Company for the financial year ended March 31, 2020 on the remuneration provided in the resolution.

None of the Directors or Key Managerial Personnel or their relatives, are in any way concerned or interested in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 16 of the Notice for approval by the Members.

By Order of the Board

Hyderabad,
August 07, 2019.

A.Satyanarayana
Company Secretary

Details of Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting

As per the requirements of Regulation 36(3) of SEBI (LODR) Regulations, 2015 (as amended) and clause 1.2.5 of the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors are given below:

Name of the Director	Mr. Ajay P. Hinduja
DIN	00642192
Date of Birth	December 12, 1967
Age	51 years
Date of Appointment	August 11, 2014
Profile	Mr. Ajay P. Hinduja has varied experience in the International Banking and Management arena.
Qualification	Mr. Ajay P. Hinduja holds a degree from the University of Geneva with specialization in Finance and Economics.
Expertise in specific functional area	International Banking, Financial Services and Management
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid.	Appointment as Non-Executive, Non-Independent Director liable to retirement by rotation. He is entitled to receive commission and sitting fee as per the provisions of the Companies Act, 2013 as amended.
Remuneration last drawn by such person	Commission for 2017-18 (paid during 2018-19) : Rs. 10.50 Lakhs. Sitting fees for 2018-19 – Rs.6.00 lakhs and Commission for 2018-19 (payable in the year 2019-20): Rs.11.87 Lakhs.
Date of first appointment on the Board	August 11, 2014
Chairmanship/Membership of Committees of the Board of Directors of the Company	Corporate Social Responsibility Committee - Member Nomination and Remuneration Committee - Member
Other Directorships and Chairmanship/ Membership of Committees of other Boards	Nil
Number of shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year	5 out of 6

Name of the Director	Mr. M .S. Ramachandran
DIN	00943629
Date of Birth	February 26, 1945
Age	74 years
Date of Appointment	September 25, 2014
Profile	Mr. M .S. Ramachandran has varied experience in the field of Oil and Gas Industry and also renowned with the Chemtech - Pharma Bio Hall of Fame Award 2005 and many other awards. He was the Chairman of Indian Oil Corporation Limited, Chennai Petroleum Corporation Limited Indian Oil Tanking Ltd. etc.
Qualification	Bachelor in Mechanical Engineering
Expertise in specific functional area	Oil and Gas industry
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid.	Appointment as Independent Director of the Company. He is entitled to receive Sitting Fees and commission as per the provisions of the Companies Act, 2013 as amended from time to time.
Remuneration last drawn by such person	Commission for 2017-18 (paid in the year 2018-19): Rs. 2.34 Lakhs. Sitting fees for 2018-19 – Rs.9.50 lakhs and Commission for 2018-19 (payable during 2019-20): Rs. 3.13 Lakhs.
Date of first appointment on the Board	October 25, 2005
Chairmanship / Membership of Committees of the Board of Directors of the Company	Nomination & Remuneration Committee - Chairman Investment Appraisal & Project Review Committee - Chairman Safety Review Committee - Chairman

Other Directorships and Chairmanship / Membership of Committees of other Boards	Details form part of the Corporate Governance Report
Number of shares held in the Company	4934
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year	6 out of 6

Name of the Director	**Mr. Ashok Kini**
DIN	00812946
Date of Birth	December 12, 1945
Age	73 years
Date of Appointment	September 25, 2014
Profile	Mr. Ashok Kini has varied experience in Banking and Financial Services.
Qualification	Bachelors degree in Science from Mysore University and Masters degree in English Literature from Madras Christian College, Chennai
Expertise in specific functional area	Banking and Financial Services
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid.	Appointment as Independent Director of the Company. He is entitled to receive commission and sitting fee as per the provisions of the Companies Act, 2013 as amended from time to time.
Remuneration last drawn by such person	Commission for 2017-18 (paid in the year 2018-19): Rs. 2.90 lakhs. Sitting fees for 2018-19 – Rs.10.00 lakhs and Commission for the 2018-19 (payable during 2019-20) : Rs.3.42 lakhs.
Date of first appointment on the Board	September 27, 2006
Chairmanship / Membership of Committees of the Board of Directors of the Company	Audit Committee – Member Stakeholders Relationship Committee – Chairman Investment Appraisal and Project Review Committee – Member Safety Review Committee – Member CSR Committee - Chairman
Other Directorships and Chairmanship / Membership of Committees of other Boards	Details form part of the Corporate Governance Report
Number of shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year	5 out of 6

Name of the Director	**Ms. Kanchan Chitale**
DIN	00007267
Date of Birth	December 19, 1952
Age	66 years
Date of Appointment	September 25, 2014
Profile	Ms. Kanchan Chitale has varied experience in the field of Finance and Internal and Management Audits of Corporate Enterprises and Specialised/Concurrent Audits of Commercial Banks and Financial Institutions.
Qualification	Fellow member of the Institute of Chartered Accountants of India.
Expertise in specific functional area	Internal and Management audits of corporates, specialized / concurrent audits and other assignments of commercial banks, financial institutions and large construction companies.
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid.	Appointment as Independent Director of the Company. She is entitled to receive sitting fees and commission as per the provisions of the Companies Act, 2013 as amended from time to time.

Remuneration last drawn by such person	Commission for 2017-18 (paid in the year 2018-19): Rs. 2.11 Lakhs. Sitting fees for 2018-19 – Rs.10.00 lakhs and Commission for the 2018-19 (payable during 2019-20) : Rs.2.75 Lakhs.
Date of first appointment on the Board	October 05, 2009
Chairmanship / Membership of Committees of the Board of Directors of the Company	Audit Committee – Chairman Nomination & Remuneration Committee - Member
Other Directorships and Chairmanship / Membership of Committees of other Boards	Details form part of the Corporate Governance Report
Number of shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year	6 out of 6

Name of the Director	**Mr. Sudhanshu Tripathi**
DIN	06431686
Date of Birth	June 07, 1959
Age	60 years
Date of Appointment	February 08, 2019
Profile	Mr. Sudhanshu Tripathi is a seasoned HR professional with over 35years of work experience; 22 of them at leadership level.
Qualification	Mr. Sudhanshu Tripathi is an electrical engineer and MBA from XLRI. He holds a Bachelor's Degree in Science (Electrical Engineering) from the Bihar Institute of Technology, Ranchi University and a Post Graduate Diploma in Business Management from XLRI - Jamshedpur.
Expertise in specific functional area	Telecom, IT Specialist, Engineering, Metal, Power Financial Resources, Media and other diversified domains.
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid.	Appointment as non-executive non Independent Director of the Company. He is entitled to receive sitting fees and commission as per the provisions of the Companies Act, 2013 as amended from time to time.
Remuneration last drawn by such person	Sitting fees for 2018-19 – Rs.4.00 lakhs
Date of first appointment on the Board	February 08, 2019
Chairmanship / Membership of Committees of the Board of Directors of the Company	Audit Committee - Member Stakeholders Relationship Committee - Member Nomination & Remuneration Committee - Member Investment and Appraisal Committee - Member Corporate Social Responsibility Committee - Member
Other Directorships and Chairmanship / Membership of Committees of other Boards	Details form part of the Corporate Governance Report
Number of shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year	2 out of 2

Name of the Director	**Mr. Debabrata Sarkar**
DIN	02502618
Date of Birth	November 03, 1953
Age	65 years
Date of Appointment	May 30, 2019
Profile	Mr. Debabrata Sarkar has varied experience in the field of Banking and Finance.
Qualification	He is a Fellow Member of the Institute of Chartered Accountants of India and a Certified Associate of Indian Institute of Banking and Finance. Mr. Sarkar holds a postgraduate degree in Commerce from University of Calcutta.

Expertise in specific functional area	Treasury and Corporate Credit focusing mainly on credit deployment
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid.	Appointment as Independent Director of the Company. He is entitled to receive sitting fees and commission as per the provisions of the Companies Act, 2013 as amended from time to time.
Remuneration last drawn by such person	Not Applicable, being the first appointment.
Date of first appointment on the Board	May 30, 2019
Chairmanship / Membership of Committees of the Board of Directors of the Company	
Other Directorships and Chairmanship / Membership of Committees of other Boards	Details form part of the Corporate Governance Report
Number of shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year	Not Applicable

Name of the Director	**Mr. Subhas Pramanik**
DIN	00020414
Date of Birth	September 28, 1949
Age	69 years
Date of Appointment	July 08, 2017
Profile	Mr. Subhas Pramanik has varied experience in Banking, Chemicals, Lubricants, Explosives and Energetic Industries.
Qualification	Bachelor of Chemical Engineering (Hons), Masters Degree in Financial Management (Jamnalal Bajaj), Fellow Member of the Institute of Company Secretaries of India and the Institute of Cost Accountants of India, Certified Associate - Indian Institute of Bankers
Expertise in specific functional area	Banking, Chemicals, Lubricants, Explosives and Energetic Industries.
Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid.	Appointment as Managing Director of the Company. He is entitled to receive remuneration and commission as per the provisions of the Companies Act, 2013 as amended from time to time.
Remuneration last drawn by such person	Commission for 2017-18 (payable during 2018-19): Rs.25 lakhs. Commission for 2018-19 (payable during 2019-20): Rs.12 lakhs.
Date of first appointment on the Board	June 21, 1994
Chairmanship / Membership of Committees of the Board of Directors of the Company	Stakeholders Relationship Committee – Member Safety Review Committee – Member
Other Directorships and Chairmanship / Membership of Committees of other Boards	Details form part of the Corporate Governance Report
Number of shares held in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Number of Meetings of the Board attended during the year	6 out of 6

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
GOCL Corporation Limited
IDL Road, Kukatpally,
Hyderabad – 500072.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of GOCL Corporation Limited having CIN: L24292TG1961PLC000876 and having registered office at IDL Road, Kukatpally, Hyderabad - 500072 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

S No.	Name of Directors*	DIN	Date of Appointment in the Company
1	Mr. Ajay P. Hinduja	00642192	11.08.2014
2	Mr. Ramakrishna P. Hinduja	00278711	19.08.2002
3	Mr. M.S. Ramachandran	00943629	25.10.2005
4	Mr. K.N. Venkatasubramanian	00007392	27.11.1997
5	Mr. Ashok Kini	00812946	27.09.2006
6	Mr. Kanchan Chitale	00007267	05.10.2009
7	Mr. Sudhanshu Tripathi	06431686	08.02.2019
8	Mr. Subhas Pramanik	00020414	21.06.1994

*The above mentioned directors who are as on March 31, 2019.

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

For BS & Company Company Secretaries LLP

Date: 21.05.2019
Place: Hyderabad

D Soumya
Designated Partner
M No: 29312

NOTES

GOCL Corporation Limited

CIN: L24292TG1961PLC000876

Regd. Office: IDL Road, Kukatpally, Hyderabad-500072
Tel: 040-23810671-79, Fax No: 040-23813860
Website: www.goclcorp.com; Email:secretarial@goclcorp.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): Registered address:		E-mail ID: Folio No/ DP ID*: Client Id*:	

* Applicable for Investors holding shares in electronic / demat form.

I/We, being the member(s) of ___________shares of GOCL Corporation Limited, hereby appoint:

1) ______________________ of ______________________ having e-mail id ____

Signature____________________________ or failing him/her

2) ______________________ of ______________________ having e-mail id ____

Signature____________________________ or failing him/her

3) ______________________ of ______________________ having e-mail id ____

Signature____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 58th Annual General Meeting of the Company to be held on Thursday, the 19th day of September, 2019 at 2.30 p.m. at Hyder Mahal, Hotel ITC Kakatiya, Begumpet, Hyderabad-500016 and at any adjournment thereof in respect of/against such resolution(s) as are indicated below:

S.No.	Resolutions	For	Against
Ordinary Business:			
1	To receive, consider and adopt the Standalone Financial Statements of the Company for the financial year ended March 31, 2019		
2	To receive, consider and adopt the Consolidated Financial Statements of the Company for the financial year ended March 31, 2019		
3	Confirmation of Interim Dividend on Equity Shares		
4	Re-appointment of Mr. Ajay P. Hinduja (DIN: 00642192), as a Director liable to retire by rotation		
Special Business:			
5	Reappointment of Mr.M.S.Ramachandran (DIN 00943629) as an Independent Director for the second term.		
6	Reappointment of Mr.Ashok Kini (DIN 00812946) as an Independent Director for the second term.		
7	Reappointment of Ms. Kanchan Chitale (DIN 00007267) as an Independent Director for the second term.		
8	Appointment of Mr.Sudhanshu Tripathi (DIN 06431686) as a Director of the Company.		

9	Appointment of Mr.Debabrata Sarkar (DIN 02502618) as an Independent Director for a term of 5 (five) consecutive years.		
10	Approval for continuation of office of Mr. S. Pramanik (DIN:00020414), Managing Director beyond 70 years age and reappointment for further period.		
11	Approval for payment of Commission to Non-Executive Directors.		
12	Increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate.		
13	Approval for keeping Register of Members and copies of Annual Return at a place other than Registered Office.		
14	Alteration of the Objects Clause of the Memorandum of Association of the Company.		
15	Issue of Further Capital / Securities.		
16	Ratification of Remuneration to the Cost Auditors		

Signed this……......................................the day of………....................2019

Signature of Shareholder(s)..

Signature of Proxy holder(s)..

Affix Revenue Stamp

Notes:

1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**
2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 58th Annual General Meeting.
3) Please complete all details including details of member(s) in the above before submission.

GOCL Corporation Limited

CIN: L24292TG1961PLC000876

Regd. Office: IDL Road, Kukatpally, Hyderabad-500072
Tel: 040-23810671-79, Fax No: 040-23813860
Website: www.goclcorp.com; Email: secretarial@goclcorp.com

ATTENDANCE SLIP

(Please fill attendance slip and hand it over at the entrance of the Meeting Hall)

DP Id*	
Client Id *	

Folio No.	
No. of shares	

Full Name of the Member / Proxy attending the meeting	

I hereby record my presence at the 58th Annual General Meeting of the Company held on Thursday, the 19th day of September, 2019 at 2.30 p.m. Hyder Mahal, Hotel ITC Kakatiya, Begumpet, Hyderabad - 500016.

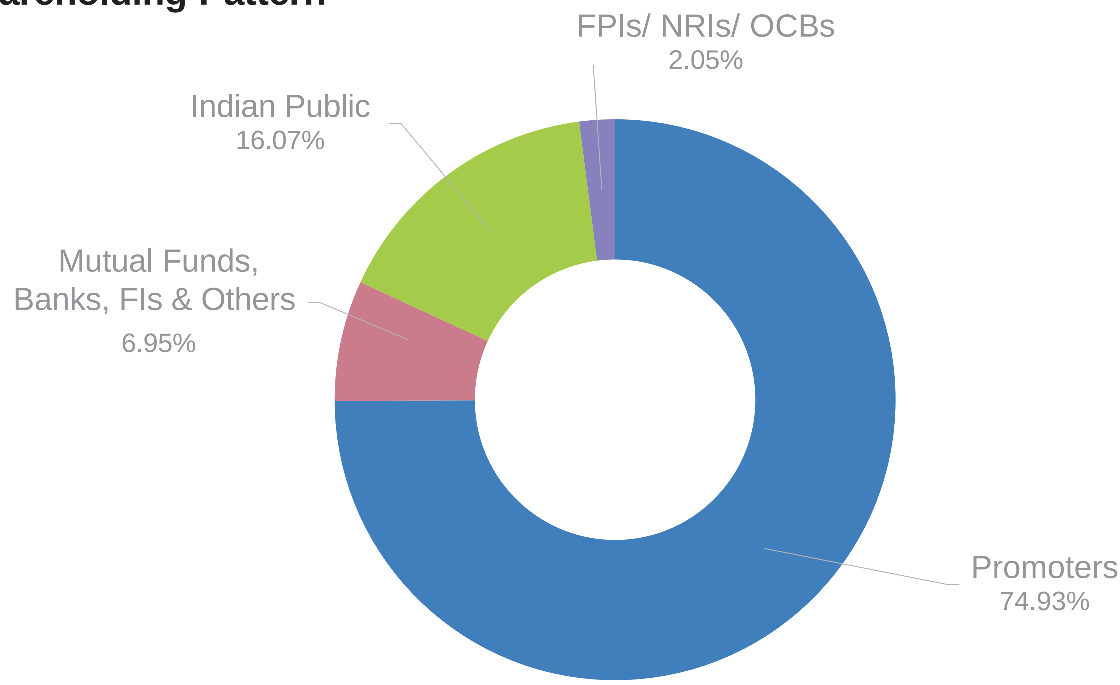
**Applicable for investors holding shares in electronic form.*

Signature of Shareholder / proxy

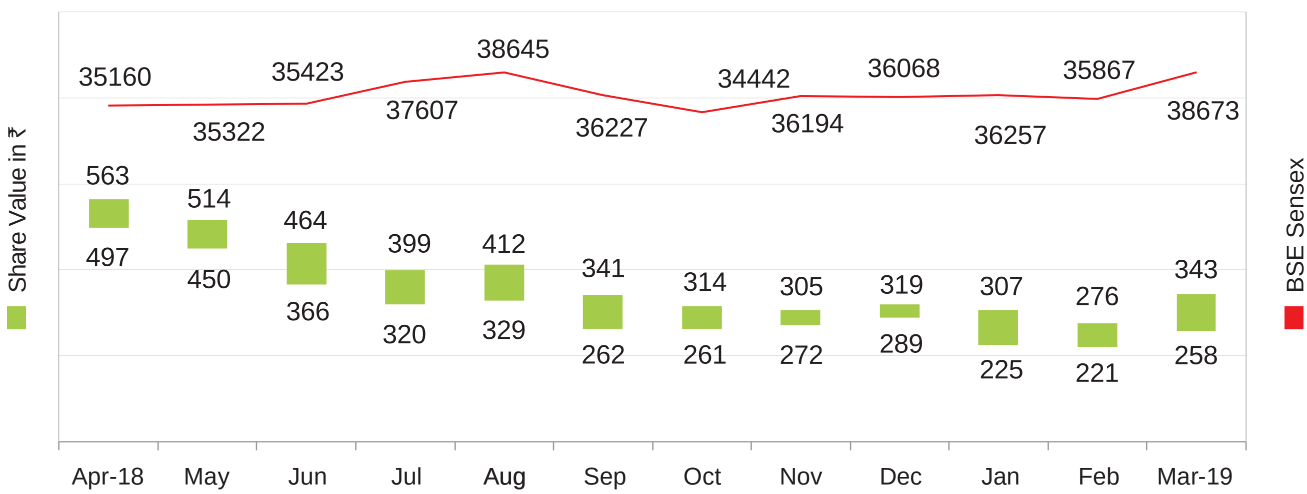
Notes:

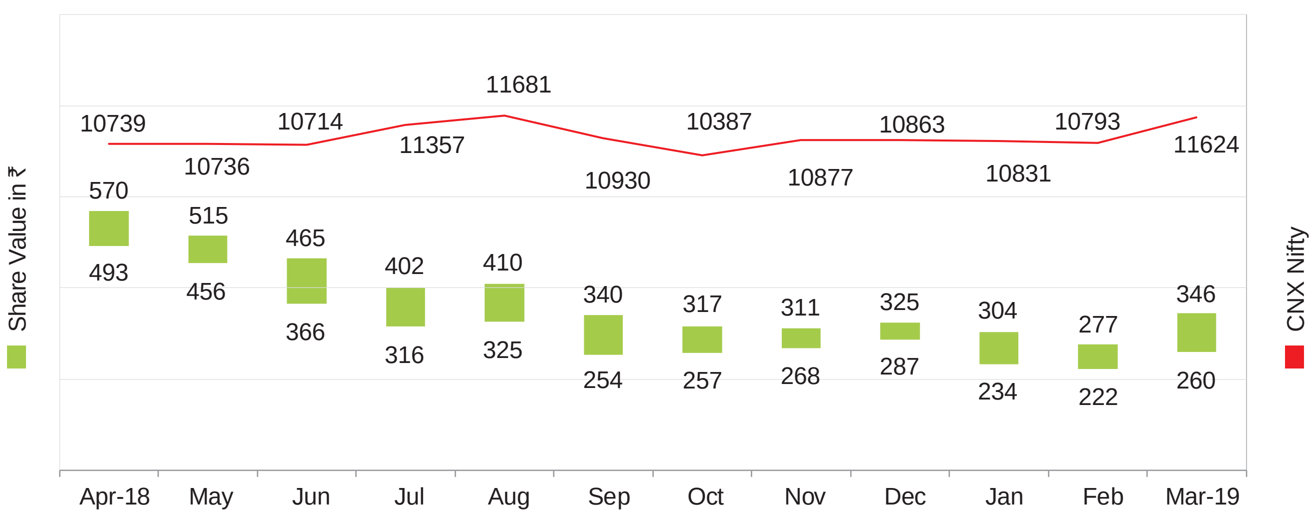
1. Shareholder/Proxy holder wiching to attend the meeting must bring the Attendance Slip the meeting and handover at the entrance, duly signed.
2. Shareholder/Proxy holder is requested to bring their copies of the Annual Report and Accounts with them to the Meeting.

Shareholding Pattern



Share Price Movement





GOCL Corporation Limited

(Formerly Gulf Oil Corporation Limited)

CIN: L24292TG1961PLC000876

Registered & Corporate Office

IDL Road, Kukatpally
Hyderabad-500072

www.goclcorp.com

Manufacturing Facilities

Hyderabad | Rourkela | Singrauli | Korba
Rajrappa | Ramagundam | Dhanbad | Udaipur

Regional Offices

Asansol | Bengaluru | Bilaspur | Chandigarh | Delhi
Dhanbad | Hyderabad | Kolkata | Mumbai | Nagpur
Ranchi | Udaipur