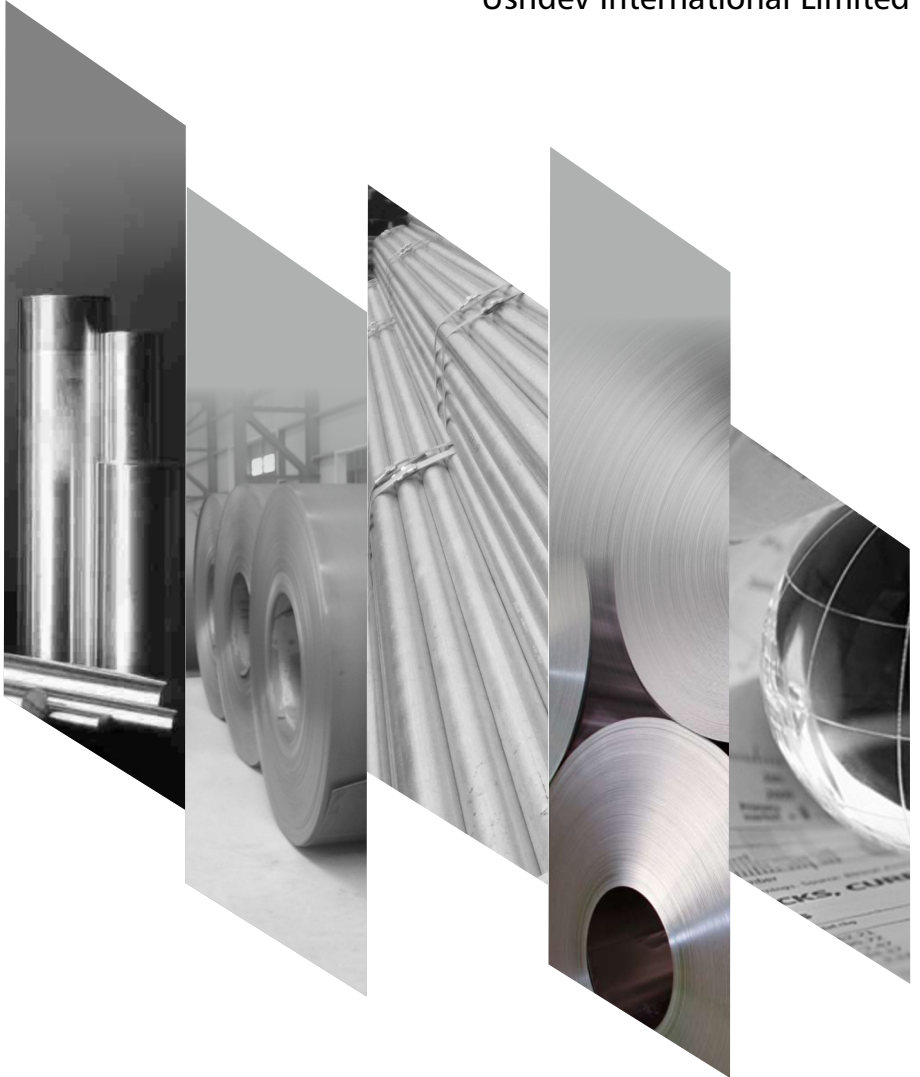




Ushdev International Limited



Annual  
Report  
2016-17

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# Corporate Information



## Board of Directors

Mrs. Suman Gupta	Non Executive Chairperson
Mr. Prateek Gupta	Vice Chairman
Mr. Arvind Prasad	Managing Director & CEO
Mr. Narayan Hegde	Non Executive & Independent Director
Mr. Vinay Kamat	Non Executive & Independent Director
Mr. Vijay Kumar Gupta	Non Executive & Independent Director
Ms. Sucheta Jadhav	Chief Financial Officer
Ms. Ruchika Shah	Company Secretary & Compliance Officer

## Bankers

State Bank of India  
State Bank of Bikaner & Jaipur  
State Bank of Hyderabad  
State Bank of Mysore  
State Bank of Travancore  
Bank of Baroda  
Bank of Maharashtra  
UCO Bank  
Andhra Bank  
Dena Bank  
Oriental Bank of Commerce  
Indian Overseas Bank  
ICICI Bank Ltd.  
IDBI Bank  
Central Bank of India  
Canara Bank  
HDFC Bank Ltd.

## Auditors

M. P. Chitale & Co.  
Chartered Accountants  
Hamam House, Ambalal Doshi Marg,  
Fort, Mumbai - 400 001.

## Solicitors

Chambers of Jaitley & Bakshi  
48, Todarmal Road,  
New Delhi - 110001  
Tel : 01143512821  
E-mail : chambers@jaitleyandbakshi.com  
Contact Person: Sonali Jaitley

## Demat Registrars

Sharex Dynamic (India) Private Limited  
Unit-1, Luthra Industrial Premises,  
Andheri Kurla Road, Andheri (East),  
Mumbai - 400 072  
Tel : +91-22-2851 5606 / 5644  
Fax : +91-22-2851 2885  
E-mail : sharexindia@vsnl.com

## Registered Office

6th Floor, New Harileela House,  
Mint Road, Fort,  
Mumbai- 400 001.  
Tel : +91 22 6194 8888 / 6636 8888  
E-mail : info@ushdev.com  
Website : www.ushdev.com

## Corporate Office

Apeejay House, 6th Floor,  
130, Mumbai Samachar Marg,  
Fort, Mumbai - 400 023.  
Tel : +91 22 6194 8888  
Fax : +91 22 2282 1416  
E-mail : info@ushdev.com  
Website : www.ushdev.com

# Notice

Notice is hereby given that the Twenty Third Annual General Meeting of the Shareholders of **USHDEV INTERNATIONAL LIMITED** will be held on Monday, 28th August, 2017 at 3.00 p.m at Basement No. 8, Apeejay House, 130, Mumbai Samachar Marg, Fort, Mumbai - 400 023 to transact the following business:

## Ordinary Business :

1. To consider and adopt the:-
  - (i) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors' thereon; and
  - (ii) Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, and the Report of the Auditors' thereon.
2. To appoint a director in place of Ms. Suman Vijay Gupta (DIN 00166031) who retires by rotation and being eligible, offers herself for re-appointment.
3. Appointment of Statutory Auditors

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Khandelwal Jain & Co., Chartered Accountants, (Firm Registration No. 105049W) be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s M. P. Chitale & Co., Chartered Accountants, who completed their term in accordance with the provisions of section 139(2), and that M/s Khandelwal Jain & Co, Chartered Accountants, shall hold the office from the conclusion of this 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

## Notes

1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of the business mentioned under Item No. 3 of the accompanying Notice is annexed hereto.
2. A statement giving the relevant details of the Director seeking re-appointment under Item No. 2 of the accompanying Notice, as required by Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 is annexed herewith.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
**THE INSTRUMENT APPOINTING A PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING i.e. by 3.00 pm on 26th August, 2017.**
4. A person can act as a proxy on behalf of Members not exceeding fifty in number 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 a proxy and such person shall not act as proxy for any other person or shareholder.

5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
7. 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 at the Meeting.
8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
9. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company shall remain closed on all days from 21st August, 2017 to 28th August, 2017 both days inclusive.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
11. Members desiring any relevant information on the Accounts at the Annual General Meetings are requested to write to the Company at least seven days in advance, so as to enable the company to keep the information ready. Members can also email their queries at the email address of the Compliance Officer at [cs@ushdev.com](mailto:cs@ushdev.com).
12. Members holding shares in physical form are requested to notify/send the following to the Company's Registrar and Transfer Agents to facilitate better service:
  - i. Any change in their address
  - ii. Particulars of their bank accounts in case the same have not been sent earlier, for dividend payment through ECS mode and
  - iii. Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of the names for consolidation of such holdings into one account
13. Members holding shares in electronic form are advised that address/bank details as furnished to the Company by the respective Depositories, viz. NSDL and CDSL will be printed on the dividend warrants. Members are requested to inform the concerned Depository Participants of any change in address, dividend mandate, etc.
14. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form SH. 13 for this purpose.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with the Company's Registrar and Transfer Agents for receiving communication from the Company in electronic form.
16. Pursuant to the provisions of Section 124(5) and 125 of the Companies Act, 2013 the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred on due dates, the unpaid or unclaimed dividends for the financial year ended 31st March, 2010 and to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of the Investor Education and Protection

Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 03rd September 2016 on the website of the Company ([www.ushdev.com](http://www.ushdev.com)), and also on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)).

Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956 / 124 and 125 of Companies Act, 2013, dividends for the financial year ended 31st March 2010 and dividend declared thereafter, which remains unclaimed for a period of seven years, will be transferred by the Company to the Investor Education and Protection Fund.

Financial Year	Date of Declaration of Dividend	Last date of claiming Unpaid Dividend
Final Dividend for the year 2009 – 2010	4 <sup>th</sup> September, 2010	9 <sup>th</sup> October, 2017
Final Dividend for the year 2010 – 2011	3 <sup>rd</sup> September, 2011	8 <sup>th</sup> October, 2018
Final Dividend for the year 2011 – 2012	30 <sup>th</sup> August, 2012	4 <sup>th</sup> October, 2019
Final Dividend for the year 2012 – 2013	31 <sup>st</sup> August, 2013	5 <sup>th</sup> October, 2020
Final Dividend for the year 2013 – 2014	5 <sup>th</sup> September, 2014	10 <sup>th</sup> October, 2021
Final Dividend for the year 2014 – 2015	19 <sup>th</sup> September, 2015	24 <sup>th</sup> October, 2022
Final Dividend for the year 2015 – 2016	03 <sup>rd</sup> September, 2016	08 <sup>th</sup> October, 2024

Members who have not so far received / encashed dividend for the aforesaid years are requested to seek issue of duplicate warrant(s) by writing to the Company's Registrar and Share Transfer Agent i.e. M/s. Sharex Dynamic (India) Private Limited.

17. A route map showing directions to reach the venue of the 23rd AGM is given at the end of this notice as per the requirement of the Secretarial Standards – 2 on general meetings.
18. Information required under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 relating to Documents & Information to Shareholders with respect to the Director being appointed and Directors retiring by rotation and being eligible, seeking re-appointment are as under:

Particulars	Ms. Suman Vijay Gupta
Director Identification Number(DIN)	00166031
Date of Birth	11/01/1955
Nationality	Indian
Date of Appointment on Board	18/05/1994
Qualifications	MBA
Shareholding in Ushdev International Limited	6,93,11,260 Equity shares
Expertise in specific functional areas	She has more than 20 years of experience in metal trading and wind power generation business.
Directorships in other Public Limited Companies	Nil
Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	Nil



The following Explanatory Statements as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item No. 3 of the accompanying Notice date 29th May, 2017.

## **ITEM NO. 3 – Appointment Of Statutory Auditor**

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act

Pursuant to the provisions of Section 139 of the Act read with applicable Rules framed thereunder, M/s. M. P. Chitale & Co., the present Auditors of the Company is completing their term as Auditors.

M/s M. P. Chitale & Co, Chartered Accountants was re-appointed as Statutory Auditors of the Company for the Company's financial year 2016 – 17. They have continued in the office as Statutory Auditors of the Company for more than ten years as on 31st March, 2014. The Ministry of Corporate Affairs has implemented the new Companies Act w.e.f. 1st April, 2014. Pursuant to Section 139(2) of the Companies Act, 2013, they can continue as Statutory Auditors for further period of three years from 1st April, 2014 upto financial year 2016 – 17. Accordingly, their term as Statutory Auditors is completing on the conclusion of 23rd Annual General Meeting. The Audit Committee and the Board of Directors have placed on record their appreciation for the professional services rendered by M/s M. P. Chitale & Co. for their association with the Company as its Auditors.

In view of the above, M/s. Khandelwal Jain & Co., Chartered Accountants, having Registration No. 105049W, are proposed to be appointed as Statutory Auditors of the Company to hold office from the conclusion of the 23rd Annual General Meeting till the conclusion of the 28th Annual General Meeting, subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting on a remuneration plus applicable taxes, out-of-pocket expenses, etc. incurred in connection with the Audit as may be decided by the Board of Directors in consultation with the Auditors.

The Board commends the Resolution at Item No. 3 for approval by the Members.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 3 of the Notice.

# Process For Members Opting For E-Voting

## Voting through electronic means

The instructions for shareholders voting electronically are as under:

## Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting prior to the (AGM) may also attend the (AGM) but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on 25th August, 2017 at 9.00 AM and ends on 27th August, 2017 at 5.00 PM. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st August, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - a) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - c) Click on Shareholder - Login
    - d) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - e) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - g) Select "EVEN" of "Ushdev International Limited".
    - h) Now you are ready for remote e-voting as Cast Vote page opens.
    - i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.





- j) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - k) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to shahpradipcs@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- a) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:  
EVEN (Remote e-voting Event Number)      USER ID      PASSWORD/PIN
  - b) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
7. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
8. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st August, 2017.
10. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st August, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
11. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
12. Mr. Pradip Shah, Practicing Company Secretary (Membership No. 1483) and Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
13. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
14. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not

later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- 15. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By order of the Board  
For Ushdev International Limited

Sd/-

Ruchika Shah  
Company Secretary

Place : Mumbai  
Date : 29<sup>th</sup> May, 2017

## Route Map of the Venue of the 23<sup>rd</sup> Annual General Meeting



# Board's Report & Management Analysis Report



To  
The Members of,  
Ushdev International Limited

The Directors take pleasure in presenting the Twenty Third Annual Report together with the audited financial statements for the year ended 31st March, 2017. The Management Discussion and Analysis has also been incorporated into this report.

## 1. Financial Results

Your Company operates in two different business sectors – trading in metals (ferrous and non ferrous) and generation of power. The Company's revenue, expenditure and results of operations are presented through standalone financial statements and the details given below :

Particulars	Rs. In Lakhs	
	Financial Year Ended 31/03/2017	Financial Year Ended 31/03/2016
Gross Revenue	250,255.41	8,15,727.61
Other Income	12,553.67	10,227.36
Gross Profit	8,530.08	42,481.48
Interest	20,908.86	24,940.06
Depreciation	756.80	765.56
Net Profit / (Loss) before tax	(28,405.96)	10,751.14
Deferred Tax Liability/(Assets)	-5,504.48	182.55
Provision for taxation	-1	3,049.6
Profit after Tax	-22,900.49	7519
Other Comprehensive Income	59.13	23.86
Total Comprehensive Income	-22,841.35	7,534.6
Balance in Profit & Loss A/c c/f from last year	58,794.96	52,667.48
Amount available for appropriation	35,894.47	60,178.22
Appropriations		
Final Dividend and tax Paid thereon	6.04	861.71
Transfer to General Reserves	NIL	521.55

## 2. Business Operations Review And Future Prospects

During the year under review, your Company has made sales income of Rs. 2,50,255.41 lakhs against Rs. 8,15,727.61 lakhs for the previous year. The Company has earned profit/ (Loss) of Rs. (22,841.35) lakhs as compared to profit of Rs. 7,534.60 lakhs in the previous year.

The networth of the Company decreased to Rs 77,346.91 lakhs as compared to Rs. 1,00,112.80 lakhs in the previous year.

Prices of base metals dropped sharply in 2015 and hit multi-year lows at the start of 2016 but gathered momentum in the latter half of 2016. The biggest trigger for rise in base metal prices

was the credit-fuelled construction boom that underpinned demand in China and the probability of US President Donald Trump's announcement of a big push to infrastructure spending. The Company has been suffering from the downturn in the commodity markets. Due to the uncertainty in the market the Company faced delays in payment from customers. This resulted in elongation of working capital cycle. Delays in payments started from October 2015. This added further stress on the Company and led to decrease in sales.

There has been 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 the financial statements relates and the date of this Boards' Report.

The Company at regular intervals monitors various risk to the Company. There is no major risk which in the opinion of the Board may threaten the existence of the Company.

During the year under review, there has been no change in the nature of the business of the Company. Further, there were no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future. The internal financial controls with reference to the financial statements are adequate.

There was no change in nature of business of the Company, during the year under review.

### 3. Performance During The Year

#### (i) Power Sector

The Company has its windmills in five states i.e. Tamil Nadu, Rajasthan, Karnataka, Gujarat and Maharashtra. The details of the Company projects are as below :-

Date of Installation	Location	No. of WEG's	Installed Capacity	Investments (Rs. in Lakh)
29/03/2005	Tamil Nadu 2	2	1.60 MW	807.47
29/03/2006	Rajasthan	3	2.40 MW	1178.48
29/03/2006	Karnataka	2	1.60 MW	785.65
30/03/2007	Gujarat 1	2	1.60 MW	740.00
10/07/2007	Gujarat 2	4	3.20 MW	1480.00
26/09/2009	Tamil Nadu 3	6	9.90 MW	6090.00
27/11/2010	Maharashtra	4	8.00 MW	4900.00
	<b>Total</b>	<b>23</b>	<b>28.30 MW</b>	<b>15981.60</b>

\* The Slump sale of 9.9 MW of Tamil Nadu, 8.00 MW of Maharashtra and 1.6 MW of Karnataka was approved by the Board of Directors at its meeting held on 31st March, 2017 and the Company is in the process of getting requisite approvals.

#### (ii) Steel Sector

Steel Industry is currently under stress. It is mainly due to rise of import in the country, higher cost of production for steel sector in India and technological advancement in other countries. In order to reduce imports & boost domestic steel manufacturing industry, the central Government extended the minimum import price (MIP) and anti dumping duty on several of steel products.

Due to sector downturn most of the steel producers are facing stress due to delays from customers.

Also there is downturn in construction and infrastructure sector and hence the circular effect is faced by overall industry value chain.

#### 4. Dividend

In view of the losses of the Company and its need for resources, your Directors do not recommend any dividend on Equity Shares of the Company for the financial year ended 31st March, 2017.

During the year 2016-17, unclaimed Dividend of Rs. 1,07,369/- was transferred to the Investor Education and Protection Fund, as required under the Investor Education and Protection Fund (Awareness and Protection of Investor) Rules, 2001. The said amount represents Dividend for the year 2008 – 09 which remain unclaimed for a period of 7 years from its due date of payment.

#### 5. Transfer to Reserves

The Company proposes to transfer an amount of Rs. Nil to the General Reserves and an amount of Rs. 35,888.43 Lakhs is proposed to be retained in the Statement of Profit and Loss.

#### 6. Consolidated Financial Statements

The Consolidated Financial Statements of the Company and its subsidiaries are prepared in accordance with applicable provisions of the Companies Act, 2013, Accounting Standard (AS-21) and other Accounting Standards issued by the Institute of Chartered Accountants of India as well as the SEBI (LODR) Regulations, 2015 together with Auditors' Report thereon form part of this Annual Report.

#### 7. Share Capital

The paid up Equity Share Capital as on 31st March, 2017 was Rs. 33.85 Crores. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. The Company has sub divided the face value of its equity Shares from Rs. 10/- share to Rs. 1/- Share. There was no change in the Company's share capital during the year under review.

#### 8. Employees Stock Option Scheme

No employees were issued Stock Options during the year. However 2,88,417 options are in force. On exercise of options so granted, the paid up capital of the Company will increase by like number of shares. There is no material change in the ESOS and that it is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014, as amended from time to time.

The details required to be disclosed as per the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014, as amended from time to time are given in Annexure "D".

#### 9. Deposits

The Company has not accepted deposit from the public and shareholders falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. Hence, the requirement for furnishing details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

#### 10. Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in notes to the Financial Statements.

## 11. Subsidiary Companies

As on 31st March, 2017 the Company has one subsidiary namely Hobli Property Management Private Limited. Also, the Company has one Associate Company namely Vijay Devraj Gupta Foundation.

The company has formulated a policy for determining 'material' subsidiaries and such policy is disclosed on the company's website [www.usshdev.com](http://www.usshdev.com).

In terms of Section 129 of the Companies Act, 2013, the consolidated financial statements of the Company and its subsidiary is laid before the ensuing Annual General Meeting. A separate statement containing the salient features of the financial statement of the subsidiary and Associates Companies are annexed in the prescribed format. Shareholders who wish to have a copy of annual accounts of subsidiary company may write to the Company Secretary at the corporate office of the Company at 6th Floor, Apeejay House, 130 Mumbai Samachar Marg, Fort, Mumbai 400 023. Email:-[cs@ushdev.com](mailto:cs@ushdev.com)

As per Rule 8(1) of the Companies (Accounts) Rules, 2014 the report on the performance and financial position of each of the subsidiaries and associates companies included in the consolidated financial statement is as follows :

Sr. No.	Name of the Subsidiary / Associate	Performance and Financial position	
		Particulars	Amount (Rs. in Lakhs)
1.	Hobli Property Management Private Limited- Subsidiary	Turnover	-
		Total Expenses	0.15
		EBITDA	(0.15)
		Depreciation / Amortization	-
		Finance Costs	-
		Profit / (Loss) before Taxation	(0.15)
		Provision for Tax / Deferred Tax	-
		Profit after Tax	(0.15)
2.	Vijay Devraj Gupta, Foundation - Associate	Turnover	-
		Total Expenses	0.23
		EBITDA	(0.23)
		Depreciation / Amortization	-
		Finance Costs	-
		Profit / (Loss) before Taxation	(0.23)
		Provision for Tax / Deferred Tax	-
		Profit after Tax	(0.23)

## 12. Directors

### 12.1 Retirement by Rotation

Pursuant to Section 152 (6) of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Ms. Suman Vijay Gupta, Director, retires by rotation at the forthcoming Annual General Meeting. being eligible, she offers herself for re-appointment.

A brief resume of Ms. Suman Vijay Gupta, Director retiring by rotation at the ensuing Annual General Meeting of the Company, nature of expertise in specific functional areas and name of the companies in which she holds directorship and/or membership/ chairmanships of Committees of the respective Board, shareholding and relationship between directors inter se as stipulated under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015, is given in the section of Corporate Governance Report forming part of this Annual Report.

### 12.2 Declaration by Independent Directors

The Company has received declarations from Mr. Vinay Kamat, Mr. Narayan Hegde, Mr. Vijay Kumar Gupta, Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both, under sub-section 6 of section 149 of the Companies Act, 2013 and under Regulation 17 of the SEBI (LODR) Regulations, 2015.

### 12.3 Familiarisation Programme for Independent Directors

The Program intends to provide insights into the Company so that the Independent Directors can understand the Company's business in depth and the roles, rights, responsibility that they are expected to perform/enjoy in the Company to keep them updated on the operations and business of the Company thereby facilitating their active participation in managing the affairs of the Company. In addition to the above, Directors are periodically advised about the changes effected in the Corporate Law, SEBI (LODR) Regulations, 2015 with regards to their roles, rights and responsibilities as Directors of the Company.

The familiarizing programme for the independent directors of the company, regarding their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the company, etc. were conducted by the Company. The details of such familiarization programme is disclosed on the website of the Company [www.uspdev.com](http://www.uspdev.com).

### 12.4 Board Evaluation

The Board carried out an annual performance evaluation of its own performance, the individual Directors as well as the Board Committees, in due compliance with the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. The performance evaluation of the Independent Directors was carried by the entire Board and the performance evaluation of the Chairman and Non – Independent Directors was carried out by the Independent Directors at the meeting of the Board of Directors and separate meeting of Independent Directors was held on 08th February, 2017. The determined criteria for performance evaluation are as follows:

Criteria for Performance Evaluation of Independent Director

- Participation at Board / Committee Meetings
- Managing Relationship
- Knowledge and Skill
- Personal Attributes

### 12.5 Key Managerial Personnel

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with Rule 8(5)(iii) of the Companies (Accounts) Rules, 2014 framed thereunder:-

1. Mr. Arvind Prasad – Managing Director and CEO
2. Ms. Sucheta Jadhav - Chief Financial Officer
3. Ms. Ruchika Shah – Company Secretary cum Compliance Officer  
Mr. Ashwin Rathi – Managing Director and CFO and Mr. Harish Anchan, Company Secretary have resigned during the year under review.

## 12.6 Remuneration Policy

The Board has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management Employees.

The extracts of policy of director's appointment and remuneration as formulated under Section 178 of the Companies Act, 2013 is annexed to this Board Report as Annexure "E".

## 12.7 Meetings

A calendar of Meetings is prepared and circulated in advance to the Directors.

During the year the Company has held 6 (six) Board Meetings which were held on 22nd April 2016, 12th August 2016, 03rd September 2016, 22nd November 2016, 08th February 2017 and 31st March 2017. The maximum interval between any two meetings did not exceed 120 days.

## 13. 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(3)(c) of the Companies Act, 2013:

- a) that in the preparation of the annual financial statements for the year ended 31st March, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the loss of the Company for the year ended on that date;
- c) that proper and sufficient care has 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 financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.



#### 14. Pledge of Shares

As on 31st March, 2017, the following promoters have pledged the shares with the Banks and Financial Institutions :-

Name of the Promoter	No. of Shares pledged	As a % of total shares held
Montex Trading Pvt Ltd	61,59,810	43.79
Ushdev Trade Limited	1,20,00,000	79.44
UD Trading Group Holding Pte Ltd	5,23,30,580	62.18
<b>Total</b>	<b>7,04,90,390</b>	<b>38.28</b>

#### 15. Related Party Transactions

All the related party transactions that were entered into during the financial year were on arm's length basis, and were in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders.

All Related Party Transactions are presented to the Audit Committee and to the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions. The particulars of contract or arrangement in Form AOC-2 as required under Section 134 (3) (h) of the Companies Act, 2013 and Rule 8 (2) of the Companies (Accounts) Rules, 2014 is annexed to this Board Report as Annexure 'F'.

#### 16. Significant And Material Orders Passed By The Regulators Or Courts

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

#### 17. Disclosures Under Section 134 (3) (L) Of The Companies Act, 2013

No material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this report.

#### 18. Disclosure Under The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2016-17 :

Particulars	Number of Complaints
Number of complaints received	Nil
Number of complaints disposed off	Nil

**19. Companies Which Have Become Or Ceased To Be Its Subsidiaries, Joint Ventures Or Associate Companies**

There are no companies which have become or ceased to be its Subsidiaries, Joint Venture or Associate Companies during the financial year 2016-17.

**20. Corporate Social Responsibility Initiatives**

A Corporate Social Responsibility (CSR) Committee has been constituted in accordance with Section 135 of the Companies Act, 2013.

As part of its initiatives under "Corporate Social Responsibility (CSR)", the Company is undertaking projects in the areas of education and Medical Relief. The composition of the Corporate Social Responsibility Committee is:

Name	Position
Mr. Narayan Hegde	Chairman
Mrs.Suman Gupta	Member
Mr. Arvind Prasad	Member

A policy on the Corporate Social Responsibility formulated by the Corporate Social Responsibility Committee at meeting held on 12.05.2014 is available at the website of the Company [www.ushev.com](http://www.ushev.com). The required detail of the Corporate Social Responsibility in the prescribed format is annexed to this Boards' Report as Annexure "G".

The Company has suffered huge losses and the lenders has declared the companys accounts as irregular as the collection from debtors were delayed leading to liquidity mismatch.

**21. Vigil Mechanism / Whistle Blower Policy**

The Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. The details of the Whistle Blower Policy are explained in the Corporate Governance Report.

**22. Auditors**

**22.1 Statutory Auditors**

M/s. M. P. Chitale & Co, Chartered Accountants retire at the ensuing annual general meeting. The said auditors have completed its tenure as prescribed under the provisions of section 139(2) of the Companies Act, 2013. In view of the same, the Board of Directors, at its meeting held on 29th May, 2017, proposed appointment of M/s. Khandelwal Jain & Co., Chartered Accountant, (Firm Registration No. 105049W) as statutory auditor of the Company, to hold office from the conclusion of 23rd AGM of the Company till the conclusion of 28th AGM, subject to ratification of said appointment at every annual general meeting.

**22.2 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 Company has appointed M/s. P. P. Shah & Co., Practicing Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit Report from M/s. P. P. Shah & Co., Practicing Company Secretaries, Mumbai in terms of Section 204(1) of the Companies Act, 2013 in Form No. MR. 3 is annexed to this Board Report, Annexure "H".

### 23. Explanation To Auditor's Remarks

The remark contained under basis of Qualified Opinion of the Auditors Report are explained as below:-

1. Interest payable aggregating to Rs. 113.48 crores on various credit facilities has not been provided, due to ongoing restructuring/revival options under discussion with the consortium banks.

Management is of the view that the Interest charged by Banks after NPA date is taken into consideration under Restructuring Plan submitted to Joint Lenders Forum which is pending for approval. Hence, not accounted for.

2. Confirmations not obtained as of March 31, 2017 in respect of certain financial assets and allowance for expected credit loss not recognized on certain financial assets even though indications of increase in credit risk were observed. Consequential impact on financial results is not ascertained by the Company.

Management is of the view that substantial debtors have confirmed their balances, we are in the process of obtaining confirmation from the remaining debtors. Based on the ongoing discussions with them, credit risk for such Financial Assets in our view, which is not material and thus expected credit loss is not provided for.

There is no qualification, reservation or adverse remark made by secretarial auditor in its Audit Report for the financial year ended 31st March, 2017.

### 24. Corporate Governance

It has always been the Company's endeavour to excel through better Corporate Governance and fair and transparent practices, many of which have already been in place even before they were mandated by the law of the land.

The Board of Directors of the Company had also evolved and adopted a Code of Conduct based on the principles of Good Corporate Governance and best management practices being followed globally.

A separate report on Corporate Governance and a certificate from Practicing Company Secretary regarding compliance with the conditions of Corporate Governance is annexed to the Annual Report as Annexure "I". Further, a declaration signed by the Executive Chairman and Managing Director, affirming compliance with the code of conduct by all the Board members and senior management personnel along with certificate required under Schedule V (D) of SEBI (LODR) Regulations, 2015, is also given in this Annual Report.

### 25. Management Discussion And Analysis

#### Forward Looking Statements:

This section contains forward-looking statements, which may be identified by their use of words, like 'plans', 'expects', 'wills', 'anticipates', 'believes', 'intends', 'projects', 'estimates', or other words of similar meaning. All statements that address expectations or projections about the future, including but not limited to statements about the company's strategy for growth, product development, market position, expenditures and financial results are forward-looking statements. Forward-Looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The company assumes no responsibility to

publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

#### **a. Industry Structure and Development**

Our business is trading in ferrous and non ferrous metals. As developed economies especially the U.S. made a gradual recovery, the global economy also registered a moderate growth. Overall global growth is expected to witness slow but steady revival over the next few years. Also the growth in the global economy remains irregular with the euro region still vulnerable and the slowdown in China due to lower investment by the government on fixed capital formation.

Indian economy has also led to steady revival, backed by a very determined government focused on clearing fundamental hurdles and increasing the ease of doing business. Further, Indian economy is poised to return to its high growth path, thanks to lower fiscal and current account deficits, falling inflation cost of capital and structure reforms to boost investments.

Further, almost stable currency market as compared to the previous year, contributed to stability in international Trade. "Make in India" initiative of the Indian Government is also expected to boost not only the growth of domestic industry but of the International trade as well. Looking ahead, there is ample optimism about the international trade to grow to high trajectory.

Trading activities have undergone seesaw changes in the last few years. Changes have been fast & revolutionary. It is mainly because of opening of global economy that every trading activity is influenced by global development & technique, patterns and size of business transactions.

There have also been increases in third country trade, high seas trade & future trade through commodity exchanges worldwide. Commodity exchanges also provide option of hedging mechanism to cover the potential risk in future trading. One has to remain updated in knowing global trends in trading patterns to retain relevance which requires continuous research besides need to collect on continuous basis information to diversify / expand and add products, markets and procurement centres.

#### **b. Opportunities and Threats**

With the reform oriented and business friendly government at the center and India developing at a growth rate which is ahead of all other developing economies of the world, the opportunities for the company appears to be endless. However, the trading industry may face the risk of imposition of a ban on import/export of a commodity by the government of any country, decrease in consumer demand, price war among key competitors.

#### **c. Segment-Wise or Product-Wise Performance**

The Company is primarily engaged in "Metal Trading" business and there is no other reportable segment as required by Accounting Standard - 17 Segment Reporting.

The Company was stressed due to non receipt of payments from its customers owing to the market conditions.

The power division performed fairly well. There was an improvement in generation due to improved Grid availability and power evacuation infrastructure.

**d. Outlook**

With the global economy appearing to be on the path of revival and with the high income economies showing signs of firm recovery after year of low growth and / or recession, the outlook for the International trading Industry in particular and trading industry in general appears to be bright. With the formation of the new stable Government at the centre and its focus on the development of the power generation sector and with the rising demand for the power industry the outlook for the Power generation sector appears to be bright. In view of the aforesaid the outlook of the Company also appears to be bright.

**e. Risk, Threats and Concerns**

The Company has comprehensive risk management system where the senior management team sets the overall tone and risk culture of the organisation through defined and communicated corporate values and a risk management model which promotes out-of-the box thinking for converting potential risk to potential business opportunities. The Company regularly scans the macro economy and industry for risks which it believes would affect its performance and prospects. The Company ensures that all such foreseeable risks are analysed in detail and appropriate measures are taken to mitigate these or limit their effect to minimal.

**Exchange Rate Risks**

The industry is exposed to inherent risk of exchange rate fluctuations. The year 16-17 witnessed some wild fluctuations. Rupee has depreciated to the level of 67-68 per US\$ during last year, rupee stabilized around level of 65 toward the year end. The import centric nature of the trade, acts as a natural hedge for the company. The Company has a sound foreign exchange policy and experienced personnel constantly monitor the exchange rate movements. This ensures that the exchange rate fluctuations have no adverse impact on the margins of the Company.

**f. Internal Control Systems and their Adequacy**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board. The Company monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls.

**g. Discussions on financial Performance with respect to Operational Performance**

The adverse market conditions affected the financial performance with respect to the operational performance during the year. The Company is on recovery path & the Company has taken a proactive financing strategy to revive its growth plans.

**h. Material Development in Human Resources / Industrial Relations Front, including number of people employed**

The Company prides in its people-centric principle in guiding its relationship with its employees. Employees are a key facet to the Company and the Company acknowledges that their contribution has played a key role in its growth and success. The Company ensures that safe working conditions are provided both in the manufacturing plants as well as offices of the Company. The Company regularly updates their skills with training and development programmes, which take place at all levels. The Company pursues a culture of rewarding of excellence and commitment and encouraging bonding and team work. The Company believes

in creating positive, proactive and professional work environments where talents are nurtured and careers are advanced.

**i. Material Financial and Commercial Transactions with Related Party**

During the financial year under review, there are no materially significant financial and commercial transactions with the related parties conflicting with the interest of the Company.

**26. Energy Conservation, Technology Absorption And Foreign Exchange Earnings And Outgo**

In terms of Rule 8(3) of the Companies (Accounts) Rules, 2014, your Directors wish to state that as the Company is not carrying on any manufacturing activity and does not consume power the question of conservation of energy and absorption of technology does not arise. The figures of foreign exchange earnings and outflow are as follows :

Foreign Exchange Earning and Outgo:

Foreign Exchange Earnings/Outgo	Rs. in Lakhs
Foreign Exchange Earned	1,07,951.42
Foreign Exchange Outgo	88,618.33

**27. Extract of Annual Return**

The extracts of the annual return in form MGT-9 as required under Section 134(3)(a) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 is annexed to this Board Report as Annexure "A".

**28. Particulars Of Employees And Other Disclosures/ Remuneration Ratio Of The Directors / Key Managerial Personnel (KMP) / Employee**

The disclosures required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in Annexure "B" of the Boards' Report.

Particulars of Employees are required in terms of Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in Annexure "C" of the Boards' Report.

**29. Human Resources**

The relations of the employees of the Company have been cordial during the year. Employees are considered to be team members being one of the most critical resources in the business which maximize the effectiveness of the Organization. Human resources build the Enterprise and the sense of belonging would inculcate the spirit of dedication and loyalty amongst them towards strengthening the Company's Polices and Systems. The Company maintains healthy, cordial and harmonious relations with all personnel and thereby enhancing the contributory value of the Human Resources.

**30. Environment And Safety**

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

**31. Enhancing Shareholders Value**

Your Company believes that its Members are among its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating



performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

### 32. Green Initiatives

Electronic copies of the Annual Report 2016-17 and Notice of the 23rd Annual General Meeting are sent to all members whose email addresses are registered with the Company/ Depository Participant(s). For members who have not registered their email addresses, physical copies of the Annual Report 2016-17 and the Notice of the 23rd Annual General Meeting under Section 101 of the Companies Act, 2013 are sent in the permitted mode. Members requiring physical copies can send a request to the Company.

Your Company provides e-voting facility to all its members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to the Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

### 33. Acknowledgements

Your Directors take this opportunity to place on record their warm appreciation for the valuable contribution, untiring efforts and spirit of dedication demonstrated by the employees and officers at all levels, in the sure and steady progress of the Company.

Your Directors also express their deep gratitude to its Bankers and concerned governmental authorities. They are thankful to the Shareholders and Customers for the co-operation and trust they have reposed in the Company.

### 34. Cautionary Statement

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

For and on behalf of the Board of Directors  
For Ushdev International Limited

Suman Gupta  
Chairperson  
DIN:- 00166031

Regd. Office :  
6th Floor, New Harileela  
House, Mint Road,  
Mumbai 400 001

Dated: 29<sup>th</sup> May, 2017

# Annexure-A to the Board's Report

## EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2017

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

FORM NO. MGT-9

### A. Registration And Other Details :

CIN	L40102MH1994PLC078468
Registration Date	18 <sup>th</sup> May, 1994
Name of the Company	Ushdev International Ltd
Category / Sub-Category of the Company	Company having Share Capital / Indian Non-Government Company
Address of the Registered Office and contact details	New Harileela House, 6th Floor, Mint Road, Mumbai 400 001 Tel:- 022-6194 8888
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Sharex Dynamics (India) Private Limited. Unit -1, Luthra Industrial Premises, Andheri Kurla Road, Andheri East, Mumbai 400 072 Tel 022-28515606

### B. Principal Business Activities of The Company

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1.	Trading in Ferrous & Non Ferrous Metals	51420	99.28%
2.	Power Generation	40108	0.72%

### C. Particulars of Holding, Subsidiary and Associate Companies

Sr. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shareheld	Applicable Section
1.	UD Trading Group Holding PTE Ltd. Add: 50 Collyer Quay #08-05 OUE Bayfront, Singapore 049321	201305101C	Associate	24.86 %	2(46)



2.	Hobli Property Management Private Limited. Add:6th Floor, New Harileela House, Mint Road, Fort, Mumbai : 400 001.	U70100MH2012PTC230052	Subsidiary	99.99%	2 (87)
3.	Vijay Devraj Gupta Foundation. Add: 6th Floor, Plot 239, New Hari Leela House, Mint Road, GPO, Fort, Mumbai: 400 001.	U74999MH2015NPL261535	Associate	49%	2 (6)

#### D. Shareholding 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 year (As on 01.04.2016)				No. of Shares held at the end of the year (As on 31.03.2017)				% Change during the year
	Demat	Physical	Total	% of Total share	Demat	Physical	Total	% of Total share	
<b>A. Promoter's</b>									
(1) Indian									
a) Individual/HUF	6931326	0	6931326	20.48	69313260	0	69313260	20.48	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	3067170	0	3067170	9.06	30671700	0	30671700	9.06	0
e) Bank/FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Sub-Total(A) (1):</b>	<b>9998496</b>	<b>0</b>	<b>9998496</b>	<b>29.54</b>	<b>99984960</b>	<b>0</b>	<b>99984960</b>	<b>29.54</b>	<b>0</b>
(2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	8415952	0	8415952	24.86	84159520	0	84159520	24.86	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-Total(A) (2):</b>	<b>8415952</b>	<b>0</b>	<b>8415952</b>	<b>24.86</b>	<b>84159520</b>	<b>0</b>	<b>84159520</b>	<b>24.86</b>	<b>0</b>

Total Shareholding of Promoter and Promoter Group (A)=(A(1)+(A)(2))	18414448	0	18414448	54.40	184144480	0	184144480	54.40	0
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds /UTI	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	20000	0	20000	0.05	0	0	0	0	-0.05
d) State Govt.	0	0	0	0	0	0	0	0.06	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	200000	0	200000	0.05	+0.05
g) FIs	1755691	4423600	6179291	18.26	17556910	44236000	61792910	18.26	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-Total (B)(1):</b>	<b>1775691</b>	<b>4423600</b>	<b>6199291</b>	<b>18.31</b>	<b>17756910</b>	<b>44236000</b>	<b>61992910</b>	<b>18.31</b>	<b>0</b>
<b>(2) Non-Institutions</b>									
a) Bodies Corporate									
i) Indian	1310000	0	1310000	3.87	13100000	0	13100000	3.87	0.00
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals*									
i) Individual shareholders holding nominal share capital up to Rs. 2 Lacs	158488	53372	211860	0.63	1761659	517720	2279379	0.67	+0.04
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lacs	4699502	0	4699502	13.88	46831020	0	46831020	13.84	-0.04
c) Others (specify)									
Non Resident Indians	2993899	20400	3014299	8.91	29943901	202000	30145901	8.91	0.00
NBFC Registered with RBI	0	0	0	0.00	310	0	310	0.00	0.00
<b>Sub-Total (B)(2):</b>	<b>9161889</b>	<b>73772</b>	<b>9235661</b>	<b>27.29</b>	<b>91636890</b>	<b>719720</b>	<b>92356610</b>	<b>27.29</b>	<b>0.00</b>

Total Public Shareholding Public Group (B)= (B)(1)+(B)(2)	10937580	4497372	15434952	45.60	109393800	44955720	154349520	45.60	0.00
Total (A) + (B)	29352028	4497372	33849400	100.00	293538280	44955720	338494000	100.00	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	29352028	4497372	33849400	100.00	293538280	44955720	338494000	100.00	0.00

## ii) Shareholding of Promoters

Sr. No.	Shareholders Name	Shareholding at the beginning of the year (As on 01.04.2016)			Shareholding at the end of the year (As on 31.03.2017)			% change in shareholding during the year
		No. of Shares (Face Value Rs. 10)	% of total shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares (Face Value Rs. 10)	% of total shares of the Company	% of Shares Pledged/encumbered to total shares	
1.	Montex Trading Pvt. Ltd.	14,06,570	4.16	43.79	1,40,65,700	4.16	43.79	0
2.	Ushdev Commercial Services Pvt. Ltd.	1,50,000	0.44	0	15,00,000	0.44	0	0
3.	Ushdev Trade Limited	15,10,600	4.46	79.44	1,51,06,000	4.46	79.44	0
4.	UD Trading Group Holding Pte Ltd	84,15,952	24.86	62.18	8,41,59,520	24.86	62.18	0
5.	Natasha Gupta	100	0	0	1,000	0	0	0
6.	Prateek Gupta	100	0	0	1,000	0	0	0
7.	Suman Gupta	69,31,126	20.48	0	6,93,11,260	20.48	0	0
	<b>Total</b>	<b>1,84,14,448</b>	<b>54.40</b>	<b>38.28</b>	<b>18,41,44,480</b>	<b>54.40</b>	<b>38.28</b>	<b>0</b>

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

	Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the year (As on 31.03.2017)	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
At the beginning of the year				
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus /sweat equity etc)	NA		NA	
At the end of the year				

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (As on 01.04.2016)		Shareholding at the end of the year (As on 31.03.2017)	
		No. of Shares (Face Value Rs. 10)	% of total shares of the Company	No. of Shares (Face Value Rs. 1)	% of total shares of the Company
1.	*Dempsy Commodities Holdings Pte Ltd.	4423600	13.06	44236000	13.07
2.	Chhaya Ilesh Gadhia	1921692	5.67	19216920	5.67
3.	Sanjeev Gupta	1601950	4.73	16019500	4.73
4.	Shree Global Tradefin Ltd	1310000	3.87	13100000	3.87
5.	Siddhartha Suresh Khatwani	1298817	3.83	12988170	3.83
6.	Lotus Global Investments Ltd	941412	2.78	9414120	2.78
7.	Ilesh Gadhia	837523	2.47	8375230	2.47
8.	Ankit Rajinder Miglani	659727	1.94	6597270	1.95
9.	Anuj Miglani	602882	1.78	6028820	1.78
10.	Albula Investment Fund Ltd.	483659	1.43	4836590	1.43

\*Name changed from Oxley Securities No. 2 Pte Ltd to Dempsy Commodities Holdings Pte Ltd.

v) Shareholding of Directors and Key Managerial Personnel

	Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the year (As on 31.03.2017)	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>A. DIRECTORS</b>				
At the beginning of the year	Promoter Director Shareholding and their changes have already been given in the earlier table.			
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)				
At the end of the year				
<b>B. KEY MANAGERIAL PERSONNEL</b>				
At the beginning of the year	Not Applicable			
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)				
At the end of the year				

## VI. Indebtedness

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

(Amount in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year (01.04.2015)</b>				
i) Principal Amount	175073.72	321.45	0	175395.17
ii) Interest due but not paid	32.18	0	0	32.18
iii) Interest accrued but not due	346.13	0	0	346.13
<b>Total (i+ii+iii)</b>	<b>175452.03</b>	<b>321.45</b>	<b>0</b>	<b>175773.48</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	74806.21	10,621.70	0	85,427.91
Reduction	-4,137.63	0	0	-4,137.63
<b>Net Change</b>	<b>70,668.58</b>	<b>10,621.70</b>	<b>0</b>	<b>81,290.28</b>
<b>Indebtedness at the end of the financial year (31.03.2016)</b>				
i) Principal Amount	246,120.61	10,943.15	0	257,063.76
ii) Interest due but not paid	0	0	0	0.00
iii) Interest accrued but not due	0	0	0	0.00
<b>Total (i+ii+iii)</b>	<b>246,120.61</b>	<b>10,943.15</b>	<b>0</b>	<b>257,063.76</b>

## VII. Remuneration of Directors and Key Managerial Personnel

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

Sr. No.	Particulars	Name of MD/WTD/Manager		Total Amount
		Arvind Prasad MD (CEO)	Ashwin Rathi* MD (CFO)*	
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	51,27,180	21,13,398	72,40,578
	(b) Value of perquisites under Section 17(2) income Tax Act, 1961	28,800	12,000	40,800
	(c) Profit in lieu of salary under Section 17(3) Income Tax Act, 1961	0	0	0
2	Stock Options	0	0	0
3	Sweat Equity	0	0	0
4	Commission			
	- as % of profit	0	0	(Amount in ₹.)
	- others, specify	0	0	0
5	Others, please specify	0	0	0
	<b>TOTAL (A)</b>	<b>51,55,980</b>	<b>21,25,398</b>	<b>72,81,378</b>
	Ceiling As Per The Act	Maximum Remuneration upto 5% of Net Profit	Maximum Remuneration upto 5% of Net Profit	--

\* Mr. Ashwin Rathi (Managing Director and CFO) of the Company have resigned on 22/11/2016.

**B. Remuneration to other Directors:**

**1. Independent Directors**

Particulars	Name of Directors			Total Amount
	Narayan Hegde	Vinay Kamat	Vijay Kumar Gupta	
- Fee for attending Board / Committee Meetings	300000	600000	500000	1400000
- Commission	0	0	0	0
- Others, please specify	0	0	0	0
<b>Total (B) (1)</b>	<b>300000</b>	<b>600000</b>	<b>500000</b>	<b>1400000</b>

**2. Other Non Executive Directors**

Particulars	Name of Directors		Total Amount
	Suman Gupta	Prateek Gupta	
- Fee for attending Board / Committee Meetings	0	0	0
- Commission	0	0	0
- Others, please specify	0	0	(Amount in Rs.) 0
<b>Total (B)(2)</b>			<b>0</b>
<b>Total (B)= (B)(1)+(B)(2)</b>			
<b>Overall Ceiling as per the Act</b>			<b>Upto Rs. 100,000 per meeting</b>

**C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD**

Sr. No.	Particulars	Key Managerial Personnel			Total Amount (Amount in Rs.)
		Arvind Prasad Chief Executive Officer	Sucheta Jadhav* Chief Financial Officer	Ruchika Shah# Company Secretary	
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	51,27,180	14,50,423	5,06,302	70,82,227
	(b) Value of perquisites under Section 17(2) income Tax Act, 1961	28,800	13,995	0	42,795
	(c) Profit in lieu of salary under Section 17(3) Income Tax Act, 1961	0	0	0	0
2.	Stock Options	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission	0	0	0	0
	- as % of profit	0	0	0	(Amount in Rs.) 0
	- others, specify	0	0	0	0
5.	Others, please specify	0	0	0	0
	<b>TOTAL (C)</b>	<b>5,155,980</b>	<b>14,64,418</b>	<b>506,302</b>	<b>7,125,022</b>

\* Ms. Sucheta Jadhav was appointed as CFO on 22/11/2016

# Ms. Ruchika Shah was appointed as CS on 12/08/2016

VIII. Penalties / Punishment / Compounding of Offences:

Type	Sections of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding Fees imposed	Authority (RD/NCLT/COURT)	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty			None		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			None		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			None		
Punishment					
Compounding					

# Annexure-B to the Board's Report

Disclosures as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Name	Designation	Percentage Increase in remuneration of Director, CEO, CFO and CS	Ratio/Times per median of employees remuneration with Director
1.	Mr. Arvind Prasad	MD & CEO	No increment as compared to previous financial year	1:12
2.	*Mr. Ashwin Rathi	MD & CFO		NA
2.	# Ms. Sucheta Jadhav	CFO		NA
3.	\$ Ms. Ruchika Shah	CS		NA

\* Mr. Ashwin Rathi (Managing Director and CFO) of the Company have resigned on 22/11/2016.

# Ms. Sucheta Jadhav was appointed as CFO on 22/11/2016

\$ Ms. Ruchika Shah was appointed as CS on 12/08/2016

Directors other than aforesaid Directors do not receive any remuneration other than sitting fees for attending Meeting of Board of directors and its Committee thereof

Percentage increase in Median Remuneration of Employees in the Financial Year	No increment as compared to previous financial year.
Number of permanent employee on rolls of the Company	45
Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof & point out if there are any exceptional circumstances for increase in Managerial Remuneration	No increment as compared to previous financial year including Managerial Personnels.
Affirmation that the remuneration is as per remuneration policy of the Company	Yes, The Board confirms that the remuneration is as per the remuneration policy of the Company.



# Annexure-C to the Board's Report



Particulars of Employees as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as on 31st March, 2017

Sr. No.	Name of the Employee	Designation	Qualification	Nature of Employment Contractual or otherwise	Date of Birth	Joining Date	Experience	Gross Remuneration for 2016-17	Previous Employment and Designation
1.	Arvind Prasad	MD & CEO	B.Tech. Electrical Engineer (Power) from IIT Madras	Contractual	13-Dec-59	30-Oct-12	30 + years	5,155,980	Vice President-ACME Energy Private Limited
2.	Radha Rawat	Director - Commercial	CA in 1997	Permanent	14-Oct-74	19-Dec-06	19 + years	4,275,883	Sr.Manager in Vatsaraj & Co., Chartered Accountants
3.	Sucheta Jadhav	Director - Finance	MBA Finance in 2006 from Bharati Vidyapeeth's Institute of Management Studies & Research	Permanent	24-Feb-83	4-Apr-06	11 + years	4,138,764	First job
4.	Priya Chaturvedi	Director - Commercial	PGDM in Finance & Marketing from Thakur College M.Com in 2006	Permanent	5-May-81	18-Feb-14	12 years	3,333,337	Sr.Manager - Treasury in Kotak Mahindra Prime Ltd.
5.	Nisha Shetty	General Manager - Finance	MBA Finance in 2007 & CFA from ICFAI in 2012	Permanent	29-Jul-84	1-Jan-17	9 + years	1,760,004	Manager Arshiya International
6.	Darshan Shah	Sr.Manager - Taxation	CA in 2010	Permanent	7-Jun-82	17-Oct-14	12+Years	1,680,000	Taxation Manager in Mercator Limited
7.	Payal Jhaveri	Vice President - International Finance	CA in 2007 & Diploma in Banking and Finance in 2009	Permanent	2-Oct-76	29-Sep-10	15 years	1,652,344	Auditor with BDO Haribhakti and Co.
8.	Pallavi Kadam	Asst.General Manager - International Marketing	B.Com in 1997	Permanent	22-Apr-74	17-Sep-08	14 years	1,620,000	Export/Import Executive in Surfactants Specialities Ltd.
9.	Rajesh Mistry	Sr.Manager - Information Technology	B.Com in 1990 and Diploma in Computer Programming and application from Apple Industries Ltd. in 1991	Permanent	23-Jan-68	12-Sep-16	25 years	1,500,000	Sr. Technical Head in Albrecht Solutions
10.	Gauri Mulay	Dy. General Manager - Finance	M.Com in 2005	Permanent	5-Aug-82	25-May-05	12 years	1,386,000	First job

Note:- The aforesaid employees are not relatives of any Directors of the Company.

# Annexure-D to the Board's Report

## Disclosures Under (ESOS)

The Stock Options granted to the employees currently operate under Employees Stock Option Scheme – 2014. The said scheme is in compliance with the SEBI (Share Based Employee Benefits) regulations, 2014 as amended from time to time (SEBI Regulations).

Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time are provided in notes to financial statements.

Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Accounting Standard 20 - Earnings Per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time are provided in notes to financial statements.

Various details including option movement during the year under various ESOS Schemes are as follows:

Date of Shareholders' approval	29th March, 2014
Total number of options approved under ESOS	10,00,000 Equity Shares
Vesting requirements	1 year from the date of grant of options.
Maximum term of Options Granted	7 years from the date of grant.
Sources of shares (primary, secondary or combination)	Primary
Method used to account for ESOS - Intrinsic or fair value	Intrinsic Value
Number of Options outstanding at the beginning of the period	3821350
Options Granted during the year	NIL
The pricing formula	Black Scholes Formula
Options Vested	453940
Options Exercised	NIL
The total number of shares arising as a result of exercise of option a result of exercise of option	NIL
Options lapsed/ cancelled/ forfeited	1551660
Number of Options outstanding at the end of the year	2269690
Variation of terms of options	NA
Money realized by exercise of options	NIL
Total Number of options in force	2269690
Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -	
(i) senior managerial personnel;	NIL
(ii) any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and	NIL
(iii) identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.	NIL

Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Indian Accounting Standard (Ind AS-33) ('Earnings Per Share')	(6.70)
Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed.	N.A.
Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.	<p>Weighted Average Exercise Price</p> <p>Tranche 1</p> <p>i) Exercise price equal market price = NA  ii) Exercise price greater than market price = NA  iii) Exercise price is less than market price = Rs. 10/-</p> <p>Tranche 2</p> <p>i) Exercise price equal market price = NA  ii) Exercise price greater than market price = NA  iii) Exercise price is less than market price = Rs. 10/-</p> <p>Weighted Average Fair Value of Options</p> <p>Tranche 1</p> <p>i) Exercise price equal market price = NA  ii) Exercise price greater than market price = NA  iii) Exercise price is less than market price = Rs. 239.35/-</p> <p>Tranche 2</p> <p>i) Exercise price equal market price = NA  ii) Exercise price greater than market price = NA  iii) Exercise price is less than market price = Rs. 330.20/-</p>
<p>The Securities and Exchange Board of India ('SEBI') has prescribed two methods to account for stock grants; namely (i) the intrinsic value method; (ii) the fair value method. The Company adopts the intrinsic value method to account for the stock options it grants to the employees. The Company also calculates the fair value of options at the time of grant, using Black-Scholes pricing model with the following assumptions:</p>	
i) risk-free interest rate	8.4%
ii) expected life	Tranche 1 - 2.3 yrs Tranche 2 - 2.3 yrs
iii) expected volatility*	Tranche 1 - 1-40.04% Tranche 2 - 2-54.34%
iv) expected dividends	Tranche 1 - 1-0.84% Tranche 2 - 2-0.62%
v) the price of the underlying shares in market at the time of option grant	Tranche 1 - Rs 249.35 Tranche 2 - Rs 340.2

# Annexure-E to the Board's Report

## Policy For Determining "Remuneration"

### Preamble

The Remuneration Policy of Ushdev International Limited (the "Company") is designed to attract, motivate, improve productivity and retain manpower, by creating a congenial work environment, encouraging initiatives, personal growth and team work, and inculcating a sense of belonging and involvement, besides offering appropriate remuneration packages and superannuation benefits. The policy reflects the Company's objectives for good corporate governance as well as sustained long term value creation for members.

This Remuneration Policy applies to directors, senior management including its Key Managerial Personnel (KMP) and other employees of the Company.

### Guiding Principle

The guiding principle is that the remuneration and the other terms of employment should effectively help in attracting and retaining committed and competent personnel.

While designing remuneration packages, industry practices and cost of living are also taken into consideration.

### Directors

As per the Policy followed by the Company since inception the non-executive directors are paid remuneration in the form of sitting fees for attending Board and Committee meetings as fixed by the Board of Directors from time to time subject to statutory provisions.

Remuneration of Whole Time Directors including Managing Director reflects the overall remuneration philosophy and guiding principle of the Company. When considering the appointment and remuneration of Whole Time Directors, the Nomination & Remuneration Committee (NRC) considers pay and employment conditions in the industry, merit and seniority of the person and the paying capacity of the Company.

The NRC while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the company successfully.

The NRC while considering a remuneration package ensures a balance between fixed and performance linked variable pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

The NRC considers that a successful Remuneration Policy must ensure that some part of the remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

The term of office and remuneration of Whole Time Directors are subject to the approval of the Board of Directors, shareholders and the limits laid down under the Companies Act from time to time.

### Reward Principles and Objectives

The Company's Remuneration Policy is guided by a reward framework and set of principles and objectives as more fully and particularly envisaged under section 178 of the Companies Act 2013, inter alia principles pertaining to determining qualifications, positive attributes, integrity and independence etc.

### Reward Policies

Remuneration packages for Whole Time Directors are designed subject to the limits laid down under



the Companies Act, 2013 to remunerate them fairly and responsibly. The Whole Time Directors' remuneration comprises of salary, perquisites and performance based commission/ reward apart from retirement benefits like P.F., Superannuation, Gratuity, etc as per Rules of the Company.

Remuneration also aims to motivate personnel to deliver Company's key business strategies, create a strong performance-oriented environment and reward achievement of meaningful targets over the short and long-term.

The Whole Time Directors are entitled to customary non-monetary benefits such as company cars, furnished accommodation, health care benefits, leave travel, communication facilities, etc. Their terms of appointment provide for severance payments as per the Companies Act.

### **Key Managerial Personnel and Senior Management**

Appointment of KMP & senior management and cessation of their service are subject to the approval of the NRC and the Board of Directors. Remuneration of KMP and other senior management personnel is decided by the Chairperson on the recommendation of the Managing Director, where applicable, broadly based on the Remuneration Policy. Total remuneration comprises of:

1. A fixed base salary - set at a level aimed at attracting and retaining executives with professional and personal competence, showing good performance towards achieving Company goals.
2. Perquisites - in the form of house rent allowance/ accommodation, reimbursement of medical expenses, conveyance, telephone, leave travel, etc.
3. Retirement benefits - contribution to PF, superannuation, gratuity, etc as per Company Rules.
4. Motivation/Reward - A performance appraisal is carried out annually and promotions/ increments/ rewards are decided by Chairperson based on the appraisal and recommendation of the concerned Whole Time Director, where applicable.
5. Severance payments - in accordance with terms of employment, and applicable statutory requirements, if any.

### **Other Employees**

The remuneration of other employees is fixed from time to time as per the guiding principles outlined above and considering industry standards and cost of living. In addition to basic salary they are also provided perquisites and retirement benefits as per schemes of the Company and statutory requirements, where applicable. Policy of motivation/ reward/ severance payments are applicable to this category of personnel as in the case of those in the management cadre.

### **Disclosure of Information**

Information on the total remuneration of members of the Company's Board of Directors, Whole Time Directors and KMP/ senior management personnel may be disclosed in the Company's annual financial statements as per statutory requirements.

### **Application of the Remuneration Policy**

This Remuneration Policy shall continue to guide all present and future employment of Directors, Company's Senior Management including Key Managerial Personnel and other employees.

Any departure from the policy can be undertaken only with the approval of the Board of Directors.

### **Dissemination**

The Company's Remuneration Policy shall be published on its website.

# Annexure-F to the Board's Report

## Related Party Transactions

FORM NO. 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 arms length transaction under third proviso thereto.

### 1. Details of contracts or arrangements or transactions not at Arm's length basis

Sr. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	Nil
2	Nature of contracts / arrangements / transaction	N.A.
3	Duration of the contracts / arrangements / transaction	N.A.
4	Salient terms of the contracts or arrangements or transaction including the value, if any	N.A.
5	Justification for entering into such contracts or arrangements or transactions'	N.A.
6	Date of approval by the Board	N.A.
7	Amount paid as advances, if any	N.A.
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	N.A.

### 2. Details of contracts or arrangements or transactions at Arm's length basis

Sr. No.	Name(s) of the related party & nature of relationship	Nature of Contracts/ Arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any (Rs. Lacs)	Date of approval by the Board	Amount paid as advances, if any Rs. In Lacs
1.	UIL Hong-kong Limited (Fellow Subsidiary)	Risk Management fees	Annual Contract	Terms :- Nil Value :-81.06	22.04.2016	Nil
2.	UIL Singapore Pte Limited (Fellow Subsidiary)	Risk Management fees	Annual Contract	Terms :- Nil Value :-32.42	22.04.2016	Nil
3.	UIL Commodities DMCC	Purchases	-	Terms :- Nil Value :-127.86	22.04.2016	Nil
4.	UIL Commodities DMCC	Sales	-	Terms :- Nil Value :- 3850.75	22.04.2016	Nil

# Annexure-G to the Board's Report



## Corporate Social Responsibility (CSR) Activities

1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.

Refer Sections Corporate Social Responsibility in this Report. CSR Policy is disseminated on the Company Website:-[www.ushdev.com](http://www.ushdev.com)

2. Composition of the CSR Committee:

Name	Position
Mr. Narayan Hegde	Chairman
Mrs. Suman Gupta	Member
Mr. Arvind Prasad	Member

3. Average net profit of the Company for last three financial years: Average net profit: Rs. 1,67,67,55,113/-
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): The Company is required to spend Rs. 3,35,35,102/- towards CSR.
5. Details of CSR spend for the financial year:
  - a. Total amount spent for the financial year: Nil
  - b. Amount unspent, if any: Rs. 3,35,35,102/-
  - c. Manner in which the amount spent during the financial year is detailed below:

Sr. No.	Projects / Activities	Sector	Locations Districts (State)	Amount Outlay (Budget) Project or Programs wise	Amount Spent on the project or programs	Cumulative Expenditure Upto Reporting Period	Amount spent: Direct or through implementing agency*
-	-	-	-	-	-	-	-

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

The Company has suffered huge losses and the lenders has declared the company's Accounts as irregular as the collection from Debtors were delayed leading to liquidity mismatch.

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.

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.

Sd/-  
Arvind Prasad  
Managing Director  
DIN: 01654899

Sd/-  
Narayan Hegde  
Chairman –CSR Committee  
DIN: 00170586

# Annexure-H to the Board's Report

## Secretarial Audit Report

FORM NO. MR-3

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

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

To,  
The Members,  
Ushdev International Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Ushdev International 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 my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**



- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period) and**
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**
6. Laws specifically applicable to the industry to which the company belongs, as identified by the management, that is to say:-
- a) The Electricity Act, 2003 and the Rules & Regulations made thereunder;

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India i.e. Secretarial Standards – 1 for Board Meetings and Secretarial Standards – 2 for General Meetings.
2. The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015].

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

**I further report that :**

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

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

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

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

**I further report that** during the audit period the Company has passed following resolutions through Postal Ballot which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. :

1. Sub-Division of Equity Shares from Rs. 10/- per equity share to Re. 1/- per equity share of the Company.
2. Alteration of the Capital Clause in the Memorandum of Association of the Company.\
3. Alteration of the Article 5 in the Articles of Association of the Company.

**I further report that** during the audit period, there were no instances of:

1. Public / Right / Preferential Issue of Shares / Debentures / Sweat Equity, etc.
2. Redemption / Buy-Back of Securities.
3. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
4. Merger / Amalgamation / Reconstruction, etc.
5. Foreign Technical Collaborations

**Pradip Shah**  
For P. P. Shah & Co.,  
Practicing Company Secretaries  
FCS No. 1483,  
C P No.: 436

Place: Mumbai  
Date: 29<sup>th</sup> May, 2017



# Corporate Governance Report

Under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 For The Financial Year 31st March, 2017

The Directors' Report on the compliance of the Corporate Governance Code is given below.

## 1. Corporate Governance

### 1.1 Company's Philosophy on Corporate Governance

The Company's philosophy on Corporate Governance is to strive for attaining the optimum level of transparency and accountability in all facets of its operations and all dealings with shareholders, employees, lenders, creditors, customers and the government. The Company's philosophy on Corporate Governance is embedded in the rich legacy of ethical governance practices, most of which were implemented before they were mandatorily prescribed. The Board of Directors by considering itself the trustee of its Shareholders aims at maximizing shareholders value and protecting interests of other stakeholders. The corporate governance policies and the code of conduct are reviewed periodically to ensure their continuing relevance, effectiveness and responsiveness to the needs of our stakeholders. The Company's Code of Conduct, its well structured internal control systems which are subjected to regular assessment for its effectiveness, reinforces integrity of Management and fairness in dealing with the Company's stakeholders. This, together with meaningful CSR activities and sustainable development policies followed by the Company has enabled your Company to earn the trust and goodwill of its investors, business partners, employees and the communities in which it operates. Your Company is fully compliant with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company places great emphasis on values such as empowerment and integrity of its employees, safety of the employees & communities surrounding our plants, place of work, transparency in decision making process, fair & ethical dealings with all, pollution free clean environment and last but not the least, accountability to all the stakeholders. These practices being followed since the inception have contributed to the Company's sustained growth. The Company also believes that its operations should ensure that the precious natural resources are utilized in a manner that contributes to the "Triple Bottom Line".

A Report on compliance with the principles of Corporate Governance as prescribed by The Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Regulations") is given below:

### 1.2 The Governance Structure

Ushdev's Governance structure broadly comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the management to achieve these corporate objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable profitable growth.

- a. **Board of Directors** - The Ushdev Board plays a pivotal role in ensuring that the Company runs on sound and ethical business practices and that its resources are utilized for creating sustainable growth and societal wealth. The Board operates within the framework of a well defined responsibility matrix which enables it to discharge its fiduciary duties of safeguarding the interest of the Company; ensuring fairness in the decision making process, integrity and transparency in the Company's dealing with its Members and other stakeholders.
- b. **Committee of Directors** - With a view to have a more focused attention on various

facets of business and for better accountability, the Board has constituted the following committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee. Each of these Committees has been mandated to operate within a given framework.

- c. **Management Structure** - Management structure for running the business as whole is in place with appropriate delegation of powers and responsibilities to the functional heads. Chair Person and Managing Director is in overall control and responsible for day-to-day working of the Company. They give strategic direction, lay down policy guidelines and ensure implementation of the Board of Directors and its various committees.

## 2. Board of Directors

### 2.1 Composition and Category of Directors

As on 31st March, 2017, the Board consists of 6 (six) Directors, out of which 3 (three) are Independent Directors. Composition of the Board and category of Directors are as follows:

Name	Executive/ Non Executive	Promoter/ Independent	Relationship with Directors	No. of Shares held
Mrs. Suman Gupta	Non Executive Chairperson	Promoter	Mother of Mr. Prateek Gupta	6,93,11,260
Mr. Prateek Gupta	Vice Chairman	Promoter	Son of Mrs. Suman Gupta	1000
Mr. Arvind Prasad	Managing Director	Professional	Not Related to any Director	0
Mr. Narayan Hegde	Non Executive	Independent	Not Related to any Director	0
Mr. Vinay Kamat	Non Executive	Independent	Not Related to any Director	1000
Mr. Vijay Kumar Gupta	Non Executive	Independent	Not Related to any Director	0

The Company has received declaration from independent directors that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013.

The Company is also compliant with composition of Board of Directors with minimum two independent directors as prescribed under section 149(4) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and regulation 17 of SEBI Regulations.

### 2.2 Board Training and Induction

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the compliances required from him under the Companies Act, SEBI Regulations and other relevant regulations and his affirmation taken with respect to the same. The Chair Person and MD also has a one-to-one discussion with the newly appointed Director. The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfill his role as a Director of the Company.

### 2.3 Board Meetings Held During The Year

Dates on which the Board Meetings were held	Total Strength of the Board	No of Directors Present
22nd April, 2016	10	9
12th August 2016	8	3
03rd September 2016	8	7
22nd November 2016	6	6
08th February 2017	6	4
31st March 2017	6	5

### 2.4 Attendance of Directors

Dates on which the Board Meetings were held	Number of Board meetings attended out of 6 meetings held	Attendance at the last AGM	**Number of directorship (including UIL)	**Committee (s) membership (including UIL)	
				Membership	Chairmanship
Mrs. Suman Gupta	4	Present	4	1	0
Mr. Prateek Gupta	5	Present	4	0	0
Mr. Narayan Hegde	3	Present	2	3	0
Mr. Vinay Kamat	6	Present	1	1	3
Mr. Vijay Kumar Gupta	5	Present	2	1	0
Mr. Arvind Prasad	6	Present	4	3	0

\*\*Only Public Limited Companies (Listed and Unlisted) have been taken into consideration while calculating Other Directorships, Committee Memberships and Committee Chairmanships.

The Board periodically reviews the items required to be placed before it and in particular reviews and approves quarterly/half yearly unaudited financial statements and the audited annual financial statements, corporate strategies, business plans, annual budgets, projects and capital expenditure. It monitors overall operating performance, and reviews such other items which require Board's attention. It directs and guides the activities of the Management towards the set goals and seeks accountability. It also sets standards of corporate behavior, ensures transparency in corporate dealings and compliance with laws and regulations. The Agenda for the Board Meeting covers items set out as guidelines in SEBI Regulations to the extent these are relevant and applicable. All agenda items are supported by relevant information, documents and presentations to enable the Board to take informed decisions.

### 3. Committees of The Board

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee. The terms of reference of these Committees are

determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.

### 3.1 Audit Committee

In terms of SEBI Regulations as well as Section 177 of the Companies Act, 2013 and rules made there under, the Board approved the terms of reference of the Audit Committee as per Section 177(4) of the Companies Act, 2013 and Regulation 18 of SEBI Regulations at the meeting of Board of Directors held on 12th May, 2014.

At present, the Committee consists of three independent directors viz. Mr. Vinay Kamat, Mr. Vijay Kumar Gupta and Mr. Narayan Hegde and one managing director viz. Mr. Arvind Prasad as members. Mr. Vinay Kamat, Chairman of the Committee has wide experience on accounting, financial and business policies. All other members of the Committee are financially literate.

The Audit Committee, inter alia advises the management on the areas where systems, processes, measures for controlling and monitoring revenue assurance, internal audit can be improved. The minutes of the meetings of the Audit Committee are placed before the Board.

#### 3.1.1 Terms of Reference

- i. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions;
  - g. Qualifications in the draft audit report;
- v. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for

purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

- vii. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the company with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of undertakings or assets of the company, wherever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems;
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. Discussion with internal auditors of any significant findings and follow up there on;
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. To review the functioning of the Whistle Blower mechanism;
- xix. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- xx. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

### 3.1.2 Power of the Audit Committee

The Audit Committee has the following powers:

- i. To investigate any activity within its terms of reference.
- ii. To seek information from any employee.
- iii. To obtain outside legal or other professional advice.
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

The composition of the Audit Committee as at 31st March, 2017 and details of the Members participation at the Meetings of the Committee are as under:

Date of Meetings	Vinay Kamat*	Narayan Hegde#	Vijay Gupta@	Arvind Prasad\$
22nd April 2016	Present	Present	Present	Present
03rd September 2016	Present	Present	Present	Present
22nd November 2016	Present	Present	Present	Present
08th February 2017	Present	Absent	Present	Present
31st March 2017	Present	Absent	Present	Present
<b>Total (out of 5 meetings)</b>	<b>5</b>	<b>3</b>	<b>5</b>	<b>5</b>

\*Chairman & Non Executive Independent Director

#Member & Non- Executive Independent Director

@Member & Non- Executive Independent Director

\$ Member & Managing Director

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company.

During the year, the Committee discussed with the Company's auditors the overall scope and plans for the independent audit. The Management represented to the Committee that the Company's financial statements were prepared in accordance with prevailing laws and regulations. The Committee discussed the Company's audited financial statements, the rationality of significant judgments and the clarity of disclosures in the financial statements. Based on the review and discussion conducted with the Management and the auditors, the Audit Committee believes that the Company's financial statements are fairly presented in conformity with prevailing laws and regulations in all material aspects.

The Committee has also reviewed the internal controls put in place to ensure that the accounts of the Company are properly maintained and that the accounting transactions are in accordance with the prevailing laws and regulations. In conducting such reviews, the Committee found no material discrepancy or weakness in the internal control systems of the Company. The Committee also reviewed the financial policies of the Company and expressed its satisfaction with the same. The Committee, after review expressed its satisfaction on the independence of both the internal and the statutory auditors.

Based on the Committee's discussion with the Management and the auditors and the Committee's review of the representations of the Management, the Committee has recommended the following to the Board of Directors:

1. The audited annual financial statements of the Company for the year ended March 31, 2017, are accepted by the Board as a true and fair statement of the financial status of the Company.
2. The audited consolidated financial statements of the Company and its subsidiaries and joint ventures for the year ended March 31, 2017, are accepted by the Board as a true and fair statement of the financial status.

### 3.2 Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee consists of 3 directors of the Company, viz. Mr. Vinay Kamat, Mr. Narayan Hegde and Mr. Arvind Prasad as members. Mr. Vinay Kamat, Non Executive Independent Director is a chairman of the Committee. The Company has appointed Sharex Dynamic (India) Private Limited to act as Registrar and Transfer Agent of the Company.



The Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with transfer of securities of the Company. The Committee also monitors redressal of investor's grievances. Particulars of investors' grievances received and redressed are furnished herein below:

Complaint Status for the year April 1, 2016 to March 31, 2017 (Equity Shares)

Category	No. of complaints received	No. of complaints not solved to the satisfaction of shareholder	No. of complaints resolved	No. of complaints pending
Non receipt of credit	NIL	NIL	NIL	NIL
Non receipt of dividend warrant	3	0	3	0
Non receipt of annual reports	NIL	NIL	NIL	NIL
SEBI	NIL	NIL	NIL	NIL
Stock Exchange	1	0	1	0
Non receipt of share certificate	NIL	NIL	NIL	NIL
Non receipt of share transfer	NIL	NIL	NIL	NIL

The Committee oversees performance of the Registrar and Transfer Agents of the Company and recommends measures for overall improvement in the quality of investor services. The Committee also monitors implementation and compliance of the Company's Code of Conduct for Prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 2015.

The composition of the Stakeholders' Relationship Committee as at 31st March, 2017 and details of the Members participation at the Meetings of the Committee are as under:

Date of Meetings	Vinay Kamat*	Narayan Hegde#	Arvind Prasad\$
22nd April, 2016	Present	Present	Present
03rd September, 2016	Present	Present	Present
22nd November, 2016	Present	Present	Present
08th February, 2017	Present	Absent	Present
<b>Total (out of 4 meetings)</b>	<b>4</b>	<b>3</b>	<b>4</b>

\*Chairman & Non Executive Independent Director

#Member & Non- Executive Independent Director

\$Member & Managing Director

### 3.2.2 Compliance Officer

Ruchika Shah, Company Secretary is the Compliance Officer for complying with the requirements of SEBI Regulations Email address of Compliance Officer is cs@ushdev.com

### 3.3 Nomination and Remuneration Committee (NRC)

The Nomination and Remuneration Committee is constituted, inter alia, to formulate from time to time (a) process for selection and appointment of new directors and succession plans and (b) recommend to the Board from time to time, a compensation structure for directors.

The Nomination and Remuneration Committee currently comprises of three directors viz. Mr. Vinay Kamat, Mrs. Suman Gupta and Mr. Narayan Hegde as members.. Mr. Vinay Kamat, Non Executive Independent Director is a chairman of the Committee.

The terms of reference of the Nomination and Remuneration Committee are in accordance with all the items listed in SEBI Regulations as follows:

1. Formulation of Criteria for determining qualification, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Boards Diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and evaluation criteria in Annual Report;
5. Appointment of KMP & senior management and cessation of their service are subject to the approval of the NRC and the Board of Directors. Remuneration of KMP and other senior management personnel are decided by the Chairperson on the recommendation of the Managing Director, where applicable, broadly based on the Remuneration Policy. Total remuneration comprises of:
  1. **A fixed base salary** - set at a level aimed at attracting and retaining executives with professional and personal competence, showing good performance towards achieving Company goals.
  2. **Perquisites** - in the form of house rent allowance/ accommodation, reimbursement of medical expenses, conveyance, telephone, leave travel, etc.
  3. **Retirement benefits** - contribution to PF, superannuation, gratuity, etc as per Company Rules.
  4. **Motivation / Reward** - A performance appraisal is carried out annually and promotions/ increments/ rewards are decided by Chairperson based on the appraisal and recommendation of the concerned Whole Time Director, where applicable.
  5. **Severance payments** - in accordance with terms of employment, and applicable statutory requirements, if any.

The composition of the Nomination and Remuneration Committee as at 31st March, 2017 are as under:

Mr. Vinay Kamat - Chairman & Non Executive Independent Director

Ms. Suman Gupta - Member & Non- Executive Promoter Director

Mr. Narayan Hegde - Member & Non-Executive Independent Director

### 3.3.1 Remuneration Policy:

The policy relating to remuneration of Directors, Key Managerial Persons and other Employee of the Company was formulated at the meeting held on 23rd December, 2014. The details of the said policy are mentioned in the Board's Report.

### 3.3.2 Employee Stock Option Scheme

In order to share the growth in value and reward the employees for having participated in the success of the Company, our Employee Stock Option Scheme (ESOP) has been implemented by the Company to the eligible employees based on specified criteria, under Employee Stock Option Plan 2014.

The ESOP Plan is prepared in due compliance of ESOP scheme, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and other applicable laws.

### 3.4 Corporate Social Responsibility (CSR) Committee

#### 3.4.1 Terms of Reference

- Formulate and Recommend to board, a CSR policy which shall indicate the activities to be undertaken either by company as specified in Schedule VII
- Recommend the amount of expenditure to be incurred on the activities referred in Clause (a)
- Monitor the CSR policy from time to time.

The composition of the Corporate Social Responsibility Committee as at 31st March, 2017 and the details of Members' participation at the Meetings of the Committee are as under:

Date of Meeting	Narayan Hegde*	Suman Gupta#	Arvind Prasad\$
22nd November, 2016	Present	Present	Present
<b>Total</b>	<b>1</b>	<b>1</b>	<b>1</b>

\*Chairman & Non-Executive Independent Director

#Member & Non-Executive Promoter Director

\$Member & Managing Director (CEO)

### 3.5 Risk Management Committee (Non-Mandatory)

The nature of business is export and trading in commodities. The inheritant risk to the business of the company is as follows:

All the above risk has been discussed in the Management Discussion and Analysis Report. The nature of risk is dynamic of business and entrepreneurship. The Company has not formed Risk Management Committee as it is not applicable under regulation 21 of the SEBI (LODR) Regulations, 2015.

### 3.6 Independent Directors' Meeting

During the year under review, the Independent Directors met on 08th February 2017, inter alia, to discuss:

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

All the Independent Directors were present at the Meeting.

### 3.6.1 Familiarization programme for Independent Directors

As per SEBI Regulations the company shall familiarize the independent directors 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.

In view of the same and even prior of the familiarization Programme been framed by the Authority, the Company on its own accord have always familiarized the Independent Directors, after its every meeting, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, through various presentations and discussions. The Board Members are provided with necessary documents, papers, policies and other communications to enable them to familiarize with the Company's procedures and practices.

<http://www.usshdev.com/pdf/familiarisation-Program.pdf>

### 3.7 Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of the Board Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as Managing Relationships, Leadership, Strategy Formulation and execution, Financial planning / performance, Relationships with the Board, External Relations, Human Resources Management/Relations, Succession, Product/Service Knowledge, Personal Qualities etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

### 3.8 Details of Remuneration paid to all Directors

The aggregate remuneration paid to the Directors for the year ended 31st March, 2017, is as under:

Sr. No.	Name of Director	Salary & Perquisites	Bonus and Pension	Commis-sion	Sitting Fees	Total	Stock Option
1.	Mrs. Suman Gupta	Nil	Nil	Nil	Nil	Nil	Nil
2.	Mr. Prateek Gupta	Nil	Nil	Nil	Nil	Nil	Nil
3.	Mr. Narayan Hegde	Nil	Nil	Nil	3,00,000	3,00,000	Nil
4.	Mr. Vinay Kamat	Nil	Nil	Nil	6,00,000	6,00,000	Nil
5.	Mr. Vijay Kumar Gupta	Nil	Nil	Nil	5,00,000	5,00,000	Nil
6.	Mr. Arvind Prasad	51,55,980	Nil	Nil	Nil	51,55,980	30,496

Note: The Company do not pay and allowances, perquisites, performance bonus, sign-on amount to Executive and Non-Executive Directors.

**Details of Service Contracts:**

Name	Designation	Current Tenure	From	To
Mr. Arvind Prasad	Managing Director	3 years	1 <sup>st</sup> December 2015	30 <sup>th</sup> November 2018

**Equity Shares of Ushdev International Limited held by the Non-Executive Directors are as follows:**

Non-Executive Directors	No. of shares held as on 31st March, 2017 (Face Value Rs. 1)	No. of shares held as on 31st March, 2016 (Face Value Rs. 10)
Mrs. Suman Gupta	69,311,260	6,931,126
Mr. Prateek Gupta	1,000	100
Mr. Vinay Kamat	10,000	1,000
Mr. Vijay Kumar Gupta	NIL	NIL
Mr. Narayan Hegde	NIL	NIL

**Details of Remuneration paid to the Directors are given in Form MGT-9**

**4. Subsidiary Companies**

During the financial year 2016-2017, the Company has one wholly owned subsidiary viz. Hobli Property Management Private Limited.

The company has formulated policy for determining 'material' subsidiaries and such policy has been disclosed on the company's website [www.ushdev.com](http://www.ushdev.com)

The Company monitors performance of subsidiary company, inter alia, by the following means:

- Financial statements, in particular the investments made by unlisted subsidiary company are reviewed quarterly by the Audit Committee of the Company.
- Minutes of the meetings of the Board of Directors of the subsidiary company are placed before the Company's Board regularly.
- A statement containing all the significant transactions and arrangements entered into by the unlisted subsidiary company are placed before the Company's Board/Audit Committee.
- Quarterly review of Risk Management process by Audit Committee/ Board.

The Company does not have any material subsidiary whose net worth exceeds 20% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20% of the consolidated income of the Company during the previous financial year. Accordingly, a policy on material subsidiaries has been formulated. <http://www.ushdev.com/pdf/Policy-for-determining-material-subsiidiary.pdf>

**5. Disclosures**

**5.1 Related Party Transactions**

Transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in notes to accounts annexed to the financial statements.

There are no materially significant transactions with the related parties viz. Promoters, Directors or

the Management, or their relatives or Subsidiaries that had potential conflict with the Company's interest. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the Annual Report.

The Board has approved a policy for related party transactions. <http://www.usshdev.com/pdf/Policy-on-related-party.pdf>

## **5.2 Strictures and Penalties**

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

### **5.3.1 Compliance with Accounting Standards**

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

5.3.2 The Company has complied with all the mandatory requirements of corporate Governance as on March 31, 2017 and are in compliance with the requirements of corporate Governance under SEBI (listing obligations and disclosure Requirements) Regulations, 2015, as applicable including Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of SEBI (LODR), Regulations, 2015.

## **5.4 Internal Controls**

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company has a strong monitoring and reporting process resulting in financial discipline and accountability.

## **5.5 CEO & CFO Certification**

The CEO & CFO have issued certificate pursuant to the provisions of SEBI Regulations certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

## **5.6 Code of Conduct for the Board Members and Senior Management**

The Board has formulated a code of conduct for the Board Members and Senior Management Personnel of the Company. All Board Members and Senior Management Personnel have affirmed their compliance with the code for the financial year ended 31st March, 2017. A declaration to this effect signed by the Managing Director (CEO) of the Company is given elsewhere in the Annual Report. <http://www.usshdev.com/pdf/Code-of-conduct.pdf>

## **5.7 Vigil Mechanism / Whistle Blower Policy**

During the financial year 2016 – 2017, in accordance with the regulation 22 of SEBI Regulations and pursuant to section 177 (9) read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013, the company has adopted a whistle blower policy. The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. As per the whistle blower policy, the employees are free to report violations of laws, rules, regulations or un-ethical conduct to their immediate superior. The confidentiality of those reporting / violations is maintained and they are not subjected to any discriminatory practice. <http://www.usshdev.com/pdf/Vigil-mechanism.pdf>

## 5.8 Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Head Compliance is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

## 5.9 Means of Communication

- **Quarterly Results** : The quarterly financial results of the Company (in the format prescribed by the Listing Regulations) are reviewed by Audit Committee and then, approved and taken on record by the Board within the prescribed time frame and immediately send to the Stock Exchange where the shares of the company are listed.

As on date, the Company has one Indian subsidiary Hobli Property Management Private Limited.

Accordingly, the Board of Directors of the Company approved and submitted to the Bombay Stock Exchange Limited, un-Audited Standalone and Consolidated Financial Results for the quarter ended June, 2016, September 2016 and December 2016. Limited Review was performed for every quarter. For the quarter and year ended March 2017, Audited Consolidated Financial Results were approved and submitted.

Note: The quarterly results for the financial year 2016 – 17 were published in the News Papers. (Details given below):

Quarter	Results
June, 2016	Business Standard and Mumbai Lakshwadeep
September, 2016	Business Standard and Mumbai Lakshwadeep
December, 2016	Business Standard and Mumbai Lakshwadeep
March, 2017	Business Standard and Mumbai Lakshwadeep

The quarterly standalone and consolidated financial results has also been posted on the website of the Company i.e. <http://www.usshdev.com/pdf/Ushdev-financila-31032017.pdf>

- **Media Release and Presentations** : Official media releases are sent to the Stock Exchange before their release to the media for wider dissemination. Presentations made to media, analysts, institutional investors, etc. are posted on the website of the Company.
- **Website** : The Company's website contains a separate dedicated section "Investor Relations". It contains comprehensive database of information of interest to our investors including the financial results and Annual Report of the Company.
- **Annual Report** : Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Director's Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management Discussion and Analysis Report forms part of the Annual Report.
- **SEBI Complaints Redress System (SCORES)** : The investors' complaints are also being processed

through the centralized web base complaint redressal system. The silent features of SCORES are availability of centralized data base of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.

## **6. General Information To Shareholders**

Financial Year Ended: 31st March, 2017

### **6.1 Investor Services**

The Company has appointed Sharex Dynamic (India) Private Limited, Registrar and Share transfer Agent which offers all share related services to its Members and Investors.

These services include transfer / transmission / dematerialization of shares, payment of dividends, sub-division / consolidation / renewal of share certificates and investor grievances.

### **6.2 Registered Office & Correspondence Address**

#### **Ushdev International Limited**

New Harileela House, 6th Floor, Mint Road, Mumbai – 400 001

**Phone No :** +91 – 22 – 6194 8888 / 6636 8888

**Fax :** +91 – 22 – 2282 1416 / 2282 1098

**Website :** [www.usshdev.com](http://www.usshdev.com)

**Contact Person :** Ruchika Shah, Compliance Officer

**Email Address :** [info@ushdev.com](mailto:info@ushdev.com)

Members who hold shares in dematerialized form should correspond with the Depository Participant with whom they maintain Demat Account/s, for their queries relating to shareholding, change of address, credit of dividend through NECS. However, queries relating to non-receipt of dividend, non-receipt of annual reports, or on matters relating to the working of the Company should be sent to the Company.

Members who hold shares in physical form should address their queries to the Company.

Members are requested to ensure that correspondence for change of address, change in bank details, processing of unclaimed dividend, subdivision of shares, renewals / split / consolidation of share certificates, issue of duplicate share certificates should be signed by the first named Member as per the specimen signature registered with the Company. The Company may also, with a view to safeguard the interest of its Members and that of the Company, request for additional supporting documents such as certified copies of PAN Cards and other proof of identity and/or address.

Members are requested to indicate their DP ID & Client ID/ Ledger Folio number in their correspondence with the Company and also to provide their Email addresses and telephone numbers/FAX numbers to facilitate prompt response from the Company.



<b>1st Windmill Project</b> Chinnapthur Village, Taluka Dharapuram, Tamil Nadu.	<b>2nd Windmill Project</b> Gundikere Village, Halalkere Taluka, Chitradurga District, Karnataka	<b>3rd Windmill Project</b> Bhu Village, Kita Village, Jaisalmer District, Rajasthan
<b>4th Windmill Project</b> Hadmatiya Village, Taluka Kalyanpur, Jamnagar District, Gujarat	<b>5th Windmill Project</b> Methan Village, Taluka Jamjodhpur, Jamnagar District, Gujarat	<b>6th Windmill Project</b> Andipatti Taluk, Theni District, Tamilnadu
<b>7th Windmill Project</b> Village Khabalwadi, Taluka Koregaon, Dist. Satara, Maharashtra		

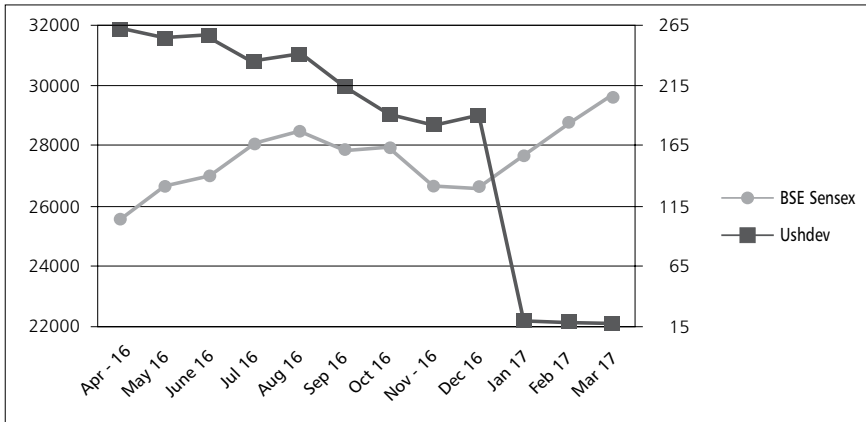
#### 6.4 Market Information

##### Listing on Stock Exchanges

The Company's shares are listed on the following Stock Exchanges and the Listing Fees have been paid to the Exchanges:

Name & Address of the Stock Exchanges	Stock Code/ Scrip Code	ISIN Number for CDSL (Dematerialised shares)
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.	511736	INE981D01025

Performance of Equity Shares of the company in comparison to BSE Sensex, (Chart as per the website of Bombay Stock Exchange Limited i.e. [www.bseindia.com](http://www.bseindia.com))



Index Comparison

**\*Monthly High and Low Prices of the Equity Shares of the Company for the year ended 31st March, 2017:**

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turnover (Rs.)	* Spread (Rs.)	
								H-L	C-O
Apr-16	265	300	257	271	1449	83	403964	43	6
May-16	269.9	270	230	263	2140	125	548113	40	-6.9
Jun-16	264.6	270	242.5	266	565	49	146781	27.5	1.4
Jul-16	278.95	279	242	244	2177	76	539665	37	-34.95
Aug-16	242.5	256.35	230	249.75	2325	65	574730	26.35	7.25
Sep-16	245	256.6	220	221.1	632	43	153099	36.6	-23.9
Oct-16	210.5	230.9	193.25	198	1472	63	306440	37.65	-12.5
Nov-16	198.05	240	184.05	189.15	2584	110	537829	55.95	-8.9
Dec-16	189	215.4	170	195.75	23877	259	4826836	45.4	6.75
Jan-17	198	234.4	19.7	19.7	273165	2401	44071339	214.7	-178.3
Feb-17	18.75	21.35	14.65	19	1674238	5245	29320061	6.7	0.25
Mar-17	19.25	20.25	15.3	17.15	2065624	3451	36546846	4.95	-2.1

\*Spread H-L: High-Low C-O: Close-Open

The Company has sub-divided the face value of its Shares from Rs. 10/- to Rs. 1/- per share pursuant to resolution by Postal Ballot passed by the members of the Company on 13th January, 2017.

Data as per the website of Bombay Stock Exchange Limited i.e [www.bseindia.com](http://www.bseindia.com)

## 7. Share Transfer System / Dividend And Other Related Matters

### 7.1 Share Transfers

Share transfers in physical form are processed and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

### 7.2 Nomination Facility For Shareholding

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain nomination form, from the Share Department of the Company. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

### 7.3 Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders / legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

### 7.4 Dividend

- Payment of dividend through National Electronic Clearing Service (NECS) :

The Company provides the facility for remittance of dividend to the Members through NECS. To facilitate dividend payment through NECS, Members who hold shares in demat mode should inform their Depository Participant and such of the Members holding shares in physical form should inform the Company of the core banking account number allotted to them by their bankers. In cases where the core banking account number is not intimated to the Company / Depository Participant, the Company will issue dividend warrants to the Members.

- Unclaimed Dividends :**

The Company is required to transfer dividends which have remained unpaid / unclaimed for a period of seven years to the Investor Education & Protection Fund established by the Government. The Company will, in November, 2017 transfer to the said fund, the dividends for the years ended 31st March, 2010 which have remained unclaimed / unpaid.

**For Equity Shareholders :**

Financial Year	Date of Declaration of Dividend	Last date of claiming Unpaid Dividend
Final Dividend 2009-2010	4th September 2010	9th October 2017
Final Dividend 2010-2011	3rd September 2011	8th October 2018
Final Dividend 2011-2012	30th August 2012	4th October 2019
Final Dividend 2012-2013	31st August 2013	5th October 2020
Final Dividend 2013-2014	5th September, 2014	10th October, 2021
Final Dividend 2014-2015	19th September, 2015	24th October, 2022
Final Dividend 2015-2016	03rd September, 2016	08th October 2023

Individual reminders are sent each year to those Members whose dividends have remained unclaimed for a period of seven years from the date they became due for payment, before transferring the monies to the Investor Education & Protection Fund (IEPF). The information on unclaimed dividend is also placed on the website of the Company as aforesaid.

**7.5 Transfer of 'Underlying Shares' into Investor Education and Protection Fund (IEPF) (in cases where unclaimed dividends have been transferred to IEPF for a consecutive period of seven years)**

Members attention is invited to Regulation 39(4) and Schedule VI of the SEBI Regulations. As per the said Regulations, in cases where unclaimed dividends have been transferred to Investor Education and Protection Fund (IEPF) for a consecutive period of seven years, the underlying shares are also required to be transferred to IEPF. The said Regulation has come into effect from December 1, 2015.

**7.6 Dealing with securities which have remained unclaimed**

Members are hereby informed that as per Regulation 39(4) read with Schedule VI of the SEBI Regulations, the Company is in the process of dematerializing unclaimed shares which are retained with the Company. These shares would be held by the Company on behalf of the holders of such shares in an "Unclaimed Suspense Account" to be opened with a depository. At the end of seven years, hereof, these shares shall be transferred by the Company to the IEPF. Dividends remaining unclaimed in respect of such shares shall also be held in a separate suspense account and would likewise be transferred to IEPF at the end of seven years.

The Company has sent out reminders to those Members whose share Certificate have remained unclaimed, to contact the Company immediately in the matter.

Members may note that the lawful claimant in respect of these shares / dividend will be able to claim such shares dividend from the Company till such time they remain in the Unclaimed Suspense Account as aforesaid.

#### 7.7 Pending Investors' Grievances

Any Member / Investor whose grievance has not been resolved satisfactorily may kindly write to the Company Secretary cum Compliance Officer at the Registered Office with a copy of the earlier correspondence.

#### 7.8 Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depositories Limited (NSDL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and the National Stock Exchange of India Limited and is also placed before Stakeholders' Relationship Committee and the Board of Directors.

##### Distribution of Shareholding as on 31st March, 2017

Range (In Rs.)	No. of Shareholders	% of total holders	Total Shareholding (In Rs.)	% to capital
Upto 5000	897	89.52	628496	0.19
5001 – 10000	38	3.79	297848	0.09
10001 - 20000	20	2.00	282151	0.08
20001 - 30000	3	0.30	76880	0.02
30001 - 40000	1	0.10	38420	0.01
40001 - 50000	4	0.40	190102	0.06
50001 – 100000	7	0.70	450654	0.13
100001 & Above	32	3.19	336529449	99.42
<b>Total</b>	<b>1002</b>	<b>100.00</b>	<b>338,494,000</b>	<b>100.00</b>

The Company has entered into agreements with National Securities Depositories Limited (NSDL) whereby Members have an option to dematerialize their shares with either of the depositories.

##### Shareholding Pattern as on 31st March, 2017 (Equity Shares)

	Category	No of Shares Held	% Of Share Holding
<b>A.</b>	<b>Promoter (s) Holding</b>		
	Promoter (s)		
	- Indian Promoters	9,99,84,960	29.54
	- Foreign Promoters	8,41,59,520	24.86
	- Group Companies		
	<b>Sub - Total(A)</b>	<b>18,41,44,480</b>	<b>54.40</b>
<b>B.</b>	<b>Non-Promoters Holding</b>		
	Institutional Investors		

i.	Mutual Funds & UTI		
ii.	Banks, Financial Inst, Insurance Company (Central/State Govt Inst/Non-Govt Inst)	2,00,000	0.06
iii.	FII(s)	6,17,92,910	18.26
	<b>Others</b>		
i.	Private Corporate Bodies	1,34,58,623	3.97
ii.	Indian Public	4,91,10,399	14.51
iii.	NRI/OCBS	2,93,20,630	8.66
iv.	Directors / Relatives	0	0.00
v.	Clearing Members	4,66,958	0.14
vi.	Trust		
	<b>Sub-Total (B)</b>	<b>1543,49,520</b>	<b>45.60</b>
	<b>Grand Total (A+B)</b>	<b>33,84,94,000</b>	<b>100.00</b>

**Statement showing Shareholding of more than 1% of the Capital as on 31st March, 2017**

Sr. No.	Names of the shareholders		No. of Shares	% of Capital
1	<b>Promoters</b>			
	Suman Vijay Gupta	6,93,11,260	18,26,42,480	53.96
	Ushdev Trade Limited	1,51,06,000		
	Montex Trading Pvt Ltd	1,40,65,700		
	Ud Trading Group Holding Pte Ltd	8,41,59,520		
<b>Foreign Portfolio Investors</b>				
2	*Dempsy Commodities Holdings Pte. Ltd.	4,42,36,000	5,84,86,710	17.28
	Lotus Global Investments Ltd	94,14,120		
	Albula Investment Fund Ltd	48,36,590		
	<b>Others</b>			
3	<b>Chhaya Ilesh Gadhia</b>	1,92,16,920	8,23,25,910	24.32
	Ilesh Gadhia	83,75,230		
	Ankit Rajinder Miglani	65,97,270		
	Anuj Miglani	60,28,820		
	Siddhartha Suresh Khatwani	1,29,88,170		
	Sanjeev Gupta	1,60,19,500		
	Shree Global TradeFin Ltd	1,31,00,000		
	<b>Total</b>			

\*Name changed from Oxley Securities No. 2 Pte Ltd to Dempsy Commodities Holdings Pte Ltd.

**Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity:**

There are no outstanding GDRs/ ADRs/ Warrants or any Convertible instruments. Hence there will not be any impact on the equity of the company.

**Particulars of Past Three Annual General Meetings**

- Date, time and venue for the Annual General Meetings and Extra Ordinary General Meeting held during the last 3 financial years and nature of special resolutions passed thereat are given below:

Financial Year Ending	Nature of Meeting	Nature of Special Resolution Passed	Date & Time	Location
31.03.2014	20th AGM	Note 1	05.09.2014 11.00 A.M.	M. C. Ghia, Hall, Kala Ghoda, Mumbai – 400 023
31.03.2015	21th AGM	Note 2	19.09.2015 03.30 P.M.	6th Floor, Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 12 K Dubhash Marg, Fort, Mumbai – 400 001
31.03.2016	22nd AGM	Note 3	03.09.2016 03.00 P.M.	M. C. Ghia, Hall, Kala Ghoda, Mumbai – 400 023

**Note 1 :**

1. Special Resolution under section 180(1) (c) and section 180 (1) (a) of the Companies Act, 2013 in respect of Borrowing powers in respect of excess of paid up capital and free reserves and creation of Charge.
2. Special resolution under section 149, 152 of the Companies Act, 2013 in respect of appointment of Mr. Narayan Hegde, Mr. Vinay G. Kamat and Mr. Suresh Lakhiani as Independent Directors.

**Note 2 :**

1. Special Resolution for Re-appointment and payment of remuneration of Mr. Arvind Prasad as Managing Director & CEO for a period of three years w.e.f 1st December, 2015.
2. Special Resolution for Re-appointment and payment of remuneration of Mr. Ashwin Rathi as Managing Director & CFO for a period of three years w.e.f 29th January, 2016.
3. Special Resolution under provisions of section 14 and other applicable provisions of Companies Act, 2013 in respect of adaptation of new Article of Associations by the Company.

**Note 3 :**

There were no special resolution passed in the AGM held on 03rd September, 2016.

**Note 4 :**

1. The Company has sub divided the Face Value of its Equity Shares from Rs. 10/- to Rs. 1/- and the resolution was passed via postal ballot during the year under review.
2. No resolutions are proposed to be passed through postal ballot.



## Declarations Financial Calendar 2017

Board Meeting for consideration of Accounts for the financial year ended 31st March, 2017 and recommendation of dividend	29th May, 2017
Posting of Annual Reports	On or before 4th August, 2017
Book Closure Dates	21st August, 2017 to 28th August, 2017 (both days inclusive)
Last date for receipt of Proxy Forms	By 3.00 PM of 26th August, 2017
Date, Time & Venue of the 23rd Annual General Meeting	Monday, 3.00 p.m, 28th August, 2017 Basement No. 8, Apeejay House, 130, Mumbai Samachar Marg, Fort, Mumbai - 400 023
Dividend Payment Date	NA
Probable date of dispatch of warrants	NA
Board Meeting for consideration of unaudited quarterly results for the financial year ended 31st March, 2017	Within Forty Five days from the end of the quarter, as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges
Audited results for the current financial year ending 31st March, 2017	Within Sixty days from the end of the last quarter, as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges

For and on behalf of the Board of Directors

Sd/-

**Suman Gupta**  
Chairperson

Place: Mumbai  
Date: 29th May, 2017

## Declaration Regarding Code of Conduct

I hereby declare that all the Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct as adopted by the Company.

Sd/-

**Arvind Prasad**  
Managing Director & CEO

Place: Mumbai  
Date: 29th May, 2017

### Chief Executive Officer & Chief Financial Officer Certification

We the undersigned, in our respective capacities as CEO & CFO of Ushdev International Limited ("the Company") to the best of our knowledge and belief certify that:

- A. We have reviewed financial statements and the cash flow statement for the financial year ended 31st March, 2017 and that to the best of our knowledge and belief, we state that:
  - 1. these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
  - 2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- D. We have indicated, based in our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
  - 1. significant changes, if any, in internal control over financial reporting during the year;
  - 2. significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
  - 3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over the financial reporting.

Yours Sincerely

**Arvind Prasad**  
Chief Executive Officer

**Sucheta Jadhav**  
Chief Financial Officer

Place: Mumbai  
Date: 29th May, 2017





## Practicing Company Secretary's Certificate

### Practicing Company Secretary's Certificate Regarding Compliance Of Conditions Of Corporate Governance

To The Members of,  
**Ushdev International Limited**

We have examined the compliance of conditions of Corporate Governance by Ushdev International Limited, for the financial year ended 31st March, 2017 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of Sub – Regulation (2) of Regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI (LODR) Regulations, 2015").

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above referred SEBI (LODR) Regulations, 2015.

We further 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.

**For P. P. Shah & Co.,**  
Practicing Company Secretaries

**Pradip Shah**  
Partner  
Membership No. F1483  
CP No. 436

Place: Mumbai  
Date: 29th May, 2017

# Form AOC-1

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

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

### Part "A" Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs )

1	Name of the subsidiary	Hobli Property Management Private Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA
4	Share capital	Rs. 100,000
5	Reserves & surplus	(1,02,461)
6	Total assets	7,539
7	Total Liabilities	10,000
8	Investments	-
9	Turnover	-
10	Profit before taxation	(15,034)
11	Provision for taxation	-
12	Profit after taxation	(15,034)
13	Proposed Dividend	-

#### Notes:

The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations – None
2. Names of subsidiaries which have been liquidated or sold during the year. – None

Ushdev Steel Private Limited (formerly known as MAA Jai Jyotawali Steel Private Limited has ceased to be subsidiary of the Company pursuant to fresh allotment of Shares by Ushdev Steel Private Limited.



### Part "B" Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sr. No	Name of Associates / Joint Ventures	Vijay Devraj Gupta Foundation
1	Latest audited Balance Sheet Date	March 31, 2016
2	Shares of Associate / Joint Ventures held by the company on the year end No.	- 4900
	Amount of Investment in Associates / Joint Venture	Rs. 49,000
	Extend of Holding %	49%
3	Description of how there is significant influence	49% shares held by Ushdev International Limited
4	Reason why the associate/joint venture is not consolidated	Not Applicable
5	Networth attributable to Shareholding as per latest audited Balance Sheet	Rs. 44,673
6	Profit / (Loss) for the year	(Rs. 12,407)
	i Considered in Consolidation	Yes
	ii Not Considered in Consolidation	-

**Notes :- The following information shall be furnished at the end of the statement.**

- Names of associates or joint ventures which are yet to commence operations. - None
- Names of associates or joint ventures which have been liquidated or sold during the year. – None

Note : This Form is to be certified in the same manner in which the Balance Sheet is to be certified.–

For and on behalf of the Board of Directors

**Prateek Gupta**  
Vice Chairman

**Vinay Kamat**  
Director

Place: Mumbai  
Date: 29th May, 2017

# Independent Auditor's Report

## Independent Auditor's Report

To the Members of Ushdev International Limited

### 1. Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **Ushdev International Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2017, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

### 2. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance (including Other Comprehensive Income), cash flows and changes in equity 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, read with Companies (Indian Accounting Standard Rules 2015).

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### 3. Auditor's Responsibility

- 3.1 Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.
- 3.2 We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
- 3.3 We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
- 3.4 An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

#### 4. *Basis for Qualified Opinion*

4.1 *We invite attention to note no 33(II) of the standalone Ind AS financial statements wherein interest payable aggregating to Rs 11,347.78 lakhs, on various credit facilities has not been provided for, by the company.*

4.2 *Confirmations not obtained as of 31st March, 2017 in respect of certain trade receivables and loans & advances. Consequently, allowances for expected credit loss not recognized thereon, even though indications of increase in credit risk were observed. In absence of sufficient appropriate evidence, consequential impact on the financial statements has not been ascertained by the company.*

#### 5. *Qualified Opinion*

*In our opinion and to the best of our information and according to the explanation given to us, except for the effect and possible effects of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at 31st March, 2017 and its loss (financial Performance including other comprehensive income), its cash flow and changes in equity for the year ended on that date.*

#### 6. *Emphasis of Matter*

We refer to Note 42 of the standalone Ind AS financial statements of the company regarding the preparation of these standalone Ind AS financial statements by the Company based on the management's assumption of going concern.

These assumptions are based on the ongoing revival & restructuring plans of the company submitted to the bank and the bankers agreement for 'Holding on Operations', that prima facie entitles the company to resume operations.

Our audit opinion is not modified in this aspect.

#### 7. *Report on Other Legal and Regulatory Requirements*

(i) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, a statement on the matters specified in the paragraph 3 and 4 of the order is given in Annexure A.

(ii) As required by sub-section (3) of section 143 of the Act, we report that :

(a) *We have sought and except for the matters described in the Basis of Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;*

(b) *Except for the effects of the matter described in the Basis of Qualified Opinion paragraph, in our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.*

(c) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive

Income, Cash Flow Statement & Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

- (d) *Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.*
  - (e) *The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.*
  - (f) On the basis of written representations received from the Directors as on 31st March 2017 and taken on record by the Board of Directors, in its meeting held on 29th May, 2017 none of the directors is disqualified as on 31st March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
  - (g) *The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.*
  - (h) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate modified report in "Annexure B"; and
- (iii) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company has disclosed the impact of pending litigations in its financial statements.  
- Refer note 40 of financial statements.;
  - (ii) The Company does not have any long term contracts, including derivative contracts outstanding as at March 31, 2017. Accordingly, no provision for material foreseeable losses is required.
  - (iii) There were no delays in transferring amounts to the Investor Education and Protection Fund during the year by the Company.
  - (iv) The Company has provided requisite disclosures in Note no 45 in the financial statements as to holdings as well dealings in Specified Bank Notes during the period from November 8, 2017 to December 30, 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management.

For M P Chitale & Co  
Chartered Accountants  
Firm Regn No. 101851W

Murtuza Vajih  
Partner  
ICAI M No. 112555

Place : Mumbai.  
Date : May 29, 2017

# Annexure A To the Independent Auditors' Report



Refer to in paragraph 5 (i) of our report of even date

- i)
  - a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of all fixed assets.
  - b) The Management has conducted physical verification of major fixed assets during the year. We are informed that no material discrepancies were noticed on such verification.
  - c) According to the information and explanations given to us title deeds of immovable properties, classified as fixed assets, are in the name of the company. except title deeds in case of one leasehold land (Gross Block Rs.208.94 lakhs and Net Block Rs.195.45 lakhs), in the name of the Company, that is subject to obtaining approval from the requisite authorities.
- ii) Since, the Company did not hold any inventory as at the end of the year; these clauses do not apply to the company.
- iii)
  - a) The Company has granted unsecured loans aggregating to Rs. 666.38 lakhs to three parties covered in the Register maintained u/s 189 of The Companies Act, 2013. Based on the information and explanations furnished to us, we are of the opinion that interest free, unsecured loans aggregating to Rs.438.29 lakhs granted to two parties covered in the register maintained u/s 189 of the Companies Act, 2013 seem prima facie prejudicial to the interest of the company.
  - b) The schedule of principal repayment and interest payment has been stipulated, except in case of two parties to whom unsecured interest free loans have been given.
  - c) There are no overdue amounts in respect of one party However since principal and interest are not stipulated in respect of the two interest free unsecured loans, we are unable to comment on this clause for the aforesaid two parties.
- iv) According to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans & corporate guarantees given during the year. There were no investments made during the year.
- v) According to the information and explanations given to us, the Company has not accepted deposits from the public in terms of provisions of sections 73 to 76 of the Companies Act, 2013.
- vi) According to the information and explanations given to us, pursuant to the rules prescribed by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, no cost records are required to be maintained by the Company.
- vii)
  - a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including investor education and protection fund, provident fund, employees state insurance except that there have been few delays in payments of Value Added Tax, & Service Tax as applicable, with the appropriate authorities, which have not been serious. *Income Tax payable of Rs. 2476.90 lakhs for the F.Y. 2015-16 remains unpaid for more than six months as of March 31, 2017. Except for the said Income tax dues, there are no other undisputed statutory dues that are outstanding as of March 31, 2017 for a period of more than six months.*
  - b) As at the year-end, according to the records of the Company and information and explanations given to us, disputed dues in respect income tax, sales tax, value added tax are as follow:

Name of Statute/ Nature of Dues	Amount in Rs.(lakhs)	Period to which amount relates	Forum where dispute is pending
Income Tax	1.90	A.Y 2010-11	Additional Commissioner of Income Tax
	1,072.76	A.Y. 2008-09	Commissioner (Appeals)
	14,970.66	A.Y. 2009-10	Commissioner (Appeals)
	11,972.39	A.Y 2010-11	Commissioner (Appeals)
	684.89	A.Y 2012-13	Commissioner (Appeals)
	1,285.58	A.Y 2014-15	Commissioner (Appeals)
Value Added Tax	5,680.22	A.Y 2008-09	Joint Commissioner of Sales Tax
	9.78	A.Y 2010-11	Joint Commissioner of Sales Tax (Appeal)
	12,156.38	A.Y 2011-12	Joint Commissioner of Sales Tax
	189.69	A.Y. 2012-13	Joint Commissioner of Sales Tax
Central Sales Tax	1,160.09	A.Y. 2010-11	Joint Commissioner of Sales Tax (Appeal)
	10,403.96	A.Y. 2011-12	Joint Commissioner of Sales Tax
	18.69	A.Y 2012-13	Deputy Commissioner of Sales Tax

viii) According to the records of the Company examined by us and the information and explanations given to us, as at the year end, the Company has defaulted in repayment of loans & working capital facilities to banks. The Company has not issued debentures nor borrowed any funds from financial institutions or Government. Lender wise details are as under:

(a) Working Capital Limits - Delays during F.Y. 2016-17

Bank Name	Maximum Amount in Rs (lakhs)	Period of delays (in number of days)
Andhra Bank	(13.23)	5
	(33.10)	23
	(74.54)	63
Bank of Baroda	(1,475.49)	22
	(20.47)	4
Bank of Maharashtra	(10,842.95)	90
	(12.38)	2
Dena Bank	(22.62)	3
	(92.63)	33
IDBI Bank	(3,160.51)	15
	(29.45)	5
	(858.05)	3



Oriental Bank of Commerce	(28.21)	3
	(6,857.68)	91
State Bank of India	(8,333.97)	22
	(11,688.35)	99
	(7,914.78)	31
	(2,657.98)	9
	(2,134.08)	2
	(1,709.04)	6
	(2,401.65)	40
	(7,616.53)	113

(b) Working Capital Limits - Defaults as at March 31, 2017

Bank Name	Type of Account	Amount in Rs (lakhs) of default as at the balance sheet date	Period of default
Andhra Bank	CC	(12.34)	Various dates ranging from 31.10.16 to 31.03.17
Bank of Baroda	CC	(7,988.85)	Various dates ranging from 07.07.16 to 31.03.17
Bank of Maharashtra	CC	(15,789.47)	Various dates ranging from 09.09.16 to 31.03.17
Dena Bank	CC	(62.64)	Various dates ranging from 29.10.16 to 31.03.17
ICICI Bank	CC	(374.55)	Various dates ranging from 28.10.16 to 31.03.17
IDBI bank	CC	(31,127.63)	Various dates ranging from 31.05.16 to 31.03.17
Indian Overseas bank	CC	(11,775.35)	Various dates ranging from 17.06.16 to 31.03.17
Oriental Bank of Commerce	CC	(11,103.87)	Various dates ranging from 23.08.16 to 31.03.17

State bank of India	CC	(9,738.71)	Various dates ranging from 10.1.17 to 31.03.17
		(16,051.04)	Various dates ranging from 05.07.16 to 31.03.17
		(9,044.71)	Various dates ranging from 07.09.16 to 31.03.17
		(10,117.71)	Various dates ranging from 20.10.16 to 31.03.17
		(10,911.04)	Various dates ranging from 13.07.16 to 31.03.17
Andhra Bank	LC Devolvement	(3,779.25)	Various dates ranging from 05.07.16 to 31.03.17
		(3,034.18)	Various dates ranging from 19.11.16 to 31.03.17
Bank of Baroda	LC Devolvement	(556.37)	Various dates ranging from 29.09.16 to 31.03.17
Central Bank of India	LC Devolvement	(10,666.65)	Various dates ranging from 20.07.16 to 31.03.17
Dena Bank	LC Devolvement	(1,019.11)	Various dates ranging from 18.08.16 to 31.03.17
		(201.46)	Various dates ranging from 18.08.16 to 31.03.17
		(644.35)	Various dates ranging from 18.08.16 to 31.03.17
		(2,245.03)	Various dates ranging from 13.10.16 to 31.03.17
		(760.06)	Various dates ranging from 21.10.16 to 31.03.17
		(789.72)	Various dates ranging from 24.10.16 to 31.03.17
		(869.23)	Various dates ranging from 28.10.16 to 31.03.17
		(945.73)	Various dates ranging from 03.11.16 to 31.03.17
		(2,329.65)	Various dates ranging from 29.12.16 to 31.03.17
		(207.63)	Various dates ranging from 30.12.16 to 31.03.17
		(387.55)	Various dates ranging from 02.01.17 to 31.03.17
		(991.87)	Various dates ranging from 03.01.17 to 31.03.17
		(1,118.09)	Various dates ranging from 03.01.17 to 31.03.17
(890.90)	Various dates ranging from 09.01.17 to 31.03.17		
ICICI Bank	LC Devolvement	(1,974.37)	Various dates ranging from 23.02.17 to 31.03.17
		(6,430.17)	Various dates ranging from 09.09.16 to 31.03.17
		(10,473.87)	Various dates ranging from 10.11.16 to 31.03.17
		(4,328.83)	Various dates ranging from 03.11.16 to 31.03.17
State bank of India	LC Devolvement	(2,127.23)	Various dates ranging from 09.01.17 to 31.03.17

UCO bank	LC Devolvement	(1,048.43)	Various dates ranging from 04.07.16 to 31.03.17
		(693.18)	Various dates ranging from 28.07.16 to 31.03.17
		(395.86)	Various dates ranging from 10.08.16 to 31.03.17
		(360.80)	Various dates ranging from 10.08.16 to 31.03.17
		(234.54)	Various dates ranging from 10.08.16 to 31.03.17
		(921.16)	Various dates ranging from 10.10.16 to 31.03.17
		(340.76)	Various dates ranging from 13.10.16 to 31.03.17
		(25.27)	Various dates ranging from 30.12.16 to 31.03.17

(c) Term Loans - Delays during F.Y. 2016-17

Name of the Bank	Amount in Rs (lakhs) of Principal	Number of days delay in payment of Principal	Amount in Rs (lakhs) of Interest / Penal Interest	Period of delays (in number of days)
Canara Bank	3.48	58	20.79	34
	79.00	59	0.21	4
	115.00	23	22.71	89
	2.50	2	0.07	88
	6.49	7	23.74	58
	0.12	15	23.19	58
	22.03	20	0.31	27
	10.88	23	24.51	54
	-	-	23.33	23
	-	-	22.21	42
	-	-	2.05	42
	-	-	0.19	45
	-	-	19.43	45
State Bank of Travancore	-	-	20.20	14
	105.00	18	20.73	2
	-	-	21.25	6
	-	-	19.39	18
	-	-	19.62	4

(d) Term Loans - Default as at March 31, 2017

*Company has defaulted in repayment of principal and interest due on term loan availed from State Bank of India (erstwhile State Bank of Travancore) for amount aggregating to Rs. 225 lakhs and Interest of Rs. 87.17 lakhs for 2 quarters - October to March 2017. Company*

*has also defaulted in the repayment of the principal amount of the Canara Bank amounting to Rs. 81.95 lakhs.*

- ix) According to the information and explanations given to us the company has neither raised money by way of a public offer nor has it availed any term Loans from bank/ Financial institutions during the year.
- x) According to the information and explanations given to us and on the basis of representation of the management which we have relied upon, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- xi) According to the information and explanations given to us, , managerial remuneration has been paid in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- xii) Since the Company is not a nidhi company, this clause is not applicable.
- xiii) According to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 as applicable and the details have been disclosed in the Financial Statements as required by the applicable 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 under review.
- xv) The Company has not entered into any non cash transactions with directors or persons connected with him.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For M P Chitale & Co  
Chartered Accountants  
Firm Regn No. 101851W

**Murtuza Vajih**  
Partner  
ICAI M No. 112555

Place : Mumbai.

Date : May 29, 2017

# Annexure B To the Independent Auditors' Report



Refer to in paragraph 5 (ii) (f) of our report of even date

## 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 over financial reporting of Ushdev International Limited ("the Company") as of 31st March, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

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

### Auditors' Responsibility

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

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

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

### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation

of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

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

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

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

### ***Basis for Qualified Opinion***

*In our opinion, according to the information and explanations given to us and based on our audit procedures performed, following material weakness in operating effectiveness of the company's Internal Control Over Financial Reporting as at 31st March 2017 with respect to:*

- *controls over managing liquidity risk, especially providing interest payable on various credit facilities, since the account has been classified as Non-Performing Asset by the consortium bankers.*
- *obtaining confirmations from trade receivables and providing adequate for allowances for expected credit losses have been identified as at 31st March 2017.*

*Absence of the aforesaid manner of managing liquidity risk, obtaining confirmations from trade receivables and making adequate provisions thereon could potentially result in a material mis-statement of Finance Costs, Allowances for Expected Credit Loss and consequential impact on loss for the year.*

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.



### Qualified Opinion

In our opinion, except for effects and possible effects of the material weaknesses identified above, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company as at and for the year ended 31 March 2017, and the material weakness has affected our opinion on the standalone financial statements of the Company and we have issued a qualified audit opinion on the standalone financial statements.

For M P Chitale & Co  
Chartered Accountants  
Firm Regn No. 101851W

Murtuza Vajih  
Partner  
ICAI M No. 112555

Place : Mumbai.

Date : May 29, 2017

# Balance Sheet

as at March 31, 2017

(Rs. in Lakhs)

Particulars	Note No.	As at 31-Mar-17	As at 31-Mar-16	As at 01-Apr-15
<b>I ASSETS</b>				
<b>1 NON-CURRENT ASSETS</b>				
(a) Property, plant and equipment	1	3,617.60	11,994.50	12,512.49
(b) Capital work-in-progress	1A	19.77	19.77	56.56
(c) Intangible assets	2	40.89	49.82	-
(d) Financial assets				
(i) Investments	3	6,355.97	1,661.62	1,649.13
(ii) Trade receivables	4	-	32,459.05	20,075.55
(iii) Others	5	9,049.87	302.56	8.33
(e) Deferred Tax Asset (net)	6	5,554.15	49.67	232.21
(f) Other non-current assets	7	2,239.53	12,065.23	6,332.82
<b>TOTAL NON-CURRENT ASSETS</b>		<b>26,877.77</b>	<b>58,602.22</b>	<b>40,867.08</b>
<b>2 CURRENT ASSETS</b>				
(a) Inventories	8	-	3,014.47	12,621.08
(b) Financial assets				
(i) Investments	3A	-	14,186.77	11,882.07
(ii) Trade receivables	9	349,862.35	293,773.71	286,639.64
(iii) Cash and cash equivalents	10A	28.90	15,988.35	19,027.97
(iv) Bank balances other than (iii) above	10B	9.78	19,644.32	119,183.90
(v) Loan	11	764.37	-	-
(vi) Others	12	0.03	151.89	218.08
(c) Other current assets	13	35,529.55	21,188.29	31,874.43
(d) Assets Classified as Held For Sale	43	7,958.26	-	-
<b>TOTAL CURRENT ASSETS</b>		<b>394,153.25</b>	<b>367,947.80</b>	<b>481,447.17</b>
<b>TOTAL ASSETS</b>		<b>421,031.02</b>	<b>426,550.02</b>	<b>522,314.25</b>
<b>II EQUITY &amp; LIABILITIES</b>				
<b>1 EQUITY</b>				
(a) Equity Share Capital	14	3,384.94	3,384.94	3,384.94
(b) Other Equity	15	73,961.97	96,727.86	89,858.09
<b>TOTAL EQUITY</b>		<b>77,346.91</b>	<b>100,112.80</b>	<b>93,243.03</b>





# Balance Sheet

as at March 31, 2017

<b>2 NON-CURRENT LIABILITIES</b>				
(a) Financial Liabilities				
(i) Borrowings	16	98.00	3,351.13	4,156.25
(ii) Trade payables	17	-	10,543.87	6,234.02
(b) Provisions	18	65.57	85.06	71.54
(c) Other non-current liabilities	19	19.05	25.58	23.86
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>182.62</b>	<b>14,005.64</b>	<b>10,485.67</b>
<b>3 CURRENT LIABILITIES</b>				
(a) Financial liabilities				
(i) Borrowings	20	256,908.77	171,480.90	245,976.62
(ii) Trade payables	21	67,404.37	132,765.63	154,577.91
(iii) Others	22	877.27	5,674.92	1,705.84
(b) Provisions	23	0.24	0.30	0.16
(c) Current tax liabilities (Net)	25	2,091.46	2,092.70	-
(d) Other current liabilities	24	12,602.78	417.12	16,325.02
(e) Liabilities directly associated with Assets Classified as Held For Sale	43	3,616.61	-	-
<b>TOTAL CURRENT LIABILITIES</b>		<b>343,501.50</b>	<b>312,431.58</b>	<b>418,585.55</b>
<b>TOTAL LIABILITIES</b>		<b>343,684.12</b>	<b>326,437.22</b>	<b>429,071.22</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>421,031.02</b>	<b>426,550.02</b>	<b>522,314.25</b>
Significant accounting policies and notes to accounts	32-46			

As per our report of even date attached  
For M.P. Chitale & Co.,  
Chartered Accountants

For & on behalf of the Board of Directors  
Ushdev International Limited

**Murtuza Vajih**  
Partner

**Arvind Prasad**  
Managing Director & CEO  
DIN-01654899

**Vinay Kamat**  
Director  
DIN-00240548

Place: Mumbai  
Date : May 29, 2017

**Sucheta Jadhav**  
Chief Financial Officer

**Ruchika Shah**  
Company Secretary

# Statement of Profit and Loss

for the year ended March 31, 2017

(Rs. in Lakhs)

Particulars	Note No.	For the year ended 31-Mar-17	For the year ended 31-Mar-16
<b>Income :</b>			
Revenue from Operations	26	250,255.41	815,727.61
Other Income	27	12,553.67	10,227.36
<b>Total Income</b>		<b>262,809.08</b>	<b>825,954.96</b>
<b>Expenses :</b>			
Purchases of Stock-in-trade		238,710.86	763,639.52
Change in inventories of Stock-in-trade		3,014.47	9,606.61
Employee Benefit Expenses	28	649.17	986.80
Finance Cost	30	20,908.86	24,940.06
Depreciation and amortization		756.80	765.56
Other Expenses	29	27,174.87	15,265.27
<b>Total Expenses</b>		<b>291,215.04</b>	<b>815,203.82</b>
<b>Profit Before Tax</b>		<b>(28,405.96)</b>	<b>10,751.14</b>
Less : Provision for Taxation			
Current Year		-	2,741.74
Earlier Year Tax		(1.00)	307.86
Deferred Tax		(5,504.48)	182.55
<b>Profit/(Loss) for the year</b>		<b>(22,900.49)</b>	<b>7,519.00</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurements of post-employment benefit obligations		59.13	23.86
Income tax relating to items that will not be reclassified to profit or Loss		-	(8.26)
<b>Total comprehensive income for the year</b>		<b>(22,841.35)</b>	<b>7,534.60</b>
<b>Earnings per equity share for profit/ (Loss)</b>	<b>31</b>		
Basic		(6.75)	2.23
Diluted		(6.70)	2.20
Significant accounting policies and notes to accounts	32-46		

As per our report of even date attached  
For **M.P. Chitale & Co.,**  
Chartered Accountants

For & on behalf of the Board of Directors  
Ushdev International Limited

**Murtuza Vajiji**  
Partner

**Arvind Prasad**  
Managing Director & CEO  
DIN-01654899

**Vinay Kamat**  
Director  
DIN-00240548

Place: Mumbai  
Date : May 29, 2017

**Sucheta Jadhav**  
Chief Financial Officer

**Ruchika Shah**  
Company Secretary



# Statement of changes in equity

for the year ended March 31, 2017

(Rs. in Lakhs)

Particulars	Note No.	March 31, 2017	March 31, 2016
<b>A. Equity share capital</b>			
Balance as at the beginning of the reporting period	14	3,384.94	3,384.94
Changes in equity share capital during the year		-	-
<b>Balance as at the end of the reporting period</b>		<b>3,384.94</b>	<b>3,384.94</b>

## B. Other Equity

	Notes	Reserves & Surplus				Other Comprehensive Income			Total equity
		Securities premium reserve	Retained earnings	General reserve	Share option outstanding account	Equity Instruments through Other Comprehensive Income	Cash Flow Hedging Reserve	Other items of Other Comprehensive Income	
i) Balance as at April 1, 2015	15	30,687.33	52,667.48	5,905.20	591.44			6.65	89,858.10
Profit/(loss) for the year			7,510.74						7,510.74
Other comprehensive income for the year								23.86	23.86
<b>Total comprehensive income for the year</b>		-	7,510.74	-	-			23.86	7,534.60
Transfer to General Reserve			(521.55)	521.55					
Transactions with owners in their capacity as owners:									
Dividends paid (including dividend distribution tax)	15		(861.71)						(861.71)
Employee stock option expense					196.87				196.87
ii) Balance as at March 31, 2016		30,687.33	58,794.96	6,426.75	788.31			30.51	96,727.86
Profit/(loss) for the year			(22,900.49)						(22,900.49)
Other comprehensive income for the year								59.13	59.13
<b>Total comprehensive income for the year</b>		-	(22,900.49)	-	-			59.13	(22,841.35)
Transactions with owners in their capacity as owners:									
Dividends paid (including dividend distribution tax) #	15		(6.04)						(6.04)
Employee stock option expense	15				81.50				81.50
<b>Balance as at March 31, 2017</b>		<b>30,687.33</b>	<b>35,888.44</b>	<b>6,426.75</b>	<b>869.82</b>			<b>89.64</b>	<b>73,961.97</b>

# Board of Directors of the Company had proposed dividend at 10% for Financial Year 2015-16 at Re.1/- per share on 3,38,49,400 equity shares of the Company which would have been declared in the Annual General Meeting. However, prior to the AGM promoters and other shareholders of the Company holding 3,33,19,400 shares waived their rights to receive dividend aggregating to Rs.3,33,19,400. Hence, only an amount of Rs.5,30,000 was paid as dividend.

As per our report of even date attached  
For M.P. Chitale & Co.,  
Chartered Accountants

For & on behalf of the Board of Directors  
Ushdev International Limited

**Murtuza Vajih**  
Partner

**Arvind Prasad**  
Managing Director & CEO  
DIN-01654899

**Vinay Kamat**  
Director  
DIN-00240548

Place: Mumbai  
Date : May 29, 2017

**Sucheta Jadhav**  
Chief Financial Officer

**Ruchika Shah**  
Company Secretary

# Statement of cash flows

for the year ended March 31, 2017

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
<b>Cash flow from operating activities</b>		
<b>Profit before tax</b>	(28,405.96)	10,751.14
Adjustments for		
Depreciation and amortisation expense	756.80	765.56
Interest income	(12,470.19)	(7,424.72)
Interest expenses	10,881.41	6,093.50
Unrealised foreign exchange gain/loss	5,090.75	(7,375.91)
Remeasurements of post-employment benefit obligations	59.13	23.86
Loss on sale of property, plant and equipment	3.19	56.56
Change in the fair value of Investments	9,581.67	(2,317.19)
Employee stock options expense	81.50	196.87
<b>Operating Profit Before Working Capital Changes</b>	<b>(14,421.68)</b>	<b>769.68</b>
<b>Change in operating assets and liabilities</b>		
(Increase)/decrease in trade receivables	(29,156.56)	(12,141.66)
(Increase)/decrease in other financial assets	(8,595.44)	(228.04)
(Increase)/decrease in other assets	(4,325.88)	5,295.86
(Increase)/decrease in inventories	3,014.47	9,606.61
(Increase)/decrease in loans	(764.37)	-
(Increase)/(decrease) in trade payables	(75,754.06)	(17,502.43)
(Increase)/(decrease) in provisions	(19.55)	13.66
(Increase)/(decrease) in other liabilities	12,179.13	(15,906.18)
(Increase)/decrease in other financial liability	(4,797.65)	3,969.08
<b>Cash generated from operations</b>	<b>(122,641.58)</b>	<b>(26,123.42)</b>
Income tax paid	(207.82)	(1,307.30)
<b>Net cash inflow / (outflow) operating activities</b>	<b>(122,849.41)</b>	<b>(27,430.71)</b>
<b>Cash flow from investing activities</b>		
Payments for Fixed Assets	(3.86)	(317.16)
Proceed from sale of property, plant and equipment	36.28	-
Bank Fixed Deposits redeemed	19,634.54	99,539.58
Interest received	12,470.19	7,424.72
<b>Net cash inflow / (outflow) investing activities</b>	<b>32,137.16</b>	<b>106,647.15</b>



# Statement of cash flows

## for the year ended March 31, 2017

<b>Cash flow from financing activities</b>		
Proceeds from borrowings	(121,248.16)	-
Repayment of borrowings	-	(72,257.61)
Interest paid	(10,881.41)	(6,093.50)
Dividend paid	(6.04)	(861.72)
<b>Net cash inflow (outflow) from financing activities</b>	<b>(132,135.62)</b>	<b>(79,212.83)</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>(222,847.87)</b>	<b>3.60</b>
Cash and cash equivalents at the beginning of the year	(23,088.85)	(23,092.45)
<b>Cash and cash equivalents at the end of the year</b>	<b>(245,936.71)</b>	<b>(23,088.85)</b>
<b>Breakup of Cash and Cash Equivalent</b>		
Cash in hand	0.04	0.09
Balances with Banks		
On Current account	28.86	5,496.77
Deposits with maturity less than 3 months	-	10,491.49
<b>Total</b>	<b>28.90</b>	<b>15,988.35</b>
Less: Bank Overdraft (Refer Note 20)	245,965.62	39,077.20
<b>Total Cash and Cash Equivalent</b>	<b>(245,936.71)</b>	<b>(23,088.85)</b>

Note: Certain working capital adjustments and other adjustments included in the accompanying statement of cash flows reflect the change in balances between March 31, 2017 and March 31, 2016 including the March 31, 2017 balances grouped in line-items 'Assets classified as held for Sale' and 'liabilities directly associated with the Assets classified as held for sale' as at March 31, 2017.

The above statement of cash flows should be read in conjunction with the accompanying notes.

As per our report of even date attached  
For **M.P. Chitale & Co.**,  
Chartered Accountants

For & on behalf of the Board of Directors  
Ushdev International Limited

**Murtuza Vajiji**  
Partner

**Arvind Prasad**  
Managing Director & CEO  
DIN-01654899

**Vinay Kamat**  
Director  
DIN-00240548

Place: Mumbai  
Date : May 29, 2017

**Sucheta Jadhav**  
Chief Financial Officer

**Ruchika Shah**  
Company Secretary

# Notes

## forming part of the Financial Statements

### Note: 1

(Rs. in Lakhs)

Particulars	Cost or Deemed cost					Accumulated depreciation				Carrying Amount
	Balance as at April 1, 2016	Additions	"Acquisitions through business Combinations"	*Disposals / Adjustments	Balance as at March 31, 2017	Balance as at April 1, 2016	Eliminated on disposals of assets	Depreciation expense	Balance as at March 31, 2017	Balance as at March 31, 2017
<b>Property plant and equipment</b>										
Land	517.08	-	-	48.47	468.61	-	-	-	-	468.61
Building and structures	2.65	-	-	-	2.65	2.65	-	-	2.65	(0.00)
Vehicles	316.98	-	-	45.99	271.00	31.62	6.52	34.81	59.92	211.07
Data processing equipments	9.95	-	-	-	9.95	4.72	-	2.31	7.04	2.92
Office equipments	8.26	-	-	-	8.26	6.15	-	1.94	8.09	0.17
Furniture and fixtures	1.37	-	-	-	1.37	0.42	-	0.42	0.83	0.53
Plant & Machineries	10,897.28	-	-	8,567.71	2,329.57	686.65	1,022.77	683.39	347.27	1,982.30
Office premises	785.76	-	-	-	785.76	14.62	-	14.58	29.21	756.55
Electrical installations	0.02	-	-	-	0.02	0.02	-	-	0.02	0.00
<b>Property plant and equipment on lease :</b>										
Land	208.59	-	-	-	208.59	6.58	-	6.56	13.14	195.45
<b>Subtotal</b>	<b>12,747.94</b>	<b>-</b>	<b>-</b>	<b>8,662.17</b>	<b>4,085.77</b>	<b>753.44</b>	<b>1,029.28</b>	<b>744.01</b>	<b>468.17</b>	<b>3,617.60</b>

\*Asset comprising of Plant & Machinery and Land having Gross Block aggregating to Rs. 8567.71 lacs and accumulated depreciation aggregating to Rs. 1022.77 lacs have been classified as "Asset Held for Sale" in accordance with the requirement of Ind AS 105.

### Note: 1A

(Rs. in Lakhs)

Particulars	Cost or Deemed cost					Accumulated depreciation				Carrying Amount
	Balance as at April 1, 2016	Additions	"Acquisitions through business Combinations"	*Disposals	Balance as at March 31, 2017	Balance as at April 1, 2016	Eliminated on disposals of assets	Amortisation	Balance as at March 31, 2017	Balance as at March 31, 2017
Capital work-in-progress	19.77	-	-	-	19.77	-	-	-	-	19.77
<b>Total</b>	<b>19.77</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>19.77</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>19.77</b>

# Notes

forming part of the Financial Statements

## Note: 2

(Rs. in Lakhs)

Particulars	Cost or Deemed cost				Accumulated depreciation				Carrying Amount	
	Balance as at April 1, 2016	Additions	"Acquisitions through business Combinations"	*Disposals	Balance as at March 31, 2017	Balance as at April 1, 2016	Eliminated on disposals of assets	Amortisation	Balance as at March 31, 2017	Balance as at March 31, 2017
Software / Licences	61.93	3.86	-	-	65.79	12.11	-	12.79	24.90	40.89
<b>Total</b>	<b>61.93</b>	<b>3.86</b>	<b>-</b>	<b>-</b>	<b>65.79</b>	<b>12.11</b>	<b>-</b>	<b>12.79</b>	<b>24.90</b>	<b>40.89</b>

## Note: 1

(Rs. in Lakhs)

Particulars	Cost or Deemed cost				Accumulated depreciation				Carrying Amount	
	Balance as at April 1, 2015	Additions	"Acquisitions through business Combinations"	*Disposals / Adjustments	Balance as at March 31, 2016	Balance as at April 1, 2015	Eliminated on disposals of assets	Depreciation expense	Balance as at March 31, 2016	Balance as at March 31, 2016
<b>Property plant and equipment</b>										
Land	517.08	-	-	-	517.08	-	-	-	-	517.08
Building and structures	2.65	-	-	-	2.65	-	-	2.65	2.65	(0.00)
Vehicles	82.78	234.20	-	-	316.98	-	-	31.62	31.62	285.36
Data processing equipments	8.70	1.25	-	-	9.95	-	-	4.72	4.72	5.23
Office equipments	8.26	-	-	-	8.26	-	-	6.15	6.15	2.11
Furniture and fixtures	1.37	-	-	-	1.37	-	-	0.42	0.42	0.95
Plant & Machineries	10,897.28	-	-	-	10,897.28	-	-	686.65	686.65	10,210.63
Office premises	785.76	-	-	-	785.76	-	-	14.62	14.62	771.13
Electrical installations	0.02	-	-	-	0.02	-	-	0.02	0.02	0.00
Leasehold improvements	-	-	-	-	-	-	-	-	-	-
<b>Property plant and equipment on lease :</b>										
Land	208.59	-	-	-	208.59	-	-	6.58	6.58	202.01
<b>Subtotal</b>	<b>12,512.49</b>	<b>235.45</b>	<b>-</b>	<b>-</b>	<b>12,747.94</b>	<b>-</b>	<b>-</b>	<b>753.44</b>	<b>753.44</b>	<b>11,994.50</b>

# Notes

## forming part of the Financial Statements

### Note: 1A

(Rs. in Lakhs)

Particulars	Cost or Deemed cost					Accumulated depreciation				Carrying Amount
	Balance as at April 1, 2015	Additions	"Acquisitions through business Combinations"	*Disposals / Adjustments	Balance as at March 31, 2016	Balance as at April 1, 2015	Eliminated on disposals of assets	Amortisation	Balance as at March 31, 2016	Balance as at March 31, 2016
Capital work-in-progress	56.56	19.77	-	(56.56)	19.77	-	-	-	-	19.77
<b>Total</b>	<b>56.56</b>	<b>19.77</b>	<b>-</b>	<b>(56.56)</b>	<b>19.77</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>19.77</b>

### Note: 2

(Rs. in Lakhs)

Particulars	Cost or Deemed cost					Accumulated depreciation				Carrying Amount
	Balance as at April 1, 2015	Additions	"Acquisitions through business Combinations"	*Disposals / Adjustments	Balance as at March 31, 2016	Balance as at April 1, 2015	Eliminated on disposals of assets	Amortisation	Balance as at March 31, 2016	Balance as at March 31, 2016
Software / Licences	-	61.93	-	-	61.93	-	-	12.11	12.11	49.82
<b>Total</b>	<b>-</b>	<b>61.93</b>	<b>-</b>	<b>-</b>	<b>61.93</b>	<b>-</b>	<b>-</b>	<b>12.11</b>	<b>12.11</b>	<b>49.82</b>

### Note: 1

(Rs. in Lakhs)

Particulars	Cost or Deemed cost					Accumulated depreciation				Carrying Amount
	Balance as at April 1, 2014	Additions	"Acquisitions through business Combinations"	*Disposals / Adjustments	Balance as at March 31, 2015	Balance as at April 1, 2014	Eliminated on disposals of assets	Depreciation expense	Balance as at March 31, 2015	Balance as at March 31, 2015
<b>Property plant and equipment</b>										
Land	48.47	468.61	-	-	517.08	-	-	-	-	517.08
Building and structures	3.70	-	-	-	3.70	0.99	-	0.06	1.05	2.65
Vehicles	-	82.92	-	-	82.92	-	-	0.14	0.14	82.78
Data processing equipments	70.31	6.28	-	-	76.59	52.69	-	15.20	67.89	8.70
Office equipments	33.29	-	-	-	33.29	12.93	-	12.10	25.03	8.26
Furniture and fixtures	36.36	-	-	-	36.36	34.58	-	0.42	35.00	1.37
Plant & Machineries	15,892.01	-	-	-	15,892.01	4,309.52	-	685.21	4,994.73	10,897.28
Office premises	873.18	-	-	-	873.18	72.83	-	14.59	87.43	785.76
Electrical installations	1.45	-	-	-	1.45	1.40	-	0.02	1.43	0.02
Leasehold improvements	-	-	-	-	-	-	-	-	-	-



# Notes

forming part of the Financial Statements

Property plant and equipment on lease :										
Land	-	208.94	-	-	208.94	-	-	0.35	0.35	208.59
Subtotal	16,958.78	766.75	-	-	17,725.53	4,484.95	-	728.09	5,213.04	12,512.49

## Note: 1A

(Rs. in Lakhs)

Particulars	Cost or Deemed cost				Accumulated depreciation				Carrying Amount	
	Balance as at April 1, 2014	Additions	"Acquisitions through business Combinations"	*Disposals / Adjustments	Balance as at March 31, 2015	Balance as at April 1, 2014	Eliminated on disposals of assets	Amortisation		Balance as at March 31, 2015
Capital work-in-progress	-	56.56	-	-	56.56	-	-	-	-	56.56
Total	-	56.56	-	-	56.56	-	-	-	-	56.56

## 3 Non-Current Investments

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Unquoted</b>			
<b>Investments mandatorily measured at Fair Value through Profit or Loss</b>			
<b>Investments in equity instruments-fully paid-up</b>			
<b>i) In Subsidiaries</b>			
Hobli Property Management Private Limited	1.00	1.00	1.00
9,999 (March 31, 2016: 9,999, April 01, 2015: 9,999) shares of Rs. 10/- each			
Vijay Devraj Gupta Foundation	0.49	0.49	0.49
4,900 (March 31, 2016: 4,900, April 01, 2015: 4,900) shares of Rs. 10/- each			
<b>ii) In Others</b>			
Jankalyan Sahakari Bank Ltd	0.05	0.05	0.05
500 (March 31, 2016: 500, April 01, 2015: 500) shares of Rs.10/- each			
The Greater Bombay Co-op Bank Ltd	0.01	0.01	0.01
40 (March 31, 2016: 40, April 01, 2015: 40) Shares of Rs.25/- each			
The Shamarao Vithal Co-operative Bank Ltd	5.00	5.00	5.00
20,000 (March 31, 2016: 20,000, April 01, 2015: 20,000) shares of Rs.25/- each			

# Notes

## forming part of the Financial Statements

The Kalyan Janta Sahakari Bank Ltd.	0.10	0.10	0.10
400 (March 31, 2016: 400, April 01, 2015: 400) shares of Rs.25/- each			
UIL (Singapore) Pte Limited - Note (ii)	2,054.90	-	-
4,500,000 (March 31, 2016: 4,500,000, April 01, 2015: 4,500,000) Equity shares of USD \$ 1 each			
UIL Hongkong Limited - Note (ii)	2,483.67	-	-
351,00,000 (March 31, 2016: 35,100,000, April 01, 2015: 35,100,000) Equity shares of HKK \$ 1 each			
Uttam Galva Ferrous Ltd	1,298.73	1,299.44	1,299.44
1,00,00,000 (March 31, 2016: 10,000,000, April 01, 2015: 10,000,000) shares of Rs. 10/- each			
<b>iii) Investment in Mutual Funds</b>			
ICICI Emerging Market Fund	157.27	184.97	260.42
2,400 (March 31, 2016: 2,400, April 01, 2015: 2,400) units at Rs. 10,000 each			
<b>(A) Aggregate cost of Unquoted Investments</b>	<b>6,001.21</b>	<b>1,491.06</b>	<b>1,566.51</b>
<b>Quoted</b>			
<b>Investments mandatorily measured at Fair Value through Profit or Loss</b>			
<b>i) Investments in equity instruments-fully paid-up</b>			
India Steel Works Ltd	220.44	89.26	-
4,931,539 (March 31, 2016: 4,931,539, April 01, 2015: 4,931,539) shares of Rs. 1/- each			
Vikash Metal Ltd	36.57	-	-
6,476,478 (March 31, 2016: 6,476,478, April 01, 2015: 6,476,478) shares of Rs. 10/- each			
<b>ii) Investment in Mutual Funds</b>			
SBI Blue Chip Fund (G)	97.74	81.29	82.61
291,148 (March 31, 2016: 291,148, April 01, 2015: 291,148) units at Rs. 10/- each			
<b>(B) Aggregate Cost of Quoted Investments</b>	<b>354.76</b>	<b>170.55</b>	<b>82.61</b>
<b>Total (A+B)</b>	<b>6,355.97</b>	<b>1,661.62</b>	<b>1,649.13</b>
<b>Aggregate Cost of impairment in value of Investments</b>	<b>-</b>	<b>255.95</b>	<b>-</b>

### Note :

- i) Since the Investments are carried at fair value through profit and loss account, the market value of quoted investments is equal to the carrying value.

# Notes

## forming part of the Financial Statements

- ii) Investment in equity shares of UIL Hongkong Ltd and UIL (Singapore) Pte Ltd were classified as current investments based on management's intention to dispose all the investments. The management now intend to carry these investments and hence they have been classified as non current investments.

### 3A Current Investments

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Unquoted</b>			
<b>Investments mandatorily measured at Fair Value through Profit or Loss</b>			
<b>Investments in equity instruments-fully paid-up</b>			
Ushdev Steel Private Limited ( Erstwile known as Maa Jai Jyota Wali Steel Pvt. Ltd)			
9,999 (March 31, 2016: 9,999, April 01, 2015: 9,999) shares of Rs. 10/- each	-	-	-
UIL (Singapore) Pte Limited			
4,500,000 (March 31, 2016: 4,500,000, April 01, 2015: 4,500,000) shares of USD \$ 1 each	-	6,889.10	5,630.77
UIL Hongkong Limited			
351,00,000 (March 31, 2016: 35,100,000, April 01, 2015: 35,100,000) shares of HKK \$ 1 each	-	7,297.67	6,100.89
<b>(A) Aggregate Cost of Unquoted Investments</b>	<b>-</b>	<b>14,186.77</b>	<b>11,731.65</b>
<b>Quoted</b>			
<b>Investments mandatorily measured at Fair Value through Profit or Loss</b>			
<b>Investments in equity instruments-fully paid-up</b>			
India Steel Works Ltd			
4,931,539 (March 31, 2016: 4,931,539, April 01, 2015: 4,931,539) shares of Rs. 1/- each	-	-	150.41
<b>(B) Aggregate Cost of Quoted Investments</b>	<b>-</b>	<b>-</b>	<b>150.41</b>
<b>Total (A+B)</b>	<b>-</b>	<b>14,186.77</b>	<b>11,882.07</b>
<b>Aggregate Cost of impairment in value of Investments</b>	<b>-</b>	<b>-</b>	<b>194.80</b>

**Note :** Since the Investments are carried at fair value through profit and loss account, the market value of quoted investments is equal to the carrying value.

# Notes

## forming part of the Financial Statements

### 4 Trade receivables - Non Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>UnSecured</b>			
- Considered good:	-	32,459.05	20,075.55
- Considered doubtful:	-	1,444.74	1,219.09
Less: Allowances for expected Credit Losses	-	1,444.74	1,219.09
<b>Sub Total</b>	-	-	-
<b>Aggregate Cost of impairment in value of Investments</b>	-	32,459.05	20,075.55

### 5 Other Financial Asset - Non Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Bank Deposits - #	9,049.87	69.30	8.33
Advances to Related Parties	-	233.26	-
<b>Total</b>	<b>9,049.87</b>	<b>302.56</b>	<b>8.33</b>

Advances to Related Parties	March 31, 2017	March 31, 2016	April 1, 2015
Ushdev Windpark Pvt Ltd	-	233.26	-

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Balances with banks held as:			
Margin against Borrowings	9,049.87	-	-

# Fixed deposits of the Company are pledged as security with the banks. Subsequent to the accounts being classified as non performing assets, the probability of these fixed deposits being realised within the maturity date is remote. Hence, these fixed deposit balances have not been considered as cash and cash equivalents, but disclosed as non current assets.

# Notes

## forming part of the Financial Statements

### 6 Deferred Tax Asset / (Liabilities)

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
The balance comprises temporary / deductible differences attributable to:			
Property, plant and equipment	(157.83)	(245.96)	(222.08)
Provisions	3,037.77	295.63	454.29
Unabsorbed depreciation and losses	2,674.21	-	-
<b>Net deferred tax assets / (Liabilities)</b>	<b>5,554.15</b>	<b>49.67</b>	<b>232.21</b>

### Movement in deferred tax balances

(Rs. in Lakhs)

Particulars	"Net balance April 1, 2016"	Recognised in (profit) or loss	"Recognised in OCI"	"Net balance March 31, 2017"
<b>Deferred tax Asset</b>				
Property, plant and equipment	(245.96)	(88.13)	-	(157.83)
Provisions	295.63	(2,742.14)	-	3,037.77
Unabsorbed depreciation and losses	-	(2,674.21)	-	2,674.21
<b>Tax Assets (Liabilities)</b>	<b>49.67</b>	<b>(5,504.48)</b>	<b>-</b>	<b>5,554.15</b>

(Rs. in Lakhs)

Particulars	"Net balance April 1, 2015"	Recognised in (profit) or loss	"Recognised in OCI"	"Net balance March 31, 2016"
<b>Deferred tax asset</b>				
Property, plant and equipment	(222.08)	23.88	-	(245.96)
Provisions	454.29	158.66	-	295.63
<b>Tax Assets (Liabilities)</b>	<b>232.21</b>	<b>182.54</b>	<b>-</b>	<b>49.67</b>

### 7 Other Non Current Asset

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Capital Advance	-	4,640.35	7.62
Trade Deposits	32.44	280.28	7.65
Taxes recoverable from Government authorities	155.03	87.00	87.00
Advance for Purchase of Steel	-	5,213.13	4,728.21
Advance Tax ( Net of Provision)	2,052.06	1,844.48	1,502.34
<b>Total</b>	<b>2,239.53</b>	<b>12,065.23</b>	<b>6,332.82</b>

# Notes

## forming part of the Financial Statements

### 8 Inventories

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Inventories (lower of cost and net realisable value)</b>			
Stock in Trade	-	3,014.47	12,621.08
<b>Total</b>	<b>-</b>	<b>3,014.47</b>	<b>12,621.08</b>

### 9 Trade Receivables - Unsecured

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Unsecured:</b>			
- Considered good:	349,862.35	293,773.71	286,639.64
- Considered doubtful:	10,657.01	6.99	60.37
Less: Allowances for expected Credit Losses	10,657.01	6.99	60.37
<b>Sub Total</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>349,862.35</b>	<b>293,773.71</b>	<b>286,639.64</b>

### Trade Receivables includes amount receivable from Related Parties as under

(Rs. in Lakhs)

Trade Receivables	March 31, 2017	March 31, 2016	April 1, 2015
UIL Commodities DMCC	4,044.37	-	-
UIL Hongkong Limited	229.73	-	-
UIL Singapore Pte Limited	32.47	-	-
Ushdev Mercantile Pvt Ltd	10.01	-	-
<b>Total</b>	<b>4316.58</b>	<b>-</b>	<b>-</b>

### 10 Cash and cash equivalents

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>A. Cash &amp; Cash Equivalents</b>			
(i) Cash on hand	0.04	0.09	0.02
(ii) Balances with Banks			
On Current account	28.86	5,496.77	2,747.35
Deposits with maturity less than 3 months	-	10,491.49	16,280.60
<b>Sub Total</b>	<b>28.90</b>	<b>15,988.35</b>	<b>19,027.97</b>
<b>B. Other Bank Balances</b>			

# Notes

## forming part of the Financial Statements

Deposits with maturity for more than 12 months			
Deposits with maturity for more than 3 months but less than 12 months	-	19,635.14	119,133.97
Unpaid Dividend Bank Accounts	9.78	9.18	49.93
<b>Sub Total</b>	<b>9.78</b>	<b>19,644.32</b>	<b>119,183.90</b>
<b>Total</b>	<b>38.69</b>	<b>35,632.67</b>	<b>138,211.87</b>

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Balances with banks held as:</b>			
Margin against Borrowings	-	29,430.02	131,678.85

### 11 Loans - Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>a) Loans to related parties</b>			
UnSecured: Considered good:	666.38	-	-
<b>b) Loans Given</b>			
UnSecured: Considered good:	97.99	-	-
<b>Total</b>	<b>764.37</b>	<b>-</b>	<b>-</b>

(Rs. in Lakhs)

Loans to related parties	March 31, 2017	March 31, 2016	April 1, 2015
P.G. Mercantile Pvt Ltd	414.53	-	-
Ushdev Wind Park Pvt. Ltd.	228.10	-	-
PG Trader	23.76	-	-
<b>Total</b>	<b>666.38</b>	<b>-</b>	<b>-</b>

### 12 Other Financial Asset - Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Loans & Advances to related parties	0.03	151.89	218.08
<b>Total</b>	<b>0.03</b>	<b>151.89</b>	<b>218.08</b>

(Rs. in Lakhs)

Loans & Advances to related parties	March 31, 2017	March 31, 2016	April 1, 2015
UIL hongkong Limited	-	151.89	-
Ushdev Securities Limited	0.03	-	-

# Notes

## forming part of the Financial Statements

UIL Singapore Pte Ltd	-	-	2.77
Ushdev Windpark Pvt. Ltd.	-	-	201.27
Montex Trading Private Limited	-	-	0.03
Ushdev Trade Limited	-	-	0.03
Honest Trading Corporation	-	-	0.05
Shree Shyam Exim	-	-	13.93
<b>Total</b>	<b>0.03</b>	<b>151.89</b>	<b>218.08</b>

### 13 Other Current Asset

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Advance recoverable in cash or kind or for value to be received	4,673.99	59.25	36.40
Advance for Purchase of Steel	30,573.35	19,918.77	27,649.99
Prepaid Expenses	282.22	1,176.74	2,635.02
Other Receivable	-	33.53	37.64
<b>Derivatives</b>			
- Foreign exchange forward contracts	-	-	1,253.96
Trade Deposits	-	-	261.43
<b>Total</b>	<b>35,529.55</b>	<b>21,188.29</b>	<b>31,874.43</b>

### 14 Equity Share Capital

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>(i) Authorised :</b>			
35,00,00,000 (March 31, 2016: 35,000,000, April 01, 2015: 35,000,000) Equity shares of the par value of INR 1 each ((March 31, 2016: INR 10 each, April 01, 2015: INR 10 each)	3,500.00	3,500.00	3,500.00
<b>Total</b>	<b>3,500.00</b>	<b>3,500.00</b>	<b>3,500.00</b>

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>(ii) Issued and Subscribed:</b>			
35,00,00,000 (March 31, 2016: 35,000,000, April 01, 2015: 35,000,000) Equity shares of the par value of INR 1 each ((March 31, 2016: INR 10 each, April 01, 2015: INR 10 each)	3,384.94	3,384.94	3,384.94
<b>Total</b>	<b>3,384.94</b>	<b>3,384.94</b>	<b>3,384.94</b>



# Notes

## forming part of the Financial Statements

- (iii) Reconciliation of number of equity shares outstanding at the beginning and the end of the year :

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Outstanding at the beginning of the year	33,849,400	33,849,400
Share Split during the year (From FV Rs. 10 to FV Rs. 1) (Note 1)	304,644,600	-
Outstanding at the end of the year	338,494,000	33,849,400

### Note 1

The shareholders of the company have approved split of one equity share of Rs. 10 each into ten equity shares of Re. 1 each.

- (iv) Rights, preferences and restrictions attached to Equity shares

"The Company has issued only one class of equity shares having a par value of INR 1 each. Each equity shareholder is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders."

- (v) Shareholders holding more than 5% shares in the Company is set out below:

Name of Shareholder	March 31, 2017		March 31, 2016		April 01, 2015	
	No of shares	%	No of shares	%	No of shares	%
Suman Gupta	69,311,260	20.48%	6,931,126	20.48%	6,931,126	20.48%
Chhaya Ilesh Gadhia	19,216,920	5.68%	1,921,692	5.68%	1,921,692	5.68%
UD Trading Group Holding Pte Ltd	84,159,520	24.86%	8,415,952	24.86%	8,415,952	24.86%
Dempsey Commodities Holdings Pte Ltd.	44,236,000	13.07%	4,423,600	13.07%	4,423,600	13.07%

- (vi) Equity shares reserved for issue under employee stock option scheme

Information related to Employee Stock Option Plan/Scheme, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in Note 44.

### 15 Other Equity

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Security Premium Reserve			
Balance as per Last balance Sheet	30,687.33	30,687.33	30,687.33
Addition During the Year	-	-	-

# Notes

## forming part of the Financial Statements

Deduction During the year	-	-	-
<b>As at end of year</b>	<b>30,687.33</b>	<b>30,687.33</b>	<b>30,687.33</b>
<b>General Reserve</b>			
Balance as per Last balance Sheet	6,426.75	5,905.20	3,870.32
Addition During the Year	-	521.55	2,034.88
Deduction During the year	-	-	-
<b>As at end of year</b>	<b>6,426.75</b>	<b>6,426.75</b>	<b>5,905.20</b>
<b>Employee Stock Options</b>			
Balance as per Last balance Sheet	788.31	591.44	-
Addition During the Year	81.50	196.87	591.44
Deduction During the year	-	-	-
<b>As at end of year</b>	<b>869.82</b>	<b>788.31</b>	<b>591.44</b>
<b>Surplus / Retained Earnings</b>			
Balance as per Last balance Sheet	58,794.96	52,667.48	27,763.72
Addition During the Year	-22,900.49	7,510.74	20,348.84
Deduction During the year	-	-	-
<b>Amount available for appropriations</b>	<b>35,894.47</b>	<b>60,178.22</b>	<b>48,112.56</b>
Appropriation :			
Transfer to General Reserve	-	521.55	2,034.88
Final Dividend and tax thereon Paid for Last year	6.04	861.71	-
<b>IND As Adjustment</b>	<b>-</b>	<b>-</b>	<b>6,589.80</b>
<b>As at end of year</b>	<b>35,888.43</b>	<b>58,794.96</b>	<b>52,667.48</b>
<b>Other Comprehensive Income</b>			
Balance as per Last balance Sheet	30.51	6.65	-
Transfer from Statement of Profit and Loss	59.13	23.86	6.65
Deduction During the year	-	-	-
<b>As at end of year</b>	<b>89.64</b>	<b>30.51</b>	<b>6.65</b>
<b>Gross Total</b>	<b>73,961.97</b>	<b>96,727.86</b>	<b>89,858.09</b>

### 16 Borrowings - Non Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Secured - at amortized cost</b>			
Term loans			

# Notes

## forming part of the Financial Statements

- from banks	79.73	3,323.22	4,156.25
- from others	18.27	27.92	-
<b>Total</b>	<b>98.00</b>	<b>3,351.13</b>	<b>4,156.25</b>

### Terms of Repayments:

Name of Bank	Nature of Loan	Mode of Repayment	Interest Type	"EMI Amount (Rs. In Lacs) "	Date of Maturity	Security
HDFC Bank	Vehicle	Repayable in 60 monthly instalments over the period of loan	Fixed Rate	0.78	2019-20	Respective Vehicle/s under Loan
HDFC Bank	Vehicle			0.83		
HDFC Bank	Vehicle			0.20		
HDFC Bank	Vehicle			0.30		
ICICI Bank	Vehicle			1.81		
Daimler Financial Services India Pvt. Ltd.	Vehicle			0.83		

### 17 Trade Payables - Non Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Trade Payables:</b>			
Micro, Small & Medium Enterprises	-	-	-
Others	-	10,543.87	6,234.02
<b>Total</b>	<b>-</b>	<b>10,543.87</b>	<b>6,234.02</b>

### 18 Provisions - Non Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Provision for Employee's Benefits:</b>			
Provision for Gratuity (Refer Note 35)	65.57	85.06	71.54
<b>Total</b>	<b>65.57</b>	<b>85.06</b>	<b>71.54</b>

### 19 Other Non Current liabilities

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Security Deposits	19.05	25.58	23.86
<b>Total</b>	<b>19.05</b>	<b>25.58</b>	<b>23.86</b>

# Notes

## forming part of the Financial Statements

### 20 Borrowings - Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Secured - at amortized cost</b>			
(a) Loans repayable on demand			
- from banks (Bank overdraft)	245,965.62	39,077.20	42,120.42
- from others			
(b) Other loans	-	132,082.21	203,552.97
<b>Unsecured - at amortized cost</b>			
(a) Loans repayable on demand			
- from banks	314.52	321.45	303.23
- from others			
Domestic currency loan	2,930.57	-	-
- from related parties			
Domestic currency loan	1,722.08	-	-
Foreign currency loan	5,975.98	-	-
<b>Total</b>	<b>256,908.77</b>	<b>171,480.86</b>	<b>245,976.62</b>

(Rs. in Lakhs)

Loans from related parties	March 31, 2017	March 31, 2016	April 1, 2015
Vijay Gupta Foundation	201.61	-	-
Montex Trading Private Limited	115.03	-	-
Ushdev Commercial Services Pvt. Ltd.	1,088.90	-	-
Ushdev Steel Pvt Ltd.	316.54	-	-
UIL Commodities DMCC	5,975.98	-	-
<b>Total</b>	<b>7,698.06</b>	<b>-</b>	<b>-</b>

# Company has not serviced the working capital facilities availed from Consortium Bankers. Amount of total overdue for various credit facilities is as under -

Sr. No.	Account Type	Amount
1	Cash Credits (CC)	134097.92
2	LC Devolvments	60791.32
	<b>Total</b>	<b>194889.25</b>

Detail of lender wise defaults with the type of borrowings are as under -

# Notes

forming part of the Financial Statements

Bank Name	Account Type	Amount of default as at the balance sheet date	Period of default
Andhra Bank	CC	12.34	Various dates ranging from 31.10.16 to 31.03.17
	LC Devolvement	3,779.25	Various dates ranging from 05.07.16 to 31.03.17
	LC Devolvement	3,034.18	Various dates ranging from 19.11.16 to 31.03.17
Bank of Baroda	CC	7,988.85	Various dates ranging from 07.07.16 to 27.03.17
	LC Devolvement	556.37	Various dates ranging from 29.09.16 to 31.03.17
Bank of Maharashtra	CC	15,789.47	Various dates ranging from 09.09.16 to 31.12.16
Central Bank of India	LC Devolvement	10,666.65	Various dates ranging from 20.07.16 to 31.03.17
Dena Bank	CC	62.64	Various dates ranging from 29.10.16 to 31.03.17
	LC Devolvement	1,019.11	Various dates ranging from 18.08.16 to 30.11.16
	LC Devolvement	201.46	Various dates ranging from 18.08.16 to 30.11.16
	LC Devolvement	644.35	Various dates ranging from 18.08.16 to 30.11.16
	LC Devolvement	2,245.03	Various dates ranging from 13.10.16 to 31.03.17
	LC Devolvement	760.06	Various dates ranging from 21.10.16 to 31.03.17
	LC Devolvement	789.72	Various dates ranging from 24.10.16 to 31.03.17
	LC Devolvement	869.23	Various dates ranging from 28.10.16 to 31.03.17
	LC Devolvement	945.73	Various dates ranging from 03.11.16 to 31.03.17
	LC Devolvement	2,329.65	Various dates ranging from 29.12.16 to 31.03.17
	LC Devolvement	207.63	Various dates ranging from 30.12.16 to 31.03.17
	LC Devolvement	387.55	Various dates ranging from 02.01.17 to 31.03.17
	LC Devolvement	991.87	Various dates ranging from 03.01.17 to 31.03.17
	LC Devolvement	1,118.09	Various dates ranging from 03.01.17 to 31.03.17
LC Devolvement	890.90	Various dates ranging from 09.01.17 to 31.03.17	
ICICI Bank	CC	374.55	Various dates ranging from 28.10.16 to 31.03.17
	LC Devolvement	1,974.37	Various dates ranging from 23.02.17 to 31.03.17
	LC Devolvement	6,430.17	Various dates ranging from 09.09.16 to 31.03.17
	LC Devolvement	10,473.87	Various dates ranging from 10.11.16 to 31.03.17
	LC Devolvement	4,328.83	Various dates ranging from 03.11.16 to 31.03.17
IDBI bank	CC	31,127.63	Various dates ranging from 31.05.16 to 31.03.17
Indian Overseas bank	CC	11,775.35	Various dates ranging from 17.06.16 to 31.03.17
Oriental bank of Commerce	CC	11,103.87	Various dates ranging from 23.08.16 to 31.03.17

# Notes

## forming part of the Financial Statements

State bank of India	LC Devolvement	2,127.23	Various dates ranging from 09.01.17 to 31.03.17
	CC	9,738.71	Various dates ranging from 10.1.17 to 31.01.17
		16,051.04	Various dates ranging from 05.07.16..31.03.17
		9,044.71	Various dates ranging from 07.09.16 to 31.03.17
		10,117.71	Various dates ranging from 20.10.16 to 31.03.17
		10,911.04	Various dates ranging from 13.07.16 to 31.03.17
UCO bank	LC Devolvement	1,048.43	Various dates ranging from 04.07.16 to 31.03.17
		693.18	Various dates ranging from 28.07.16 to 31.03.17
		395.86	Various dates ranging from 10.08.16 to 31.03.17
		360.80	Various dates ranging from 10.08.16 to 31.03.17
		234.54	Various dates ranging from 10.08.16 to 31.03.17
		921.16	Various dates ranging from 10.10.16 to 31.03.17
		340.76	Various dates ranging from 13.10.16 to 31.03.17
		25.27	Various dates ranging from 30.12.16 to 31.03.17
<b>Total</b>		<b>194,889.25</b>	

Details of unpaid Interest are not included in the above table since they are not provided for.

### 21 Trade Payables - Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Trade Payables:			
Micro, Small & Medium Enterprises			
Others	65,478.04	45,971.35	53,242.16
Acceptances	1,926.33	86,794.29	101,335.75
<b>Total</b>	<b>67,404.37</b>	<b>132,765.63</b>	<b>154,577.91</b>

### 22 Other Financial liabilities - Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Current Maturities of Long-Term Debt (Refer Note No 16)	57.00	941.49	840.00
Dues to Related parties	218.33	1,057.51	111.15
Interim/Final Dividend Unpaid	9.45	9.18	49.93
<b>Derivatives</b>			
- Foreign exchange forward contracts	-	3,156.78	318.42
Other Payables	592.50	509.95	386.34
<b>Total</b>	<b>877.27</b>	<b>5,674.92</b>	<b>1,705.84</b>

# Notes

## forming part of the Financial Statements

Dues to Related parties	March 31, 2017	March 31, 2016	April 1, 2015
Portman Properties Pvt Ltd	0.19	-	-
P.G. Mercantile Pvt. Ltd.	-	-	1.37
Ushdev Mercantile Pvt. Ltd.	92.92	7.54	48.37
Ushdev Power Holdings Private Limited	15.96	8.62	61.42
Honest Trading Company	18.47		-
UIL Commodities DMCC	-	950.95	-
Ud Trading Group Holding Pte Ltd.	90.79	90.41	-
<b>Total</b>	<b>218.33</b>	<b>1,057.52</b>	<b>111.16</b>

### 23 Provisions - Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Provision for Grautity (Refer Note 35)	0.24	0.30	0.16
<b>Total</b>	<b>0.24</b>	<b>0.30</b>	<b>0.16</b>

### 24 Other current liabilities

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Advance from Customers	12,591.70	384.37	16,257.38
Duties & Taxes	11.08	32.75	67.64
<b>Total</b>	<b>12,602.78</b>	<b>417.12</b>	<b>16,325.02</b>

### 25 Current tax assets and liabilities (Net)

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Current tax liabilities (Net)</b>			
Provision for tax (net of advance tax)	2,091.46	2,092.70	-
<b>Current Tax Liabilities (Net)</b>	<b>2,091.46</b>	<b>2,092.70</b>	<b>-</b>

### 26 Revenue From Operations

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Sales	248,395.17	814,291.76
Wind Power Operations	1,860.24	1,435.85
<b>Total</b>	<b>250,255.41</b>	<b>815,727.61</b>

# Notes

## forming part of the Financial Statements

### 27 Other Income

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Interest Income	12,470.19	7,424.72
Other non Operating Income		
- Rent Income	11.00	10.95
- Miscellaneous Income	72.48	474.49
- Net gain on Investment carried at FVTPL	-	2,317.19
<b>Total</b>	<b>12,553.67</b>	<b>10,227.36</b>

### 28 Employee Benefit Expenses

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Employee Emoulements	490.87	706.22
Share based payments	81.50	196.87
Contribution to provident funds	32.49	37.83
Provision for Gratuity	39.58	37.52
Staff Welfare Expenses	4.72	8.35
<b>Total</b>	<b>649.17</b>	<b>986.80</b>

### 29 Other Expenses

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Repairs and Maintenance	9.83	16.07
Open Access, Meter reading and wheeling charges	539.45	396.55
Insurance Premuim	106.50	186.63
Legal Charges	110.68	143.04
Professional Charges	211.17	290.12
Auditors Remuneration (Refer Note 29 (a) below)	10.33	56.72
Rent	143.35	344.25
Rates and Taxes	3.76	14.68
Security Charges	0.12	51.47
Advertisement Expenses	18.89	63.37
Travelling Expenses	26.20	111.57
Discounts	10.62	-
Bad Debts	-	332.02
Donation	45.23	353.99
Clearing Forwarding & Insurance	73.05	867.51



# Notes

## forming part of the Financial Statements

Detention & Demurrage Charges	159.86	85.00
Other expenses	91.05	186.44
Loss on Exchange Fluctuation (Net)	6,502.74	11,121.47
Allowances for Expected Credit loss	9,485.22	644.36
Net loss on Investment carried at FVTPL	9,581.67	-
Prior Period Expenses	41.95	-
Loss on sale of asset	3.19	-
<b>Total</b>	<b>27,174.87</b>	<b>15,265.27</b>

### Note 29(a) : Details of payments to auditors

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Audit fee	10.33	25.19
Other Matters	-	31.53
<b>Total</b>	<b>10.33</b>	<b>56.72</b>

### Note 29(b) : Corporate social responsibility expenditure

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
i) Gross Amount required to be spent by the Company during the year	335.35	347.47
ii) Amount spent during the year		
a) Construction/acquisition of any asset	-	-
b) On purpose other than above (ii) (a) - In cash	-	353.99
c) On purposes other than above (ii) (a) - Yet to be paid in cash	-	-

### 30 Finance Cost

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Interest		
- On Fixed Term Loans	511.21	627.41
- On Cash Credit	8,179.46	3,275.80
- Others	2,190.74	2,190.29
Discounting Charges	4,713.42	3,176.62
Other Finance Charges	5,314.02	5,754.42
Loss on Exchange Fluctuation (Net)	-	9,915.51
<b>Total</b>	<b>20,908.86</b>	<b>24,940.06</b>

# Notes

## forming part of the Financial Statements

### 31 Earnings Per Share

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Basic Earnings per share	(6.75)	2.23
Diluted Earnings per share	(6.70)	2.20
Nominal Value of Shares	1.00	1.00

The calculation of basic and diluted earnings per share has been based on the following profit attributable to equity shareholders and weighted-average number of equity shares outstanding.

(Rs. in Lakhs)

No of shares	March 31, 2017	March 31, 2016
<b>i. Profit attributable to equity shareholders (basic &amp; diluted)</b>		
Profit/(loss) for the year, attributable to equity shareholders of the company	(22,841.35)	7,534.60
<b>ii. Weighted average number of equity shares (basic)</b>		
Issued equity shares as at the beginning of the year	338,494,000	338,494,000
<b>Weighted average number of shares as at the end of the year</b>	<b>338,494,000</b>	<b>338,494,000</b>
<b>iii. Weighted average number of equity shares (diluted)</b>		
Weighted-average number of equity shares (basic) as at the beginning of the year	338,494,000	338,494,000
Adjustments for calculation of diluted earnings per share		
- Equity share options	2,269,690	3,821,350
<b>Weighted average number of equity shares and potential equity shares as at the end of the year</b>	<b>340,763,690</b>	<b>342,315,350</b>

#### Information concerning the classification of securities

(i) Options granted to employees under the Ushdev Stock Option Scheme 2014 are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share. Details relating to the options are set out in Note 44.

# Notes

## forming part of the Financial Statements

### 32 Significant Accounting Policies

#### General Information

Ushdev International Limited (“the Company”) is a public limited company, which is domiciled and incorporated in the Republic of India with its registered office situated at New Harileela House, 6th Floor, Mint Road, Mumbai - 400 001. The Company was incorporated under the Companies Act, 1956 on May 18, 1994. The Company is one of India’s largest Companies in the Metal trading sector with its core businesses in Metal Trading and Wind Power Generation.

#### Significant Accounting Policies

##### 1. Compliance with Ind AS

The Company’s financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

These financial statements include the balance sheet, the statement of profit and loss, the statement of changes in equity and the statement of cash flows and notes, comprising a summary of significant accounting policies and other explanatory information—and comparative information in respect of the preceding period.

Up to the year ended March 31, 2016, the Company prepared its financial statements in accordance with the requirements of generally accepted accounting principles (GAAP) in compliance with Accounting Standards as specified in the Companies (Accounting Standards) Rules, 2006 read with Rule 7(1) of the Companies (Accounts) Rules, 2014 issued by the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. These are the Company’s first Ind AS financial Statements. The date of transition to Ind AS is April 1, 2015.

The company has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101 First-time Adoption of Indian Accounting Standards.

Refer Note 46 for the details of first time adoption exemptions availed by the Company.

##### 2. Basis of Accounting

The Company maintains its accounts on accrual basis following the historical cost convention except certain financial instruments that are measured at fair values in accordance with Ind AS.

Fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level I inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access at measurement date
- Level II inputs are inputs, other than quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level III inputs are unobservable inputs for the asset or liability

##### 3. Presentation of financial statements

The financial statements (except Statement of Cash-flow) are prepared and presented in the format prescribed in Division II – IND AS Schedule III (“Schedule III”) to the Companies Act, 2013.

# Notes

## forming part of the Financial Statements

The Statement of Cash Flow has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows".

Disclosure requirements with respect to items in the financial statements, as prescribed in Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards.

Amounts in the financial statements are presented in Indian Rupees in Lakhs in line with the requirements of Schedule III. Per share data are presented in Indian Rupees to two decimal places.

#### 4. Key estimates and assumptions

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions that impact the reported amount of assets, liabilities, income, expenses and disclosure of contingent liabilities as at the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as on the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Difference between the actual and estimates are recognised in the period in which they actually materialise or are known. Any revision to accounting estimates is recognised prospectively. Management believes that the estimates used in preparation of Financial Statements are prudent and reasonable.

#### 5. Foreign Currency

##### Functional and presentation currency

The financial statements of the Company are presented using Indian Rupee (INR) i.e. currency of the primary economic environment in which the entity operates ('the functional currency').

##### Transactions and balances

Foreign currency transactions are translated into the respective functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.

Premium/Discount in respect of forward contracts is accounted over the period of contract

#### 6. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Escalation and other claims, which are not ascertainable/acknowledged by customers, are not taken into account. Revenue is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Criteria for recognition of revenue are as under:

a) Sale of Goods

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- i. significant risks and rewards of ownership of the goods are transferred to the buyer;

# Notes

## forming part of the Financial Statements

- ii. Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- iii. it is probable that economic benefits associated with transaction will flow to the Company; and
- iv. amount of revenue can be measured reliably;
- b) In cases where trade contracts provide for crystallization of price or for price adjustment on a subsequent date, corresponding purchase and sales are recognized on the basis of expected settlement price and any differential determined subsequently is accounted for at the time of final settlement.
- c) Income from sale of electricity is recognized as per the terms and conditions of the agreement with the Customer. Renewable Energy Credit Income is recognized when realized.
- d) Interest income is recognized on a time proportion basis taking into account amount outstanding and applicable interest rate.
- e) Dividend is recognised when the company's right to receive the payment is established, which is generally when shareholders approve the dividend.

### 7. Property, Plant and Equipment (PPE)

PPE is recognized when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Freehold land is carried at historical cost. All other items of PPE are stated at cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment. Cost includes expenditure that is directly attributable to the acquisition and installation of such assets

PPE not ready for the intended use on the date of the Balance Sheet is disclosed as "capital work-in-progress".

Assets having individual cost of less than Rs 5000/- are fully depreciated in the year of Acquisition.

#### Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives specified in schedule II to the Companies Act, 2013 and useful life is as under:

Type of Asset with Useful Life

Type of Asset	Life
Leasehold Land	Over the Lease Period
Building	60 Years
Office Premises	60 Years
Plant and Machinery used in windpower generation	22 Years
Office Equipment	5 Years
Computer Equipment's	3 Years
Furniture and Fixtures	10 Years

# Notes

## forming part of the Financial Statements

Electrical Fittings	10 Years
Vehicle	8 Years

### 8. Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably. Intangible assets acquired by the Company are measured at cost less accumulated amortisation and any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition and installation of such assets.

#### Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives.

The intangible assets are amortised over the estimated useful lives as given below:

Type of Asset	Life
Computer software	5 years

### 9. Impairment of Non Financial Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

### 10. Non-current assets held for sale/ distribution to owners and discontinued operations

The Company classifies non-current assets and disposal groups as 'Held For Sale' if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn.

Non-current assets held for sale and disposal groups are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

### 11. Inventories

Inventory is valued at cost or net realizable value whichever is lower. Cost includes all non refundable taxes and expenses incurred to bring the inventory to the present location. Cost is determined using the FIFO (first-in-first-out) method of valuation.

### 12. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

# Notes

## forming part of the Financial Statements

Other borrowing costs are expensed in the period in which they are incurred.

### 13. Provisions & Contingencies

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events for which it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated as at the balance sheet date.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. Information on contingent liabilities is disclosed in the notes to financial statements unless the possibility of an outflow of resources embodying economic benefit is remote.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

### 14. Leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership over the lease term are classified as operating lease. Lease payments for assets taken on operating lease are recognised as an expense in the Profit and Loss Account on a straight-line basis over the lease term.

### 15. Income Tax

Income tax expense for the period is the tax payable on the current period's taxable income based on the applicable income tax rate and changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The current income tax charge is calculated in accordance with the provisions of the Income Tax Act 1961.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted at the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary differences and brought forward losses only if it is probable that future taxable profit will be available to realise the temporary differences.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

### 16. Employee Benefits

#### a) Short-term Obligations

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. These are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

# Notes

## forming part of the Financial Statements

- b) Post-employment obligations i.e.
  - Defined benefit plans and
  - Defined contribution plans.

### Defined benefit plans:

The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets. The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. Remeasurements are not reclassified to profit or loss in subsequent periods.

### Defined contribution plans:

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

## 17. Share Based Payments

Share based compensation benefits are provided to employees via Ushdev Stock Option Scheme 2014. The cost of equity-settled transactions is determined by using fair value at the date when the grant is made using an appropriate valuation model in accordance with Ind AS 102 - Share Based Payments.

The fair value of options granted under the Ushdev Stock Option Scheme 2014 is recognised as an employee benefits expense with a corresponding increase in share-based payment (SBP) reserves in other equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense.

## 18. Financial Instruments

### Initial Recognition

Financial instruments i.e. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial instruments (other than financial instruments at fair value through profit or loss) are added to or deducted from the fair value of the financial instruments, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial instruments assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

### Subsequent Measurement

#### **Financial Assets**

All recognised financial assets are subsequently measured at amortized cost except financial assets carried at fair value through Profit and loss (FVTPL) or fair value through other comprehensive income (FVOCI).



# Notes

## forming part of the Financial Statements

a) Equity investments (other than investments in subsidiaries, associates and joint venture)

All equity investments falling within the scope of Ind-AS 109 are mandatorily measured at Fair Value Through Profit and Loss (FVTPL) with all fair value changes recognized in the Statement of Profit and Loss.

The Company has an irrevocable option of designating certain equity instruments as FVOCI. Option of designating instruments as FVOCI is done on an instrument-by-instrument basis. The classification made on initial recognition is irrevocable.

If the Company decides to classify an equity instrument as FVOCI, then all fair value changes on the instrument are recognized in Statement of Other Comprehensive Income (SOI). Amounts from SOI are not subsequently transferred to profit and loss, even on sale of investment.

b) Derecognition

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired, or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement; and with that a) the Company has transferred substantially all the risks and rewards of the asset, or b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

c) Impairment of financial assets

The Company applies the expected credit loss model for recognising allowances for expected credit loss on financial assets measured at amortised cost.

### Financial Liabilities

#### Classification

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### Subsequent Measurement

Loans and borrowings are subsequently measured at Amortised costs using Effective Interest Rate (EIR), except for financial liabilities at fair value through profit or loss. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Amortisation is included as a part of Finance Costs in the Statement of Profit and Loss

Financial liabilities recognised at FVTPL, including derivatives, shall be subsequently measured at fair value.

a) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

#### Derivatives financial instruments

The Company uses derivative financial instruments, such as forward currency contracts to mitigate its foreign currency risks. Such derivative financial instruments are initially recognised at fair value

# Notes

## forming part of the Financial Statements

on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

### **Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

### **Re-classification of financial instruments**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest. The Company has not reclassified any financial asset during the current year or previous year.

# Notes

## forming part of the Financial Statements

### 33 Financial Instruments – Fair Values And Risk Management

#### A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(Rs. in Lakhs)

March 31, 2017	Notes	Carrying amount				Fair value			Total
		Fair value through profit and loss	Fair value through OCI	Amortised Cost	Total	Level 1	Level 2	Level 3	
<b>Financial assets measured at fair value</b>									
<b>Investments</b>									
- Equity instruments	3,3A	6,100.96	-	-	6,100.96	257.01	-	5,843.94	6,100.96
- Venture Capital / Mutual Fund	3,3A	255.01	-	-	255.01	97.74	-	157.27	255.01
	-	<b>6,355.97</b>	-	-	<b>6,355.97</b>	-	-	-	-
<b>Financial liabilities measured at fair value</b>									
<b>Derivative Financial Liabilities</b>									
- Foreign exchange forward contracts	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
<b>Financial assets measured at amortized cost</b>									
Trade receivables	4,9	-	-	349,862.35	349,862.35	-	-	-	-
Cash and cash equivalents	10A	-	-	28.90	28.90	-	-	-	-
Bank Balance other than cash & cash equivalents	10B	-	-	9.78	9.78	-	-	-	-
Loans	11	-	-	764.37	764.37	-	-	-	-
Other Financial Asset	5,12	-	-	0.03	0.03	-	-	-	-
	-	-	-	<b>350,665.43</b>	<b>350,665.43</b>	-	-	-	-
<b>Financial liabilities measured at amortized cost</b>									
Borrowings	16,20	-	-	257,006.77	257,006.77	-	-	-	-
Trade payables	17,21	-	-	67,404.37	67,404.37	-	-	-	-
Other Financial Liabilities	22	-	-	877.27	877.27	-	-	-	-
<b>Derivative Financial Liabilities</b>									
- Foreign exchange forward contracts	22	-	-	-	-	-	-	-	-
	-	-	-	<b>325,288.41</b>	<b>325,288.41</b>	-	-	-	-

# Notes

## forming part of the Financial Statements

(Rs. in Lakhs)

March 31, 2016	Notes	Carrying amount				Fair value			Total
		Fair value through profit and loss	Fair value through OCI	Amortised Cost	Total	Level 1	Level 2	Level 3	
<b>Financial assets measured at fair value</b>									
<b>Investments</b>									
- Equity instruments	3,3A	15,582.12	-	-	15,582.12	89.26	-	15,492.86	15,582.12
- Venture Capital / Mutual Fund	3,3A	266.27	-	-	266.27	81.29	-	184.97	266.27
	-	<b>15,848.38</b>	-	-	<b>15,848.38</b>	-	-	-	-
<b>Financial liabilities measured at fair value</b>									
<b>Derivative Financial Liabilities</b>									
- Foreign exchange forward contracts	22	3,156.78	-	-	3,156.78	-	3,156.78	-	-
	-	<b>3,156.78</b>	-	-	<b>3,156.78</b>	-	-	-	-
<b>Financial assets measured at amortized cost</b>									
Trade receivables	4 & 9	-	-	326,232.75	326,232.75	-	-	-	-
Cash and cash equivalents	10A	-	-	15,988.35	15,988.35	-	-	-	-
Bank Balance other than cash & cash equivalents	10B	-	-	19,644.32	19,644.32	-	-	-	-
Loans	11	-	-	-	-	-	-	-	-
Other Financial Asset	5 & 12	-	-	454.45	454.45	-	-	-	-
	-	-	-	<b>362,319.88</b>	<b>362,319.88</b>	-	-	-	-
<b>Financial liabilities measured at amortized cost</b>									
Borrowings	16 & 20	-	-	174,832.04	174,832.04	-	-	-	-
Trade payables	17 & 21	-	-	143,309.51	143,309.51	-	-	-	-
Other Financial Liabilities	22	-	-	2,518.14	2,518.14	-	-	-	-
	-	-	-	<b>320,659.68</b>	<b>320,659.68</b>	-	-	-	-

(Rs. in Lakhs)

April 01, 2015	Notes	Carrying amount				Fair value			Total
		Fair value through profit and loss	Fair value through OCI	Amortised Cost	Total	Level 1	Level 2	Level 3	
<b>Financial assets measured at fair value</b>									
<b>Investments</b>									
- Equity instruments	3,3A	13,188.16	-	-	13,188.16	150.41	-	13,037.74	13,188.16
- Venture Capital / Mutual Fund	3,3A	343.04	-	-	343.04	82.61	-	260.42	343.04
	-	<b>13,531.19</b>	-	-	<b>13,531.19</b>	-	-	-	-

# Notes

## forming part of the Financial Statements

Financial liabilities measured at fair value									
Derivative Financial Liabilities									
- Foreign exchange forward contracts	22	318.42	-	-	318.42	-	318.42	-	-
	-	318.42	-	-	318.42	-	-	-	-
Financial assets measured at amortized cost									
Trade receivables	4 & 9	-	-	306,715.18	306,715.18	-	-	-	-
Cash and cash equivalents	10A	-	-	19,027.97	19,027.97	-	-	-	-
Bank Balance other than cash & cash equivalents	10B	-	-	119,183.90	119,183.90	-	-	-	-
Loans	11	-	-	-	-	-	-	-	-
Other Financial Asset	5 & 12	-	-	226.41	226.41	-	-	-	-
	-	-	-	445,153.47	445,153.47	-	-	-	-
Financial liabilities measured at amortized cost									
Borrowings	16 & 20	-	-	250,132.87	250,132.87	-	-	-	-
Trade payables	17 & 21	-	-	160,811.93	160,811.93	-	-	-	-
Other Financial Liabilities	22	-	-	1,387.42	1,387.42	-	-	-	-
	-	-	-	412,332.22	412,332.22	-	-	-	-

### Valuation technique used to determine fair value

Investments included in Level 1 of Fair Value Hierarchy are based on prices quoted in stock exchange and/or NAV declared by the Funds.

Investments included in Level 2 of Fair Value Hierarchy have been valued based on inputs from banks and other recognised institutions such as FIMMDA/FEDAI.

Investments included in Level 3 of Fair Value Hierarchy have been valued using acceptable valuation techniques such as Net Asset Value and/or Discounted Cash Flow Method.

### B. Financial Risk Management

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

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

#### Risk management framework

The Company's activities expose it to a variety of financial risks such as credit risk, market risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and to minimize potential adverse effects on its financial performance. The primary market risk is foreign exchange risk and Interest risk. The company uses derivative financial instruments to mitigate foreign exchange related risks.

# Notes

## forming part of the Financial Statements

### I. Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans and advances.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The maximum exposure to credit risk for trade and other receivables by type of counterparty was as follows :

(Rs. in Lakhs)

Particulars	Notes	Carrying Amount		
		March 31, 2017	March 31, 2016	April 01, 2015
<b>Financial Assets (Non-current)</b>				
Trade and other receivables	4	-	32,459.05	20,075.55
Other financial assets	5	9,049.87	302.56	8.33
<b>Financial Assets (Current)</b>				
Cash and cash equivalents	10A	28.90	15,988.35	19,027.97
Bank Balance other than cash & cash equivalents above	10B	9.78	19,644.32	119,183.90
Loans	11	764.37	-	-
Other financial assets	12	0.03	151.89	218.08
Trade and other receivables	9	349,862.35	293,773.71	286,639.64
<b>Total</b>		<b>359,715.30</b>	<b>362,319.88</b>	<b>445,153.47</b>

#### a) Trade receivable

The company individually monitors the sanctioned credit limits as against the outstanding balances.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade receivables. The Company uses a provision matrix to compute the expected credit loss for trade receivables. The Company has developed this matrix based on historical data as well as forward looking information pertaining to assessment of credit risk.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in note 9. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdiction and Industries and operate largely in Independent markets.

#### b) Concentration of credit risk



# Notes

## forming part of the Financial Statements

Company has a geographic concentration of trade receivables which is given below :

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Domestic Trade Receivables	76,762.69	61,367.67	50,028.36
Foreign Trade Receivables	273,099.66	264,865.08	256,686.83
<b>Total</b>	<b>349,862.35</b>	<b>326,232.75</b>	<b>306,715.18</b>

The following table gives concentration of credit risk in terms of Top 10 amounts receivable from customers

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Trade Receivables	217,167.13	229,775.89	273,913.29
<b>Total</b>	<b>217,167.13</b>	<b>229,775.89</b>	<b>273,913.29</b>

### Credit Risk exposure

The following are details of allowances on expected credit loss and its movement thereon

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Balance at the beginning	1,451.73	1,279.46	-
Add: Provisions made/(reversed)	9,205.29	172.26	1,279.46
Less: Written off	-	-	-
Others	-	-	-
<b>Balance as at the end</b>	<b>10,657.01</b>	<b>1,451.73</b>	<b>1,279.46</b>

Management believes that the unimpaired amounts which are past due are collectible in full.

### c) Cash and cash equivalents

Cash and cash equivalents of INR 28.90 Lakhs at March 31, 2017 (March 31, 2016: INR 15988.35 Lakhs, March 31, 2015: INR 19027.97 Lakhs). The cash and cash equivalents are held with bank and financial institution counterparties with good credit rating.

## II. Liquidity risk

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

"During the F.Y. 2016-17, the Company faced liquidity problems in realisation of amounts due from debtors. This has resulted in the company facing liquidity issues and being unable to service its debt obligation. The Company has been classified as non performing asset (NPA) by Consortium Bankers. The Company has submitted a restructuring plan to the Joint lenders forum, which is pending for approval. The Company believes that the chances of the plan being approved are strong and hence, interest charged aggregating to Rs. 11347.78 Lacs by the banks after the date on which the accounts became NPA has not been provided for. Since the Company has been classified as non performing asset by Consortium Bankers, the

# Notes

## forming part of the Financial Statements

company also faces the risk of penal interest.”

a) Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts disclosed in the table are the contractual undiscounted cash flows.

(Rs. in Lakhs)

March 31, 2017	Carrying amount	Overdue	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
<b>Non-derivative financial liabilities</b>							
Borrowings	257,006.77	194,889.25	62,019.52	57.00	41.01	-	257,006.77
Trade and other payables	67,404.37	-	67,404.37	-	-	-	67,404.37
Other financial liabilities	877.27	-	877.27	-	-	-	877.27
<b>Derivative Financial Liabilities</b>							
- Foreign exchange forward contracts	-	-	-	-	-	-	-
<b>Contingent consideration</b>							
- Financial Guarantee	58,895.00	-	58,895.00	-	-	-	58,895.00

(Rs. in Lakhs)

March 31, 2016	Carrying amount	Overdue	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
<b>Non-derivative financial liabilities</b>							
Borrowings	174,832.04	-	171,513.05	2,049.83	1,269.16	-	174,832.04
Trade and other payables	143,309.51	-	143,309.51	-	-	-	143,309.51
Other financial liabilities	5,674.92	-	5,674.92	-	-	-	5,674.92
<b>Derivative Financial Liabilities</b>							
- Foreign exchange forward contracts	3,156.78	-	3,156.78	-	-	-	3,156.78
<b>Contingent consideration</b>							
- Financial Guarantee	59,878.50	-	59,878.50	-	-	-	59,878.50





# Notes

## forming part of the Financial Statements

(Rs. in Lakhs)

April 01, 2015	Carrying amount	Over-due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
<b>Non-derivative financial liabilities</b>							
Borrowings	250,132.87	-	246,099.20	905.00	940.00	2,188.67	250,132.87
Trade and other payables	160,811.93	-	160,811.93	-	-	-	160,811.93
Other financial liabilities	1,705.84	-	1,705.84	-	-	-	1,705.84
<b>Derivative Financial Liabilities</b>							
- Foreign exchange forward contracts	318.42	-	318.42	-	-	-	318.42
<b>Contingent consideration</b>							
- Financial Guarantee	101,781.25	-	101,781.25	-	-	-	101,781.25

### III. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Interest rate risk, currency risk and other price risk such as equity price risk and commodity risk.

#### a) Currency Risk

The company operates internationally and portion of the business is transacted in USD currencies and consequently the company is exposed to foreign exchange risk through its sales in overseas market and purchases from overseas suppliers in foreign currency. Foreign currency exchange rate exposure is partly balanced by purchasing of goods and services in the respective currencies and through derivative instruments.

The company evaluates exchange rate exposure arising from foreign currency transactions and the company follows established risk management policies, including the use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk.

#### (i) Exposure to Currency Risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows.

# Notes

## forming part of the Financial Statements

(Rs. in Lakhs)

Currency	March 31, 2017		March 31, 2016		April 01, 2015	
	USD	INR	USD	INR	USD	INR
<b>Financial Assets</b>						
Trade receivables	4,328.88	280,727.72	4,009.34	265,618.96	3,927.24	245,452.69
Advance given to Creditors	62.86	4,076.51	46.96	3,111.38	92.45	5,777.86
Foreign exchange forward contracts	-	-	56.22	3,724.31	882.39	55,149.19
<b>Net exposure to foreign currency risk (Assets)</b>	<b>4,391.74</b>	<b>284,804.23</b>	<b>4,112.52</b>	<b>272,454.65</b>	<b>4,902.08</b>	<b>306,379.73</b>
<b>Financial Liabilities</b>						
Borrowings	92.15	5,975.93	250.66	16,606.32	207.37	12,960.40
Buyers Credit	-	-	1,988.47	131,736.08	3,251.57	203,222.90
Trade payables	678.93	44,028.62	701.72	46,488.83	833.40	52,087.22
Advance from Customer	41.53	2,692.94	90.89	6,021.77	100.11	6,256.92
Letter of Credit	296.27	19,213.11	171.96	11,392.02	296.27	18,516.88
<b>Net exposure to foreign currency risk (Liabilities)</b>	<b>1,108.88</b>	<b>71,910.59</b>	<b>3,203.70</b>	<b>212,245.02</b>	<b>4,688.71</b>	<b>293,044.31</b>

The following significant exchange rates have been applied during the year.

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
USD 1	64.85	66.25	62.50

### Note on Foreign Currency exposure on assets and liabilities

During the year Company has entered into foreign exchange contracts, being derivative instruments to mitigate foreign currency risk, to establish the amount of currency in Indian Rupees required or available at the settlement date of certain payables and receivables.

The following are the outstanding foreign currency forward contracts entered into by

(Rs. in Lakhs)

Particulars	Buy / Sell	March 31, 2017	March 31, 2016	April 01, 2015	Cross Currency
USD	Sell	-	1,831.00	2,558.93	INR
USD	Buy	-	1,823.71	3,441.32	INR

### (ii) Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against all other currencies at March 31 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis

# Notes

## forming part of the Financial Statements

assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales, purchases and borrowings.

(Rs. in Lakhs)

USD (3% movement)	March 31, 2017 Profit or (loss)		March 31, 2016 Profit or (loss)		April 01, 2015 Profit or (loss)	
	Strengthening	Weakening	Strengthening	Weakening	Strengthening	Weakening
Financial Assets	8,544.13	(8,544.13)	8,173.64	(8,173.64)	9,191.39	(9,191.39)
Financial Liabilities	(1,638.71)	1,638.71	(6,367.35)	6,367.35	(8,791.33)	8,791.33
<b>Total</b>	<b>6,905.41</b>	<b>(6,905.41)</b>	<b>1,806.29</b>	<b>(1,806.29)</b>	<b>400.06</b>	<b>(400.06)</b>

### b) Commodity Risk

The Company is effected by the price volatility of certain commodities that are traded on the London Metal Exchange (LME). Since the Company enters into purchase contract based on LME prices only if there is a committed sales contract of the same commodities in identical quantities that one traded in LME. The risk of price fluctuations in commodities is mitigated.

### c) Interest Rate Risk

The Company manages its Interest rate risk by having a balanced portfolio of Interest bearing and Interest free loans and borrowings.

#### i. Exposure To Interest Rate Risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the company is as follows.

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Fixed-rate instruments</b>			
Financial liabilities	155.00	258.96	-
<b>Variable-rate instruments</b>			
Financial liabilities	246,280.14	175,514.53	250,972.87
<b>Total</b>	<b>246,435.14</b>	<b>175,773.49</b>	<b>250,972.87</b>

#### ii. Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

(Rs. in Lakhs)

	March 31, 2017 Profit or (loss)		March 31, 2016 Profit or (loss)	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
Variable-rate instruments	(2,462.80)	2,462.80	(1,755.15)	1,755.15
<b>Cash flow sensitivity</b>	<b>(2,462.80)</b>	<b>2,462.80</b>	<b>(1,755.15)</b>	<b>1,755.15</b>

# Notes

## forming part of the Financial Statements

### 34 Income tax expense

This note provide an analysis of the Company's income tax expense, show amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the company's tax positions.

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
<b>(a) Income Tax Expense</b>		
<b>Current Tax</b>		
Current tax on profits for the year	-	2,750.00
<b>Total Current Tax Expense</b>	-	<b>2,750.00</b>
<b>Deferred Tax</b>		
Decrease (increase) in deferred tax assets	(5,416.35)	158.66
(Decrease) increase in deferred tax liabilities	(88.13)	23.88
<b>Total Deferred Tax Expense/(Benefit)</b>	<b>(5,504.48)</b>	<b>182.54</b>
<b>Tax Expense For The Year</b>	<b>(5,504.48)</b>	<b>2,932.54</b>
<b>(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:</b>		
Profit before income tax expense	(28,405.96)	10,751.14
Tax at the Indian tax rate of 30.90% (2015-2016 - 34.608%)	-	3,720.76
Tax effect of amounts which are not deductible(taxable) in calculating taxable income:		
- Difference of WDV in tax books and books of accounts	(88.13)	(23.88)
- Fair Value on Investment	-	(823.10)
- Provision for MTM on forward Contracts	-	(200.22)
- Provision for ECL	-	223.00
- Donation	-	25.89
- Provision for doubtful debts	-	-
- Provisions	(2,742.14)	10.20
- Unabosbed Depreciation and Losses	(2,674.21)	-
<b>Income tax expense</b>	<b>(5,504.48)</b>	<b>2,932.54</b>

### 35 Provisions

#### Provision for employee benefit obligation

The Company contributes to the following post-employment plans in India.

# Notes

## forming part of the Financial Statements

### “Defined Contribution Plans:

The Company pays provident fund contributions to publicly administered provident funds as per local regulations and are recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. There are no further obligations other than the contributions payable to the appropriate authorities.”

The Company recognised 11.38 Lakhs for the year ended March 31, 2017 (March 31, 2016 Rs. 13.66 lakhs) towards provident fund contribution.

### Defined Benefit Plan:

The Company’s gratuity scheme is defined benefit plan. The Company’s liability for the defined benefit scheme is actuarially determined based on the projected unit credit method. The Company’s net obligations in respect of such plans is calculated by estimating the amount of future benefit that the employees have earned in return for their services and the current and prior periods that benefit is discounted to determine its present value and the fair value of the plan asset is deducted. Actuarial gains and losses are recognised in Other Comprehensive Income.

“In accordance with the provisions of the Payment of Gratuity Act, 1972, the Company has a defined benefit plan which provides for gratuity payments. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amounts are based on the respective employee’s last drawn salary and the years of employment with the Company. Liabilities in respect of the gratuity plan are determined by an actuarial valuation, based upon which the Company makes the provision.”

The most recent actuarial valuation of the defined benefit obligation along with the fair valuation of the plan assets in relation to the gratuity scheme was carried out as at March 31, 2017. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation and the plan assets as at balance sheet date:

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Defined benefit obligation	65.81	85.36	71.71
Fair value of plan assets	-	-	-
<b>Net defined benefit (obligation)/assets</b>	<b>65.81</b>	<b>85.36</b>	<b>71.71</b>

### i. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components :

(Rs. in Lakhs)

Particulars	Defined benefit obligation		Fair value of plan assets		“Net defined benefit (asset) liability”	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Opening balance	85.36	71.71	-	-	85.36	71.71
Included in profit or loss						

# Notes

## forming part of the Financial Statements

Current service cost	32.75	30.32	-	-	32.75	30.32
Interest cost (income)	6.83	5.56	-	-	6.83	5.56
<b>Included in OCI</b>						
Remeasurement loss (gain):	-	-	-	-	-	-
Actuarial loss (gain) arising from:	-	-	-	-	-	-
Financial assumptions	6.67	-	-	-	6.67	-
Experience adjustment	(65.81)	(22.23)	-	-	(65.81)	(22.23)
Return on plan assets excluding interest income	-	-	-	-	-	-
	<b>65.81</b>	<b>85.36</b>	-	-	<b>65.81</b>	<b>85.36</b>
<b>Other</b>						
Contributions paid by the employer	-	-	-	-	-	-
Benefits paid	-	-	-	-	-	-
<b>Closing balance</b>	<b>65.81</b>	<b>85.36</b>	-	-	<b>65.81</b>	<b>85.36</b>
<b>Represented by</b>						
Net defined benefit asset			-	-		
Net defined benefit liability	(65.81)	(85.36)	-	-	-	-
	<b>(65.81)</b>	<b>(85.36)</b>	-	-	-	-

### iii. Significant Estimates : Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Discount rate	7.50%	8.00%
Future salary growth	15.00%	15.00%
Rate of employee turnover	For service 0-2 yrs 15.00 % p.a., For 2-5 yrs 2.00% p.a. & For service 5 yrs and above 0.00 % p.a.	For service 0-2 yrs 15.00 % p.a., For 2-5 yrs 2.00% p.a. & For service 5 yrs and above 0.00 % p.a.
Mortality rate	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

Assumptions regarding future mortality have been based on published statistics and mortality tables.

# Notes

## forming part of the Financial Statements

### 36 Disclosure of related parties / related party transactions :

#### A. List of related parties :

##### i) Key Management Personnel

Mr. Prateek Gupta (Vice Chairman)

Mrs. Suman Gupta (Chairman)

Mr. Arvind Prasad (Managing Director and Chief Executive Officer)

Mr. Ashwin Rathi (Managing Director and Chief Financial Officer) (till 22nd November, 2016)

Mrs. Sucheta Jadhav (Chief Financial Officer) (from 22nd November, 2016)

Mrs. Ruchika Shah (Company Secretary) (from 12th August, 2016)

Mr. Harish Anchan (Company Secretary) (till 12th August, 2016)

##### ii) Relatives of Key Management Personnel

Mrs. Ginni Gupta

Ms. Natasha Gupta

##### iii) Subsidiaries

Hobli Property Management Private Limited

Vijay Devraj Gupta Foundation

##### iv) Fellow Subsidiaries

UIL Singapore Pte Limited

UIL Hong Kong Ltd

UIL Commodities DMCC

##### v) Other Related parties

1 Enshrine Property Management Private Limited

2 Ushdev Mercantile Private Limited

3 Hurricane Wind farms Private Limited

4 Ushdev Trade Limited

5 Montex Trading Private Limited

6 Globecon Commercial Services Private Limited (Formerly known as "Ushdev Commercial Services Private Limited")

7 P G Mercantile Private Limited

8 Ushdev Securities Limited

9 Ushdev Power Holdings Private Limited

10 Vijay Gupta (HUF)

11 Ushdev Wind park Private Limited

12 Typhoon Wind farms Private Limited

13 Ushdev MG Wind farms Private Limited

14 Ushdev Engitech Limited

# Notes

## forming part of the Financial Statements

- 15 Ushdev Wind Power Ltd
- 16 Ushdev Engitech TN Private Limited
- 17 Shree Shyam Exim
- 18 Ushdev Metals & Minerals Private Limited
- 19 UIL Mining & Commercial Services Pvt. Ltd.
- 20 Portman Properties Pvt. Ltd.
- 21 Uttam IT Parks Projects Pvt. Ltd.
- 22 Ushdev Steel Pvt. Ltd. (Formerly known as Maa Jai Jyotawali Steels Private Limited)
- 23 Beanstalk Training & Assessments Private Limited

### B. Transactions during the year :

(Rs. in Lakhs)

Sr. No.	Nature of transaction	Subsidiaries	Other Related Parties	Key Management Personnel & Relatives	Total
1.	<b>Loans &amp; Advances:</b>				
	<b>Loans Given :</b>				
	Ushdev Wind Park Pvt. Ltd.	-	141.04	-	141.04
		(-)	(28.00)	(-)	(28.00)
	Montex Trading Private Limited	-	0.30	-	0.30
		(-)	(-)	(-)	(-)
	Ushdev Commercial Services Pvt. Ltd.	-	255.40	-	255.40
		(-)	(-)	(-)	(-)
	Ushdev Mercantile P Ltd	-	11.91	-	11.91
		(-)	(-)	(-)	(-)
	Ushdev Power Holdings Pvt Ltd	-	8.62	-	8.62
		(-)	(-)	(-)	(-)
	Ushdev Securities Limited	-	0.03	-	0.03
		(-)	(-)	(-)	(-)
	PG Traders	-	25.00	-	25.00
		(-)	(-)	(-)	(-)
	Honest Trading	-	22.94	-	22.94
		(-)	(-)	(-)	(-)
	P G Mercantile Private Limited	-	574.39	-	574.39
		(-)	(-)	(-)	(-)



# Notes

## forming part of the Financial Statements

<b>2</b>	<b>Unsecured Loans :</b>				
	<b>Loan Taken :</b>				
	UIL Commodities DMCC	-	5,809.15	-	5,809.15
		(-)	(3,911.56)	(-)	(3,911.56)
	P G Mercantile Private Limited	-	159.87	-	159.87
		(-)	(2,351.52)	(-)	(2,351.52)
	Ushdev Steels Private Limited	-	-	-	-
		(-)	(1,455.88)	(-)	(1,455.88)
	Montex Trading Pvt Ltd	-	115.33	-	115.33
		(-)	(-)	(-)	(-)
	Ushdev Commercial Services Pvt. Ltd.	-	1,344.30	-	1,344.30
		(-)	(-)	(-)	(-)
	Ushdev Mercantile Pvt Ltd	-	97.29	-	97.29
		(-)	(-)	(-)	(-)
	Ushdev Power Holdings Pvt Ltd	-	15.96	-	15.96
		(-)	(-)	(-)	(-)
	Ushdev Wind Park Pvt. Ltd.	-	171.71	-	171.71
		(-)	(-)	(-)	(-)
	PG Traders	-	1.24	-	1.24
		(-)	(-)	(-)	(-)
	Honest Trading	-	41.41	-	41.41
		(-)	(-)	(-)	(-)
	Portman Properties Pvt Ltd	-	0.19	-	0.19
		(-)	(-)	(-)	(-)
<b>3</b>	<b>Income :</b>				
	<b>Risk Management fees :</b>				
	UIL Hongkong Limited	-	81.06	-	81.06
		(-)	(184.93)	(-)	(184.93)
	UIL Singapore Pte Limited	-	32.43	-	32.43
		(-)	(62.18)	(-)	(62.18)
<b>4</b>	<b>Interest Received :</b>				
	Ushdev Wind Park Pvt. Ltd.	-	25.51	-	25.51
		(-)	(15.54)	(-)	(15.54)
<b>5</b>	<b>Expense :</b>				

# Notes

## forming part of the Financial Statements

	<b>Rent Paid :</b>				
	Ushdev Mercantile Private Limited	-	-	-	-
		(-)	(106.86)	(-)	(106.86)
	<b>Interest Paid :</b>				
	P G Mercantile Private Limited	-	-	-	-
		(-)	(65.03)	(-)	(65.03)
	Ushdev Steels Private Limited	-	-	-	-
		(-)	(42.78)	(-)	(42.78)
	<b>Professional Fees :</b>				
	Ushdev Power Holdings Private Limited	-	-	-	-
		(-)	(62.40)	(-)	(62.40)
	<b>Donation Given :</b>				
	Vijay Devraj Gupta Foundation	-	-	-	-
		(274.00)	(-)	(-)	(274.00)
	<b>Remuneration to Key Management Personnel : -</b>				
	Arvind Prasad	-	-	51.27	51.27
		(-)	(-)	(52.20)	(52.20)
	Ashwin Rathi	-	-	21.13	21.13
		(-)	(-)	(56.87)	(56.87)
	Ruchika Shah	-	-	5.17	5.17
		(-)	(-)	(-)	(-)
	Sucheta Jadhav	-	-	14.50	14.50
		(-)	(-)	(-)	(-)
	Harish Anchan	-	-	-	-
		(-)	(-)	(3.94)	(3.94)
<b>5</b>	<b>Corporate Guarantee :</b>				
	UIL Hongkong Limited	-	-	-	-
		(-)	(33,127.50)	(-)	(33,127.50)
	UIL Singapore Pte Limited	-	-	-	-
		(-)	(13,251.00)	(-)	(13,251.00)
	Ushdev Engitech Limited	-	-	-	-
		(-)	(13,500.00)	(-)	(13,500.00)

# Notes

## forming part of the Financial Statements

6	<b>Purchases:</b>				
	UIL Commodities DMCC	-	127.86	-	127.86
		(-)	(762.82)	(-)	(762.82)
7	<b>Sales:</b>				
	UIL Commodities DMCC	-	3,192.53	-	3,192.53
		(-)	(-)	(-)	(-)

(Figures in bracket represents previous years' amounts)

### C. Outstanding as at March 31, 2017 :

(Rs. in Lakhs)

Sr. No.	Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
1	<b>Loans to Related Parties :</b>			
	Ushdev Windpark Pvt. Ltd.	202.59	233.26	201.27
	PG Traders	23.76	-	-
	P.G. Mercantile Pvt. Ltd.	414.53	-	-
	UIL Hongkong Ltd.	-	151.89	-
	UIL Singapore Pte Ltd	-	-	2.77
	Montex Trading Private Limited	-	-	0.03
	Ushdev Trade Limited	-	-	0.03
	Honest Trading Corporation	-	-	0.05
	Shree Shyam Exim	-	-	13.93
	<b>Total</b>	<b>640.87</b>	<b>385.15</b>	<b>218.08</b>
2	<b>Loans from Related Parties</b>			
	P.G. Mercantile Pvt. Ltd.	-	-	1.37
	UIL Commodities DMCC	-	950.95	-
	Montex Trading Private Limited	115.03	-	-
	Globecon Commercial Services Private Limited (Formerly known as "Ushdev Commercial Services Private Limited")	1,088.90	-	-
	Ushdev Steel Pvt Ltd	316.54	-	-
	Vijay Devraj Gupta Foundation	201.61	-	-
	<b>Total</b>	<b>1,722.08</b>	<b>950.95</b>	<b>1.37</b>
3	<b>Trade Receivables</b>			
	UIL Commodities DMCC	4,044.37	-	-

# Notes

## forming part of the Financial Statements

	UIL Hongkong Ltd.	229.73	-	-
	UIL Singapore Pte Ltd	32.47	-	-
	Ushdev Mercantile Pvt. Ltd.	10.01	-	-
	<b>Total</b>	<b>4,316.58</b>	-	-
<b>4</b>	<b>Other Financials Assets - Current</b>			
	Ushdev Securities Limited	0.03	-	-
<b>5</b>	<b>Other Financial liabilities - Current</b>			
	Ushdev Mercantile Pvt. Ltd.	92.92	7.54	48.37
	Ushdev Power Holdings Private Limited	15.96	8.62	61.42
	Portman Properties Pvt Ltd	0.19	-	-
	Honest Trading Corporation	18.47	-	-
	<b>Total</b>	<b>218.33</b>	<b>106.57</b>	<b>109.79</b>

As required under Section 186(4) of the Companies, Act, 2013, the company has provided corporate guarantees and loans to its related parties for working capital facilities.

### 37 Accounting for Operating Leases

The Company has operating leases for premises, the leases are renewable on periodic basis and cancelable in nature.

### 38 Capital Management

#### a) Risk Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

Company monitors capital using a ratio of 'Adjusted Net Debt' to 'Equity'. For this purpose, Adjusted Net Debt is defined as total liabilities, comprising loans/borrowings less cash and cash equivalents.

The Company's Debt to Equity ratio at March 31, 2017 was as follows.

(Rs. in Lakhs)

Particulars	Notes	March 31, 2017	March 31, 2016	April 01, 2015
Total Borrowings	16 & 20	257,006.77	174,832.04	250,132.87
Less : Cash and cash equivalents	10A	28.90	15,988.35	19,027.97
<b>Adjusted net debt</b>		<b>256,977.87</b>	<b>158,843.69</b>	<b>231,104.90</b>
<b>Total equity</b>		<b>77,346.91</b>	<b>100,112.80</b>	<b>93,243.03</b>
Adjusted net debt to equity ratio		3.32	1.59	2.48

# Notes

## forming part of the Financial Statements

### b) Dividends

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
<b>(i) Equity shares</b>		
Final dividend for the year ended March 31, 2016 of INR 1 ( March 31, 2015 - INR 2.10 per fully paid share	6.04	861.71
<b>(ii) Dividend not recognised at the end of the reporting period</b>		
The directors have not recommended the payment of dividend for the F.Y. 2016-17	-	-

### 39 Operating Segment

"Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director (MD) and Chief Operating Officer (COO) of the Company. The Company has identified only one segment i.e. Metals Trading as reporting segment based on the information reviewed by CODM."

### 40 Contingent Liabilities

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>(a) Contingent liabilities</b>			
The Company had contingent liabilities at 31 March 2017 in respect of:			
i) Claims against the company not acknowledged as debts	490.00	490.00	490.00
ii) Disputed Income Tax Demand	29,988.19	1,074.67	-
iii) Disputed Sales Tax/VAT Demands	29,979.55	-	-
iv) Corporate Guarantees issued by Company	58,895.00	59,878.50	101,781.25

### 41 Commitments

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>(a) Capital commitments</b>			
i) Estimated amount of Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities	14,815.65	15,519.65	105.57

### 42 Going Concern

During the previous year, due to payments from Debtors not materializing, the Company's account with the consortium banks has become irregular and many banks have classified the account as NPA. The payments from the company's debtors had been held up since we were

# Notes

## forming part of the Financial Statements

unable to fulfill our contractual commitments for supplies of materials both in the domestic and international markets, leading to a significant decline in sales. the Company has submitted its short term and long term revival plan to the lenders. The objective of the short term business plan is to keep the operations of the Company running till the approval of the proposed long term restructuring package by the lenders by availing Holding on Operations (HOO). The Long Term Revival Plan covers the aspects of revival of operations to full extent and meeting the dues of lenders on approval of the restructuring plan by the lenders. Based on the revival plans, the company is confident of resuming operations and hence, accounts are prepared on a going concern basis.

### 43 Asset/ Liabilities Held for Sale

The Company has entered into a business transfer agreement for sale of certain windmills, pending approvals from bankers/ authorities. The assets and its related liabilities have been classified as "Held For Sale"

(Rs. in Lakhs)

Particulars	March 31, 2017
<b>Assets Classified as Held for Sale</b>	
Property, Plant and Equipment	7,593.41
Trade Receivables	346.95
Other Current Assets	17.90
<b>Total Assets Held for Sale</b>	<b>7,958.26</b>
<b>Liabilities directly associated with assets classified as held for sale</b>	
Trade Payables	151.07
Long term Borrowings - #	3,465.54
<b>Total Liabilities Held for Sale</b>	<b>3,616.61</b>

# Company has defaulted in repayment of principal and interest due on term loan availed from State Bank of India (erstwhile State Bank of Travancore) for an amount aggregating to Rs. 225 lacs and Interest of Rs. 87.17 lacs for 2 quarters - October to March 2017. Company has also defaulted in repayment of principal amount of Canara Bank amounting to Rs. 81.95 lacs.

### 44 Share Based Payments

#### (a) Ushdev Stock Option Scheme 2014

In the annual general meeting held on 5th September, 2014, the shareholders approved the issue of employee stock options under the Scheme titled "Ushdev Stock Option Scheme 2014" in two tranches i.e. 3,664,500 and 178,510 Employee Stock Options under Tranche one and Tranche two respectively.

The scheme allows the issue of options to employees of the Company and its subsidiaries (whether in India or abroad). Each option comprises one underlying equity share.

As per the Scheme, the Remuneration / Compensation Committee grants the options to the employees deemed eligible. The options granted vest over a period of 3 years from the date of the grant in proportions specified in the Scheme. Options may be exercised within 3 years of vesting.



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(Rs. in Lakhs)

Set out below is a summary of options granted under the plan:

	March 31, 2017 Profit or (loss)		March 31, 2016 Profit or (loss)	
	Average exercise price per share option (INR)	Number of options	Average exercise price per share option (INR)	Number of options
Opening balance	1.00	3,821,350	1.00	3,843,010
Granted during the year	-	-	-	-
Exercised during the year	-	-	-	-
Lapsed during the year	1.00	1,551,660	1.00	21,660
<b>Closing balance</b>		<b>2,269,690</b>		<b>3,821,350</b>
<b>Vested and exercisable</b>		<b>453,940</b>		<b>2,432,320</b>

No options expired during the periods covered in the above tables.

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant date	Expiry date	Exercise price	March 31, 2017 Share options	March 31, 2016 Share options	April 01, 2015 Share options
May 12, 2014	May 12, 2024	1.00	-	1,500,000	1,500,000
May 12, 2014	May 12, 2024	1.00	1,462,500	1,462,500	1,462,500
May 12, 2014	May 12, 2024	1.00	351,000	351,000	351,000
May 12, 2014	May 12, 2024	1.00	351,000	351,000	351,000
January 23, 2015	January 23, 2025	1.00	-	33,330	33,330
January 23, 2015	January 23, 2025	1.00	62,290	62,290	62,290
January 23, 2015	January 23, 2025	1.00	21,450	21,450	21,450
January 23, 2015	January 23, 2025	1.00	21,450	21,450	21,450
January 23, 2015	January 23, 2025	1.00	-	18,330	12,220
January 23, 2015	January 23, 2025	1.00	-	-	9,440
January 23, 2015	January 23, 2025	1.00	-	-	18,330
<b>Total</b>			<b>2,269,690</b>	<b>3,821,350</b>	<b>3,843,010</b>

### (i) Fair value of options granted

The fair value of grant date of options granted during the year ended March 31, 2017 is mentioned in the table below. The fair value at grant date is determined using the Black Scholes model which takes into account the exercise price, the term of option, the share price at grant

# Notes

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date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

			March 31, 2017	March 31, 2016	April 01, 2015
Grant date	Expiry date	Fair Value	Share options	Share options	Share options
May 12, 2014	May 12, 2024	23.60	-	1,500,000	1,500,000
May 12, 2014	May 12, 2024	23.60	1,462,500	1,462,500	1,462,500
May 12, 2014	May 12, 2024	23.60	351,000	351,000	351,000
May 12, 2014	May 12, 2024	23.60	351,000	351,000	351,000
January 23, 2015	January 23, 2025	32.70	-	33,330	33,330
January 23, 2015	January 23, 2025	32.70	62,290	62,290	62,290
January 23, 2015	January 23, 2025	32.70	21,450	21,450	21,450
January 23, 2015	January 23, 2025	32.70	21,450	21,450	21,450
January 23, 2015	January 23, 2025	32.70	-	18,330	12,220
January 23, 2015	January 23, 2025	32.70	-	-	9,440
January 23, 2015	January 23, 2025	32.70	-	-	18,330
<b>Total</b>			<b>2,269,690</b>	<b>3,821,350</b>	<b>3,843,010</b>

The model inputs for options granted during the year ended March 31, 2017 included:

### ESOP, 2014 granted on 12 May 2014

Options are granted and outstanding for a consideration as mentioned in the below table and 50% of options vest after 1 year and 50% of options after 2 years.

	May 12, 2024
Exercise Price	INR 1
Grant Date	May 12, 2014
Expiry Date	May 12, 2024
Share price at grant date	INR 24.93/-
Expected price volatility of the company's shares	1-40.04%
Expected dividend yield	1-0.84%
Risk free interest rate	8.40%

### ESOP, 2014 granted on 23 January 2015

Options are granted and outstanding for a consideration as mentioned in the below table and 50% of options vest after 1 year and 50% of options after 2 years.



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	January 23, 2025
Exercise Price	INR 1
Grant Date	January 23, 2015
Expiry Date	January 23, 2025
Share price at grant date	INR 34.02/-
Expected price volatility of the company's shares	2-54.34%
Expected dividend yield	2-0.62%
Risk free interest rate	8.40%

### b) Expense arising from share based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Employee stock option plan	81.50	196.87
<b>Total</b>	<b>81.50</b>	<b>196.87</b>

### 45 Disclosure on Specified Bank Notes (SBNs)

During the year, the Company had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December, 30 2016, the denomination wise SBNs and other notes as per the notification is given below:

(Rs. in Lakhs)

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on November 08, 2016	10,000	90,286	100,286
Add: Cash Withdrawals	-	135,000	135,000
Less: Permitted payments	-	212,168	212,168
Less: Amount deposited in banks	10,000	-	10,000
<b>Closing cash in hand as on December 30, 2016</b>	<b>-</b>	<b>13,118</b>	<b>13,118</b>

\* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

### 46 First time adoption of Ind AS

#### Transition to Ind AS

Pursuant to the Companies (Indian Accounting Standard) Rules, 2015, Company has adopted March 31, 2017 as reporting date for first time adoption of Indian Accounting Standard (Ind-AS) and consequently April 1, 2015 as the transition date for preparation of financial statements. The financial statements for the year ended March 31, 2017, are the first financials, prepared in accordance with Ind-AS. Upto the Financial year ended March 31, 2016, Company prepared

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## forming part of the Financial Statements

its financial statements in accordance with the Accounting Standards notified under the Section 133 of the Companies Act, 2013, read together with Companies (Accounts) Rules 2014 (Previous GAAP). For preparing these financial statements, opening balance sheet was prepared as at April 01, 2015 i.e. the date of transition to Ind-AS. The figures for the previous periods and for the year ended March 31, 2016 have been restated, regrouped and reclassified, wherever required to comply with Ind-AS and Schedule III to the Companies Act, 2013 and to make them comparable.

This note explains the principal adjustments made by Company in restating its financial statements prepared in accordance with the Previous GAAP, including the balance sheet as at April 01, 2015 and the financial statements as at March 31, 2016 and for the year ended March 31, 2016.

### A. Exemptions and exceptions availed

"Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS."

#### A.1 Ind AS optional exemptions

##### A.1.1 Share Based Payments

"The Company is allowed to apply Ind AS 102, Share-Based Payment, to equity instruments that remain unvested as of transition date. The Company has elected to avail itself of this exemption and apply the requirements of Ind AS 102 to all such grants under the 2015 Plan (formerly 'the 2011 Plan'). Accordingly, these options have been measured at fair value as against intrinsic value previously under IGAAP. The excess of stock compensation expense measured using fair value over the cost recognized under IGAAP using intrinsic value has been adjusted in 'Share Option Outstanding Account', with the corresponding impact taken to the retained earnings as on the transition date."

##### A.1.2 Derecognition of financial assets and financial liabilities

The Company has elected to apply derecognition requirements for financial assets and financial liabilities in Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

##### A.1.3 Classification and measurement of financial assets

The Company has classified the financial assets in accordance with Ind AS 109 on the basis of facts and circumstances that exist at the date of transition to Ind AS.

##### A.1.4 Use of Deemed cost

The Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 01, 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

The Company has elected to continue with the carrying value of all of its intangible assets recognised as at April 01, 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

### A.2 Ind AS mandatory exceptions

The company has applied the following exceptions from full retrospective application of Ind AS as mandatorily required under Ind AS 101:

# Notes

## forming part of the Financial Statements

### A.2.1 Estimates

"An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at April 01 2015 are consistent with the estimates as at the same date made in conformity with previous GAAP. The company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- 1) Investment in equity instruments carried at FVPL or FVOCI;
- 2) Impairment of financial assets based on expected credit loss model."

### B Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

#### Reconciliation of equity as at April 01, 2015

(Rs. in Lakhs)

	Notes to first time adoption	Amount as per previous GAAP*	Effects of transition to Ind AS	Amount as per Ind AS
<b>I ASSETS</b>				
<b>1 NON-CURRENT ASSETS</b>				
(a) Property, plant and equipment		12,512.49	-	12,512.49
(b) Capital work-in-progress		56.56	-	56.56
(c) Intangible assets		-	-	-
(d) Financial assets				
(i) Investments	1	1,350.08	299.05	1,649.13
(ii) Trade receivables	2	20,542.60	(467.06)	20,075.55
(iii) Others		8.33	-	8.33
(e) Deferred Tax Asset (net)		232.21	-	232.21
(f) Other non-current assets		6,332.82	-	6,332.82
<b>TOTAL NON-CURRENT ASSETS</b>		<b>41,035.09</b>	<b>(168.01)</b>	<b>40,867.08</b>
<b>2 CURRENT ASSETS</b>				
(a) Inventories		12,621.08	-	12,621.08
(b) Financial assets				
(i) Investments	1	4,585.14	7,296.93	11,882.07
(ii) Trade receivables	2	286,700.01	(60.37)	286,639.64
(iii) Cash and cash equivalents		19,077.90	-	19,077.90
(iv) Bank balances other than (iii) above		119,133.97	-	119,133.97
(v) Loan		-	-	-

# Notes

## forming part of the Financial Statements

(vi) Others		218.08	-	218.08
(c) Other current assets	3	32,364.16	(489.73)	31,874.43
<b>TOTAL CURRENT ASSETS</b>		<b>474,700.34</b>	<b>6,746.83</b>	<b>481,447.17</b>
<b>TOTAL ASSETS</b>		<b>515,735.44</b>	<b>6,578.82</b>	<b>522,314.25</b>
<b>I EQUITY &amp; LIABILITIES</b>				
<b>1 EQUITY</b>				
(a) Equity Share Capital		3,384.94	-	3,384.94
(b) Other Equity	1,2,3,4,5,6	82,417.56	7,440.53	89,858.09
<b>TOTAL EQUITY</b>		<b>85,802.50</b>	<b>7,440.53</b>	<b>93,243.03</b>
<b>2 NON-CURRENT LIABILITIES</b>				
<b>(a) Financial Liabilities</b>				
(i) Borrowings		4,156.25	-	4,156.25
(ii) Trade payables		6,234.02	-	6,234.02
(iii) Others		-	-	-
(b) Provisions		71.54	-	71.54
(c) Other non-current liabilities		23.86	-	23.86
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>10,485.68</b>	<b>-</b>	<b>10,485.67</b>
<b>3 CURRENT LIABILITIES</b>				
<b>(a) Financial liabilities</b>				
(i) Borrowings		245,976.62	-	245,976.62
(ii) Trade payables		154,577.91	-	154,577.91
(iii) Others		1,705.84	-	1,705.84
(b) Provisions	4	861.87	(861.71)	0.16
(c) Current tax liabilities (Net)		-	-	-
(d) Other current liabilities		16,325.02	-	16,325.02
<b>TOTAL CURRENT LIABILITIES</b>		<b>419,447.26</b>	<b>(861.71)</b>	<b>418,585.55</b>
<b>TOTAL LIABILITIES</b>		<b>429,932.94</b>	<b>(861.71)</b>	<b>429,071.22</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>515,735.44</b>	<b>6,578.82</b>	<b>522,314.25</b>

\* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

# Notes

forming part of the Financial Statements

(Rs. in Lakhs)

## Reconciliation of equity as at March 31, 2016

	Notes to first time adoption	Amount as per previous GAAP*	Effects of transition to Ind AS	Amount as per Ind AS
<b>I ASSETS</b>				
<b>1 NON-CURRENT ASSETS</b>				
(a) Property, plant and equipment		11,994.50	-	11,994.50
(b) Capital work-in-progress		19.77	-	19.77
(c) Intangible assets		49.82	-	49.82
(d) Financial assets				
(i) Investments	1	1,439.34	222.27	1,661.62
(ii) Trade receivables	2	33,623.85	(1,164.80)	32,459.05
(iii) Others		302.56	-	302.56
(e) Deferred Tax Asset (net)		49.67	-	49.67
(f) Other non-current assets		12,065.23	-	12,065.23
<b>TOTAL NON-CURRENT ASSETS</b>		<b>59,544.71</b>	<b>(942.52)</b>	<b>58,602.22</b>
<b>2 CURRENT ASSETS</b>				
(a) Inventories		3,014.47	-	3,014.47
(b) Financial assets				
(i) Investments	1	4,434.73	9,752.04	14,186.77
(ii) Trade receivables	2	293,780.70	(6.99)	293,773.71
(iii) Cash and cash equivalents		15,988.35	-	15,988.35
(iv) Bank balances other than (iii) above		19,644.32	-	19,644.32
(v) Loan		-	-	-
(vi) Others		151.89	-	151.89
(c) Other current assets		21,188.29	-	21,188.29
<b>TOTAL CURRENT ASSETS</b>		<b>358,202.75</b>	<b>9,745.05</b>	<b>367,947.80</b>
<b>TOTAL ASSETS</b>		<b>417,747.46</b>	<b>8,802.53</b>	<b>426,550.02</b>
<b>I EQUITY &amp; LIABILITIES</b>				
<b>1 EQUITY</b>				
(a) Equity Share Capital		3,384.94	-	3,384.94
(b) Other Equity	1,2,3,4,5,6	87,429.12	9,298.74	96,727.86
<b>TOTAL EQUITY</b>		<b>90,814.06</b>	<b>9,298.74</b>	<b>100,112.80</b>

# Notes

## forming part of the Financial Statements

<b>2 NON-CURRENT LIABILITIES</b>				
(a) Financial Liabilities				
(i) Borrowings		3,351.13	-	3,351.13
(ii) Trade payables		10,543.87	-	10,543.87
(iii) Others		-	-	-
(b) Provisions		85.06	-	85.06
(c) Other non-current liabilities		25.58	-	25.58
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>14,005.64</b>	<b>-</b>	<b>14,005.64</b>
<b>3 CURRENT LIABILITIES</b>				
(a) Financial liabilities				
(i) Borrowings		171,480.90	-	171,480.90
(ii) Trade payables		132,765.63	-	132,765.63
(iii) Others	3	5,763.73	(88.81)	5,674.92
(b) Provisions	4	407.70	(407.40)	0.30
(c) Current tax liabilities (Net)		2,092.70	-	2,092.70
(d) Other current liabilities		417.12	-	417.12
<b>TOTAL CURRENT LIABILITIES</b>		<b>312,927.75</b>	<b>(496.21)</b>	<b>312,431.58</b>
<b>TOTAL LIABILITIES</b>		<b>326,933.39</b>	<b>(496.21)</b>	<b>326,437.22</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>417,747.46</b>	<b>8,802.53</b>	<b>426,550.02</b>

\* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

### Reconciliation of total comprehensive income for the year ended March 31, 2016

(Rs. in Lakhs)

	Notes to first time adoption	Amount as per previous GAAP*	Effects of transition to Ind AS	Amount as per Ind AS
<b>Income:</b>				
Revenue from Operations		815,727.61	-	815,727.61
Other Income		10,227.36	-	10,227.36
		<b>825,954.96</b>	<b>-</b>	<b>825,954.96</b>
<b>Expenses:</b>				
Purchases of Stock-in-trade		763,639.52	-	763,639.52
Change in inventories of Stock-in-trade		9,606.61	-	9,606.61
Employee Benefit Expenses	5,6	969.52	17.28	986.80

# Notes

## forming part of the Financial Statements

Finance Cost		24,940.06	-	24,940.06
Depreciation		765.56	-	765.56
Other Expenses	1,2,3	17,577.78	(2,312.51)	15,265.27
		<b>817,499.05</b>	<b>(2,295.23)</b>	<b>815,203.82</b>
<b>Profit Before Tax</b>		<b>8,455.91</b>	<b>2,295.23</b>	<b>10,751.14</b>
<b>Less : Provision for Taxation</b>		-	-	-
Current Year		2,750.00	(8.26)	2,741.74
Earlier Year Tax		307.86	-	307.86
<b>Deferred Tax</b>		<b>182.55</b>	-	<b>182.55</b>
<b>Profit/(Loss) for the year</b>		<b>5,215.51</b>	<b>2,303.49</b>	<b>7,519.00</b>
Other Comprehensive Income	5	-	23.86	23.86
Income tax relating to items that will not be reclassified to profit or Loss		-	(8.26)	(8.26)
<b>Total comprehensive income for the year</b>		<b>5,215.51</b>	<b>2,327.35</b>	<b>7,534.60</b>

\* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

### Impact of Ind AS adoption on the statements of cash flows for the year ended March 31, 2016

Particulars	Amount as per previous GAAP*	Effects of transition to Ind AS	Amount as per Ind AS
Net cash flow from operating activities	(27,430.71)	-	(27,430.71)
Net cash flow from investing activities	106,647.15	-	106,647.15
Net cash flow from financing activities	(79,212.83)	-	(79,212.83)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>3.60</b>	-	<b>3.60</b>
Cash and cash equivalents as at April 1, 2015	(23,092.45)	-	(23,092.45)
Effects of exchange rate changes on cash and cash equivalents	-	-	-
<b>Cash and cash equivalents as at March 31, 2016</b>	<b>(23,088.85)</b>	-	<b>(23,088.85)</b>

\* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

## C Notes to first-time adoption

### 1 Investment

Investment in Equity Instruments and Mutual Funds are carried at fair value through PL in Ind AS, as compared to being carried at cost under IGAAP

# Notes

## forming part of the Financial Statements

### 2 Trade Receivables

The Provision has been made for Expected Credit Losses under Ind AS, as compared to being carried at cost under IGAAP

### 3 Derivatives

Under previous GAAP, unrealised gain or loss on foreign exchange forward contracts, if any, as each Balance Sheet date is provided for. Under Ind AS, foreign exchange forward contracts are mark-to-market as at each Balance Sheet date and unrealised net gain or loss is recognised. Derivative assets and derivative liabilities are presented on gross basis.

### 4 Reversal of Proposed dividend

Under the Previous GAAP, dividends proposed by the board of directors after the balance sheet date but before the approval of the financial statements were considered as adjusting events. Accordingly, provision for proposed dividend including dividend distribution tax was recognised as a liability. Under Ind AS, such dividends are recognised when the same is approved by the shareholders in the general meeting. Accordingly, the liability for proposed dividend including dividend distribution tax included under provisions has been reversed with corresponding adjustment in other equity.

### 5 Re-measurement of post-employment benefit obligations

Under Ind AS, re-measurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the Previous GAAP, these re-measurements were forming part of the profit or loss for the year.

### 6 Employee stock option expense

Under the previous GAAP, the cost of equity-settled employee share-based plan were recognised using the intrinsic value method. Under Ind AS, the cost of equity settled share-based plan is recognised based on the fair value of the options as at the grant date. Consequently, the amount recognised in share option outstanding account decreased by Rs. 6.58 Lakhs. The profit for the year ended March 31, 2016 increased by Rs. 6.58 Lakhs. There is no impact on total equity.

As per our report of even date attached  
For **M.P. Chitale & Co.**,  
Chartered Accountants

For & on behalf of the Board of Directors  
Ushdev International Limited

**Murtuza Vajiji**  
Partner

**Arvind Prasad**  
Managing Director & CEO  
DIN-01654899

**Vinay Kamat**  
Director  
DIN-00240548

Place: Mumbai  
Date : May 29, 2017

**Sucheta Jadhav**  
Chief Financial Officer

**Ruchika Shah**  
Company Secretary



## Independent Auditor's Report

To the Members of Ushdev International Limited

### 1. Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of **Ushdev International Limited** ("the Holding Company") and its subsidiaries, (Holding company and subsidiaries hereinafter referred to as "the Group)", comprising of the Consolidated Balance Sheet as at March 31, 2017, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information hereafter referred to as consolidated Ind AS financial statements.

### 2. Management's responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated Ind AS financial statements of the Group that give a true and fair view of the consolidated financial position, financial performance including Other Comprehensive Income, Consolidated Cash Flows and Consolidated Changes in Equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Companies (Indian Accounting Standard Rules, 2015).

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 of the assets of the respective companies, for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of Consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

### 3. Auditor's Responsibility

- 3.1 Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit.
- 3.2 We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
- 3.3 We have conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those auditing Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.
- 3.4 An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the

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

- 3.5 We believe that the audit evidence obtained by us read with the note on 'Other Matters' is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

#### **4. Basis of Qualified Opinion**

- 4.1 *We invite attention to note no 33(II) of the consolidated Ind AS financial statements wherein interest payable aggregating to Rs 11,347.78 lakhs, on various credit facilities has not been provided for, by the Holding company, due to ongoing restructuring / revival options under discussion with the Consortium Bankers.*
- 4.2 *Confirmations not obtained as of 31st March, 2017 in respect of loans & advances, trade receivables and allowance for expected credit loss not recognized thereon, even though indications of increase in credit risk were observed. In absence of sufficient appropriate evidence, consequential impact on the Consolidated financial statements has not been ascertained by the Holding Company.*

#### **5. Qualified Opinion**

*In our opinion and to the best of our information and according to the explanation given to us, except for the effect and possible effects of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs (financial position) of the Group as at 31st March, 2017 and its consolidated loss (financial performance including other comprehensive income), its consolidated cash flow and consolidated changes in equity for the year ended on that date.*

#### **6. Emphasis of Matter**

We refer to Note 42 of the consolidated Ind AS financial statements regarding the preparation of these consolidated Ind AS financial statements by the Holding Company based on the Holding company's management's assumption of going concern.

These assumptions are based on the ongoing revival & restructuring plans of the Holding Company submitted to the bank and the bankers agreement for 'Holding on Operations', that prima facie entitles the Holding Company to resume operations.

Our audit opinion is not modified in this aspect.

#### **7. Other Matters**

We did not audit the financial statements of two subsidiaries, Vijay Devraj Gupta Foundation & Hobli Property Management Pvt. Ltd, included in the consolidated Ind AS financial results, whose financial statement reflect total assets of Rs. 217.35 lakhs as at March 31, 2017 and total expenditure of Rs. 0.38 lakhs for the year then ended. The financial statements of these

subsidiaries have been audited by other auditors, whose reports have been furnished to us, and our opinion, on the consolidated Ind AS financial statements, in so far as it relates to amounts & disclosures included in respect of such subsidiaries & our report in terms of Section 143 (3) & (11) of the Act, in so far as it relates to subsidiaries, is based solely on the report of other auditors.

## 8. Report on Other Legal and Regulatory Requirement

- (i) As required by section 143(3) of the Companies Act 2013, based on our audit of the Holding company, we report that:
- a. We have sought and, *except for the possible effect of the matters described in paragraph 4 of the Basis for Qualified Opinion above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated Ind AS financial statements;*
  - b. In our opinion, *except for the effect of the matters described in in paragraph 4 of Basis for Qualified Opinion paragraph above, proper books of account as required by law, relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept by the Group so far as it appears from our examination of those books and the reports of the other auditors.*
  - c. The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, Consolidated Cash Flow Statement and Consolidated statements of changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
  - d. In our opinion, *except for the matter described in paragraph 4 of the Basis for Qualified Opinion paragraph above, aforesaid financial statements comply with Indian Accounting Standard specified under Section 133 of the Companies Act, 2013 read with read with Companies (Indian Accounting Standard Rules, 2015).*
  - e. *The matters described in the Basis of Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the holding company.*
  - f. On the basis of written representations received from the directors of the Holding Company in its meeting held on May 29, 2017 and taken on records by Board of Directors of Holding Company and by placing reliance on the reports of statutory auditors of the subsidiary companies, none of the directors of the Holding Company or its subsidiaries are disqualified as on March 31, 2017, from being appointed as a director of the respective company in terms Section 164 (2) of the Act.
  - g. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate modified report in "Annexure A";
- (ii) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and by placing reliance of the audit reports on the separate financial statements of the company and its subsidiaries:
- (i) Consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. - Refer note 40 to the consolidated Ind AS financial statements;

- (ii) The Group does not have any long term contracts including derivative contracts outstanding at as March 31, 2017. Based on the information & explanations provided to us, the Holding Company was not required to make any provisions for material foreseeable losses.
- (iii) There were no delays in transferring amounts to the Investor Education and Protection Fund during the year by the Company.
- (iv) The Group has provided requisite disclosures in Note no 45 in the financial statements as to holdings as well dealings in Specified Bank Notes during the period from November 8, 2017 to December 30, 2016. Based on audit procedures, relying on management representations & audit reports issued by auditors of subsidiary companies, we report that these disclosures are in accordance with books of account maintained by the respective companies.

**For M P Chitale & Co**  
Chartered Accountants  
Firm Regn No. 101851W

**Murtuza Vajih**  
Partner  
ICAI M No. 112555

Place : Mumbai.  
Date : May 29, 2017

# Annexure A to the Independent Auditors' Report



Refer to in paragraph 5 (i) of our report of even date

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

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting of Ushdev International Limited ("the Holding Company") and its subsidiary companies (Holding company and subsidiaries hereinafter referred to as "the Group"), as of that date.

### Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control 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 respective companies policies, the safeguarding of their 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.

### Auditors' Responsibility

Our responsibility is to express an opinion on these internal financial controls over financial reporting based on our audit. We have placed reliance on the audit reports issued by auditors of subsidiary companies, referred to, in the paragraph on 'Other Matters' stated below and on the basis of such reliance, we have conducted our audit in accordance with the Guidance Note issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of their reports referred to in the paragraph on 'Other Matters' below, is sufficient and appropriate to provide a basis for our audit opinion on the Groups internal financial control system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A

company's internal financial control over financial reporting includes those policies and procedures that

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

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

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

### **Basis for Qualified Opinion**

*In our opinion, according to the information and explanations given to us and based on our audit procedures performed, following material weakness in operating effectiveness of the Holding Company's Internal Control Over Financial Reporting as at 31st March 2017 with respect to:*

- *controls over managing liquidity risk, especially providing interest payable on various credit facilities, since the account has been classified as Non-Performing Asset by the consortium bankers.*
- *obtaining confirmations from trade receivables and providing adequate for allowances for expected credit losses have been identified as at 31st March 2017.*

*Absence of the aforesaid manner of managing liquidity risk, obtaining confirmations from trade receivables and making adequate provisions thereon could potentially result in a material mis-statement of Finance Costs, Allowances for Expected Credit Loss and consequential impact on loss for the year.*

*A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis*

### **Qualified Opinion**

*In our opinion, except for effects and possible effects of the material weaknesses identified above in the Basis of Qualified Opinion paragraph, the Group has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Holding 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.*



*We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated Ind AS financial statements of the Company as at and for the year ended 31 March 2017, and the material weakness has affected our opinion on the Consolidated Ind AS financial statements of the Group and we have issued a qualified audit opinion on the Consolidated Ind AS financial statements.*

#### **Other Matter**

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

**For M P Chitale & Co**  
Chartered Accountants  
Firm Regn No. 101851W

**Murtuza Vajih**  
Partner  
ICAI M No. 112555

Place : Mumbai.

Date : May 29, 2017

# Consolidated Balance Sheet

as at March 31, 2017

(Rs. in Lakhs)

Particulars	Note No.	As at 31-Mar-17	As at 31-Mar-16	As at 01-Apr-15
<b>I ASSETS</b>				
<b>1 NON-CURRENT ASSETS</b>				
(a) Property, plant and equipment	1	3,617.60	11,994.50	12,512.49
(b) Capital work-in-progress	1A	19.77	19.77	56.56
(c) Intangible assets	2	40.89	49.82	-
(d) Financial assets				
(i) Investments	3	6,354.48	1,660.13	1,647.64
(ii) Trade receivables	4	-	32,459.05	20,075.55
(iii) Others	5	9,049.87	302.56	8.33
(e) Deferred Tax Asset (net)	6	5,554.15	49.67	232.21
(f) Other non-current assets	7	2,239.53	12,065.23	6,332.82
<b>TOTAL NON-CURRENT ASSETS</b>		<b>26,876.28</b>	<b>58,600.73</b>	<b>40,865.59</b>
<b>2 CURRENT ASSETS</b>				
(a) Inventories	8	-	3,014.47	12,621.08
(b) Financial assets				
(i) Investments	3A	-	14,186.77	11,882.07
(ii) Trade receivables	9	349,862.35	293,773.71	286,639.64
(iii) Cash and cash equivalents	10A	44.64	16,197.03	19,029.54
(iv) Bank balances other than (iii) above	10B	9.78	19,644.32	119,183.90
(v) Loan	11	764.37	-	-
(vi) Others	12	0.03	151.89	218.08
(c) Other current assets	13	35,529.55	21,188.29	31,874.47
(d) Assets Classified as Held For Sale	43	7,958.26	-	
<b>TOTAL CURRENT ASSETS</b>		<b>394,168.98</b>	<b>368,156.49</b>	<b>481,448.79</b>
<b>TOTAL ASSETS</b>		<b>421,045.26</b>	<b>426,757.21</b>	<b>522,314.38</b>
<b>II EQUITY &amp; LIABILITIES</b>				
<b>1 EQUITY</b>				
(a) Equity Share Capital	14	3,384.94	3,384.94	3,384.94
(b) Other Equity	15	73,960.98	96,727.08	89,857.40
<b>TOTAL EQUITY</b>		<b>77,345.92</b>	<b>100,112.02</b>	<b>93,242.34</b>





# Consolidated Balance Sheet

as at March 31, 2017

Non-controlling interests		0.30	0.42	0.45
<b>Total equity</b>		<b>77,346.22</b>	<b>100,112.44</b>	<b>93,242.79</b>
<b>2 NON-CURRENT LIABILITIES</b>				
(a) Financial Liabilities				
(i) Borrowings	16	98.00	3,351.13	4,156.25
(ii) Trade payables	17	-	10,543.87	6,234.02
(b) Provisions	18	65.57	85.06	71.54
(c) Other non-current liabilities	19	19.05	25.58	23.86
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>182.62</b>	<b>14,005.64</b>	<b>10,485.67</b>
<b>3 CURRENT LIABILITIES</b>				
(a) Financial liabilities				
(i) Borrowings	20	256,716.18	171,480.93	245,976.65
(ii) Trade payables	21	67,404.37	132,765.63	154,577.91
(iii) Others	22	1,085.04	5,882.63	1,706.06
(b) Provisions	23	0.24	0.30	0.16
(c) Current tax liabilities (Net)	25	2,091.46	2,092.70	-
(d) Other current liabilities	24	12,602.53	416.93	16,325.14
(e) Liabilities directly associated with Assets Classified as Held For Sale	43	3,616.61	-	-
<b>TOTAL CURRENT LIABILITIES</b>		<b>343,516.42</b>	<b>312,639.13</b>	<b>418,585.92</b>
<b>TOTAL LIABILITIES</b>		<b>343,699.04</b>	<b>326,644.77</b>	<b>429,071.59</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>421,045.26</b>	<b>426,757.21</b>	<b>522,314.38</b>
Significant accounting policies and notes to accounts	32-48			

As per our report of even date attached  
For **M.P. Chitale & Co.**,  
Chartered Accountants

For & on behalf of the Board of Directors  
Ushdev International Limited

**Murtuza Vajhi**  
Partner

**Arvind Prasad**  
Managing Director & CEO  
DIN-01654899

**Vinay Kamat**  
Director  
DIN-00240548

Place: Mumbai  
Date : May 29, 2017

**Sucheta Jadhav**  
Chief Financial Officer

**Ruchika Shah**  
Company Secretary

# Consolidated Statement of Profit and Loss

## for the year ended March 31, 2017

(Rs. in Lakhs)

Particulars	Note No.	For the year ended 31-Mar-17	For the year ended 31-Mar-16
<b>Income :</b>			
Revenue from Operations	26	250,255.41	815,727.61
Other Income	27	12,553.67	10,227.35
<b>Total Income</b>		<b>262,809.08</b>	<b>825,954.95</b>
<b>Expenses :</b>			
Purchases of Stock-in-trade		238,710.86	763,639.52
Change in inventories of Stock-in-trade		3,014.47	9,606.61
Employee Benefit Expenses	28	649.17	986.80
Finance Cost	30	20,908.86	24,940.06
Depreciation and amortization		756.80	765.56
Other Expenses	29	27,175.25	15,265.69
<b>Total Expenses</b>		<b>291,215.43</b>	<b>815,204.24</b>
<b>Profit Before Tax</b>		<b>(28,406.35)</b>	<b>10,750.72</b>
Less : Provision for Taxation			
Current Year		-	2,741.74
Earlier Year Tax		(1.00)	307.86
Deferred Tax		(5,504.48)	182.55
<b>Profit/(Loss) for the year</b>		<b>(22,900.87)</b>	<b>7,518.57</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurements of post-employment benefit obligations		59.13	23.86
Income tax relating to items that will not be reclassified to profit or Loss			(8.26)
<b>Total comprehensive income for the year</b>		<b>(22,841.74)</b>	<b>7,534.17</b>
<b>Earnings per equity share for profit/ (Loss)</b>	<b>31</b>		
Basic		(6.75)	2.23
Diluted		(6.70)	2.20
Significant accounting policies and notes to accounts	32-48		

As per our report of even date attached  
For **M.P. Chitale & Co.**,  
Chartered Accountants

For & on behalf of the Board of Directors  
Ushdev International Limited

**Murtuza Vajiji**  
Partner

**Arvind Prasad**  
Managing Director & CEO  
DIN-01654899

**Vinay Kamat**  
Director  
DIN-00240548

Place: Mumbai  
Date : May 29, 2017

**Sucheta Jadhav**  
Chief Financial Officer

**Ruchika Shah**  
Company Secretary

# Consolidated Statement of changes in equity

## for the year ended March 31, 2017



(Rs. in Lakhs)

Particulars	Note No.	March 31, 2017	March 31, 2016
<b>A. Equity share capital</b>			
Balance as at the beginning of the reporting period	14	3,384.94	3,384.94
Changes in equity share capital during the year		-	-
<b>Balance as at the end of the reporting period</b>		<b>3,384.94</b>	<b>3,384.94</b>

B. Other Equity	Notes	Reserves & Surplus				Other Comprehensive Income			Total equity
		Securities premium reserve	Retained earnings	General reserve	Share option out-standing account	Equity Instruments through Other Comprehensive Income	Cash Flow Hedging Reserve	Other items of Other Comprehensive Income	
i) Balance as at April 1, 2015	15	30,687.33	52,666.79	5,905.20	591.44			6.65	89,857.41
Profit/(loss) for the year			7,510.65						7,510.65
Other comprehensive income for the year								23.86	23.86
<b>Total comprehensive income for the year</b>		-	7,510.65	-	-			23.86	7,534.51
Transfer to General Reserve			(521.55)	521.55					
Transactions with owners in their capacity as owners:									
Dividends paid (including dividend distribution tax)	15		(861.71)						(861.71)
Employee stock option expense					196.87				196.87
ii) Balance as at March 31, 2016		30,687.33	58,794.18	6,426.75	788.31			30.51	96,727.08
Profit/(loss) for the year			(22,900.70)						(22,900.70)
Other comprehensive income for the year								59.13	59.13
<b>Total comprehensive income for the year</b>		-	(22,900.70)	-	-			59.13	(22,841.56)
Transactions with owners in their capacity as owners:									
Dividends paid (including dividend distribution tax) #	15		(6.04)						(6.04)
Employee stock option expense	15				81.50				81.50
<b>Balance as at March 31, 2017</b>		<b>30,687.33</b>	<b>35,887.44</b>	<b>6,426.75</b>	<b>869.82</b>			<b>89.64</b>	<b>73,960.98</b>

# Board of Directors of the Company had proposed dividend at 10% for Financial Year 2015-16 at Rs.1/- per share on 3,38,49,400 equity shares of the Company which would have been declared in the Annual General Meeting. However, prior to the AGM promoters and other shareholders of the Company holding 3,33,19,400 shares waived their rights to receive dividend aggregating to Rs.3,33,19,400. Hence, only an amount of Rs.5,30,000 was paid as dividend.

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

As per our report of even date attached  
For M.P. Chitale & Co.,  
Chartered Accountants

For & on behalf of the Board of Directors  
Ushdev International Limited

Murtuza Vajih  
Partner

Arvind Prasad  
Managing Director & CEO  
DIN-01654899

Vinay Kamat  
Director  
DIN-00240548

Place: Mumbai  
Date : May 29, 2017

Sucheta Jadhav  
Chief Financial Officer

Ruchika Shah  
Company Secretary

# Consolidated Statement of cash flows

for the year ended March 31, 2017

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
<b>Cash flow from operating activities</b>		
<b>Profit before tax</b>	(28,406.35)	10,750.72
Adjustments for		
Depreciation and amortisation expense	756.80	765.56
Interest income	(12,470.19)	(7,424.72)
Interest expenses	10,881.41	6,093.50
Unrealised foreign exchange gain/loss	5,090.75	(7,375.91)
Remeasurements of post-employment benefit obligations	59.13	23.86
Loss on sale of property, plant and equipment	3.19	56.56
Change in the fair value of Investments	9,581.67	(2,317.18)
Employee stock options expense	81.50	196.87
<b>Operating Profit Before Working Capital Changes</b>	<b>(14,422.07)</b>	<b>769.26</b>
<b>Change in operating assets and liabilities</b>		
(Increase)/decrease in trade receivables	(29,156.56)	(12,141.66)
(Increase)/decrease in other financial assets	(8,595.44)	(228.04)
(Increase)/decrease in other assets	(4,325.88)	5,295.90
(Increase)/decrease in inventories	3,014.47	9,606.61
(Increase)/decrease in loans	(764.37)	-
(Increase)/(decrease) in trade payables	(75,754.06)	(17,502.43)
(Increase)/(decrease) in provisions	(19.55)	13.66
(Increase)/(decrease) in other liabilities	12,179.07	(15,906.49)
(Increase)/decrease in other financial liability	(4,797.60)	4,176.57
<b>Cash generated from operations</b>	<b>(122,641.98)</b>	<b>(25,916.61)</b>
Income tax paid	(207.82)	(1,307.30)
<b>Net cash inflow / (outflow) operating activities</b>	<b>(122,849.81)</b>	<b>(27,223.91)</b>
<b>Cash flow from investing activities</b>		
Payments for Fixed Assets	(3.86)	(317.16)
Proceed from sale of property, plant and equipment	36.28	-
Bank Fixed Deposits redeemed	19,634.54	99,539.58
Interest received	12,470.19	7,424.72
<b>Net cash inflow / (outflow) investing activities</b>	<b>32,137.16</b>	<b>106,647.15</b>



# Statement of cash flows

## for the year ended March 31, 2017

<b>Cash flow from financing activities</b>		
Proceeds from borrowings	(121,440.77)	-
Repayment of borrowings	-	(72,257.61)
Interest paid	(10,881.41)	(6,093.50)
Dividend paid	(6.04)	(861.72)
<b>Net cash inflow (outflow) from financing activities</b>	<b>(132,328.23)</b>	<b>(79,212.83)</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>(223,040.88)</b>	<b>210.71</b>
Cash and cash equivalents at the beginning of the year	(22,880.16)	(23,090.87)
<b>Cash and cash equivalents at the end of the year</b>	<b>(245,920.97)</b>	<b>(22,880.17)</b>
<b>Breakup of Cash and Cash Equivalent</b>		
Cash in hand	0.04	0.09
Balances with Banks		
On Current account	44.60	5,705.46
Deposits with maturity less than 3 months	-	10,491.49
<b>Total</b>	<b>44.64</b>	<b>16,197.03</b>
Less: Bank Overdraft (Refer Note 20)	245,965.62	39,077.20
<b>Total Cash and Cash Equivalent</b>	<b>(245,920.97)</b>	<b>(22,880.17)</b>

Note: Certain working capital adjustments and other adjustments included in the accompanying statement of cash flows reflect the change in balances between March 31, 2017 and March 31, 2016 including the March 31, 2017 balances grouped in line-items 'Assets classified as held for Sale' and 'liabilities directly associated with the Assets classified as held for sale' as at March 31, 2017.

The above statement of cash flows should be read in conjunction with the accompanying notes.

As per our report of even date attached  
For **M.P. Chitale & Co.**,  
Chartered Accountants

For & on behalf of the Board of Directors  
Ushdev International Limited

**Murtuza Vajiji**  
Partner

**Arvind Prasad**  
Managing Director & CEO  
DIN-01654899

**Vinay Kamat**  
Director  
DIN-00240548

Place: Mumbai  
Date : May 29, 2017

**Sucheta Jadhav**  
Chief Financial Officer

**Ruchika Shah**  
Company Secretary

# Consolidated Notes

## forming part of the Financial Statements

Note: 1

(Rs. in Lakhs)

Particulars	Cost or Deemed cost					Accumulated depreciation				Carrying Amount
	Balance as at April 1, 2016	Additions	"Acquisitions through business Combinations"	*Disposals / Adjustments	Balance as at March 31, 2017	Balance as at April 1, 2016	Eliminated on disposals of assets	Depreciation expense	Balance as at March 31, 2017	Balance as at March 31, 2017
<b>Property plant and equipment</b>										
Land	517.08			48.47	468.61	-	-	-	-	468.61
Building and structures	2.65				2.65	2.65		-	2.65	(0.00)
Vehicles	316.98			45.99	271.00	31.62	6.52	34.81	59.92	211.07
Data processing equipments	9.95				9.95	4.72		2.31	7.04	2.92
Office equipments	8.26				8.26	6.15		1.94	8.09	0.17
Furniture and fixtures	1.37				1.37	0.42		0.42	0.83	0.53
Plant & Machineries	10,897.28			8,567.71	2,329.57	686.65	1,022.77	683.39	347.27	1,982.30
Office premises	785.76				785.76	14.62		14.58	29.21	756.55
Electrical installations	0.02				0.02	0.02		-	0.02	0.00
<b>Property plant and equipment on lease :</b>										
Land	208.59	-			208.59	6.58		6.56	13.14	195.45
<b>Subtotal</b>	<b>12,747.94</b>	<b>-</b>	<b>-</b>	<b>8,662.17</b>	<b>4,085.77</b>	<b>753.44</b>	<b>1,029.28</b>	<b>744.01</b>	<b>468.17</b>	<b>3,617.60</b>

\*Asset comprising of Plant & Machinery and Land having Gross Block aggregating to Rs. 8567.71 lacs and accumulated depreciation aggregating to Rs. 1022.77 lacs have been classified as "Asset Held for Sale" in accordance with the requirement of Ind AS 105.

Note: 1A

(Rs. in Lakhs)

Particulars	Cost or Deemed cost					Accumulated depreciation				Carrying Amount
	Balance as at April 1, 2016	Additions	"Acquisitions through business Combinations"	*Disposals	Balance as at March 31, 2017	Balance as at April 1, 2016	Eliminated on disposals of assets	Amortisation	Balance as at March 31, 2017	Balance as at March 31, 2017
Capital work-in-progress	19.77	-		-	19.77	-			-	19.77
<b>Total</b>	<b>19.77</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>19.77</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>19.77</b>

# Consolidated Notes

forming part of the Financial Statements

## Note: 2

(Rs. in Lakhs)

Particulars	Cost or Deemed cost				Accumulated depreciation				Carrying Amount	
	Balance as at April 1, 2016	Additions	"Acquisitions through business Combinations"	*Disposals	Balance as at March 31, 2017	Balance as at April 1, 2016	Eliminated on disposals of assets	Amortisation	Balance as at March 31, 2017	Balance as at March 31, 2017
Software / Licences	61.93	3.86	-	-	65.79	12.11	-	12.79	24.90	40.89
<b>Total</b>	<b>61.93</b>	<b>3.86</b>	<b>-</b>	<b>-</b>	<b>65.79</b>	<b>12.11</b>	<b>-</b>	<b>12.79</b>	<b>24.90</b>	<b>40.89</b>

## Note: 1

(Rs. in Lakhs)

Particulars	Cost or Deemed cost				Accumulated depreciation				Carrying Amount	
	Balance as at April 1, 2015	Additions	"Acquisitions through business Combinations"	*Disposals / Adjustments	Balance as at March 31, 2016	Balance as at April 1, 2015	Eliminated on disposals of assets	Depreciation expense	Balance as at March 31, 2016	Balance as at March 31, 2016
<b>Property plant and equipment</b>										
Land	517.08	-			517.08	-	-	-	-	517.08
Building and structures	2.65	-			2.65	-		2.65	2.65	(0.00)
Vehicles	82.78	234.20			316.98	-		31.62	31.62	285.36
Data processing equipments	8.70	1.25			9.95	-		4.72	4.72	5.23
Office equipments	8.26	-			8.26	-		6.15	6.15	2.11
Furniture and fixtures	1.37	-			1.37	-		0.42	0.42	0.95
Plant & Machinerics	10,897.28	-			10,897.28	-		686.65	686.65	10,210.63
Office premises	785.76	-			785.76	-		14.62	14.62	771.13
Electrical installations	0.02	-			0.02	-		0.02	0.02	0.00
Leasehold improvements	-	-			-	-		-	-	-
<b>Property plant and equipment on lease :</b>										
Land	208.59	-			208.59	-		6.58	6.58	202.01
<b>Subtotal</b>	<b>12,512.49</b>	<b>235.45</b>	<b>-</b>	<b>-</b>	<b>12,747.94</b>	<b>-</b>	<b>-</b>	<b>753.44</b>	<b>753.44</b>	<b>11,994.50</b>

# Consolidated Notes

## forming part of the Financial Statements

### Note: 1A

(Rs. in Lakhs)

Particulars	Cost or Deemed cost					Accumulated depreciation				Carrying Amount
	Balance as at April 1, 2015	Additions	"Acquisitions through business Combinations"	*Disposals / Adjustments	Balance as at March 31, 2016	Balance as at April 1, 2015	Eliminated on disposals of assets	Amortisation	Balance as at March 31, 2016	Balance as at March 31, 2016
Capital work-in-progress	56.56	19.77	-	(56.56)	19.77	-	-	-	-	19.77
<b>Total</b>	<b>56.56</b>	<b>19.77</b>	<b>-</b>	<b>(56.56)</b>	<b>19.77</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>19.77</b>

### Note: 2

(Rs. in Lakhs)

Particulars	Cost or Deemed cost					Accumulated depreciation				Carrying Amount
	Balance as at April 1, 2015	Additions	"Acquisitions through business Combinations"	*Disposals / Adjustments	Balance as at March 31, 2016	Balance as at April 1, 2015	Eliminated on disposals of assets	Amortisation	Balance as at March 31, 2016	Balance as at March 31, 2016
Software / Licences	-	61.93	-	-	61.93	-	-	12.11	12.11	49.82
<b>Total</b>	<b>-</b>	<b>61.93</b>	<b>-</b>	<b>-</b>	<b>61.93</b>	<b>-</b>	<b>-</b>	<b>12.11</b>	<b>12.11</b>	<b>49.82</b>

### Note: 1

(Rs. in Lakhs)

Particulars	Cost or Deemed cost					Accumulated depreciation				Carrying Amount
	Balance as at April 1, 2014	Additions	"Acquisitions through business Combinations"	*Disposals / Adjustments	Balance as at March 31, 2015	Balance as at April 1, 2014	Eliminated on disposals of assets	Depreciation expense	Balance as at March 31, 2015	Balance as at March 31, 2015
<b>Property plant and equipment</b>										
Land	48.47	468.61	-	-	517.08	-	-	-	-	517.08
Building and structures	3.70	-	-	-	3.70	0.99	-	0.06	1.05	2.65
Vehicles	-	82.92	-	-	82.92	-	-	0.14	0.14	82.78
Data processing equipments	70.31	6.28	-	-	76.59	52.69	-	15.20	67.89	8.70
Office equipments	33.29	-	-	-	33.29	12.93	-	12.10	25.03	8.26
Furniture and fixtures	36.36	-	-	-	36.36	34.58	-	0.42	35.00	1.37
Plant & Machineries	15,892.01	-	-	-	15,892.01	4,309.52	-	685.21	4,994.73	10,897.28
Office premises	873.18	-	-	-	873.18	72.83	-	14.59	87.43	785.76
Electrical installations	1.45	-	-	-	1.45	1.40	-	0.02	1.43	0.02
Leasehold improvements	-	-	-	-	-	-	-	-	-	-



# Consolidated Notes

forming part of the Financial Statements

Property plant and equipment on lease :										
Land	-	208.94			208.94	-		0.35	0.35	208.59
Subtotal	16,958.78	766.75	-	-	17,725.53	4,484.95	-	728.09	5,213.04	12,512.49

## Note: 1A

(Rs. in Lakhs)

Particulars	Cost or Deemed cost				Accumulated depreciation					Carrying Amount
	Balance as at April 1, 2014	Additions	"Acquisitions through business Combinations"	*Disposals / Adjustments	Balance as at March 31, 2015	Balance as at April 1, 2014	Eliminated on disposals of assets	Amortisation	Balance as at March 31, 2015	
Capital work-in-progress	-	56.56	-	-	56.56	-	-	-	-	56.56
Total	-	56.56	-	-	56.56	-	-	-	-	56.56

## 3 Non-Current Investments

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Unquoted</b>			
<b>Investments mandatorily measured at Fair Value through Profit or Loss</b>			
<b>Investments in equity instruments-fully paid-up</b>			
<b>i) In Subsidiaries</b>			
Jankalyan Sahakari Bank Ltd	0.05	0.05	0.05
500 (March 31, 2016: 500, April 01, 2015: 500) shares of Rs.10/- each			
The Greater Bombay Co-op Bank Ltd	0.01	0.01	0.01
40 (March 31, 2016: 40, April 01, 2015: 40) Shares of Rs.25/- each			
The Shamarao Vithal Co-operative Bank Ltd	5.00	5.00	5.00
20,000 (March 31, 2016: 20,000, April 01, 2015: 20,000) shares of Rs.25/- each			
The Kalyan Janta Sahakari Bank Ltd.	0.10	0.10	0.10
400 (March 31, 2016: 400, April 01, 2015: 400) shares of Rs.25/- each			
UIL (Singapore) Pte Limited	2,054.90	-	-
4,500,000 (March 31, 2016: 4,500,000, April 01, 2015: 4,500,000) Equity shares of USD \$ 1 each			
UIL Hongkong Limited	2,483.67	-	-

# Consolidated Notes

## forming part of the Financial Statements

351,00,000 (March 31, 2016: 35,100,000, April 01, 2015: 35,100,000) Equity shares of HKK \$ 1 each			
Uttam Galva Ferrous Ltd	1,298.73	1,299.44	1,299.44
1,00,00,000 (March 31, 2016: 10,000,000, April 01, 2015: 10,000,000) shares of Rs. 10/- each			
<b>iii) Investment in Mutual Funds</b>			
ICICI Emerging Market Fund	157.27	184.97	260.42
2,400 (March 31, 2016: 2,400, April 01, 2015: 2,400) units at Rs. 10,000 each			
<b>(A) Aggregate cost of Unquoted Investments</b>	<b>5,999.72</b>	<b>1,489.57</b>	<b>1,565.02</b>
<b>Quoted</b>			
<b>Investments mandatorily measured at Fair Value through Profit or Loss</b>			
<b>i) Investments in equity instruments-fully paid-up</b>			
India Steel Works Ltd	220.44	89.26	-
4,931,539 (March 31, 2016: 4,931,539, April 01, 2015: 4,931,539) shares of Rs. 1/- each			
Vikash Metal Ltd	36.57	-	-
6,476,478 (March 31, 2016: 6,476,478, April 01, 2015: 6,476,478) shares of Rs. 10/- each			
<b>ii) Investment in Mutual Funds</b>			
SBI Blue Chip Fund (G)	97.74	81.29	82.61
291,148 (March 31, 2016: 291,148, April 01, 2015: 291,148) units at Rs. 10/- each			
<b>(B) Aggregate Cost of Quoted Investments</b>	<b>354.76</b>	<b>170.55</b>	<b>82.61</b>
<b>Total (A+B)</b>	<b>6,354.48</b>	<b>1,660.13</b>	<b>1,647.64</b>
<b>Aggregate Cost of impairment in value of Investments</b>	<b>-</b>	<b>255.95</b>	<b>-</b>

### Note :

- i) Since the Investments are carried at fair value through profit and loss account, the market value of quoted investments is equal to the carrying value.
- ii) ii) Investment in equity shares of UIL Hongkong Ltd and UIL (Singapore) Pte Ltd were classified as current investments based on management's intention to dispose all the investments. The management now intend to carry these investments and hence they have been classified as non current investments.

# Consolidated Notes

forming part of the Financial Statements

## 3A Current Investments

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Unquoted</b>			
<b>Investments mandatorily measured at Fair Value through Profit or Loss</b>			
<b>Investments in equity instruments-fully paid-up</b>			
Ushdev Steel Private Limited ( Erstwile known as Maa Jai Jyota Wali Steel Pvt. Ltd)			
9,999 (March 31, 2016: 9,999, April 01, 2015: 9,999) shares of Rs. 10/- each	-	-	-
UIL (Singapore) Pte Limited			
4,500,000 (March 31, 2016: 4,500,000, April 01, 2015: 4,500,000) shares of USD \$ 1 each	-	6,889.10	5,630.77
UIL Hongkong Limited			
351,00,000 (March 31, 2016: 35,100,000, April 01, 2015: 35,100,000) shares of HKK \$ 1 each	-	7,297.67	6,100.89
<b>(A) Aggregate Cost of Unquoted Investments</b>	<b>-</b>	<b>14,186.77</b>	<b>11,731.65</b>
<b>Quoted</b>			
<b>Investments mandatorily measured at Fair Value through Profit or Loss</b>			
<b>Investments in equity instruments-fully paid-up</b>			
India Steel Works Ltd			
4,931,539 (March 31, 2016: 4,931,539, April 01, 2015: 4,931,539) shares of Rs. 1/- each	-	-	150.41
<b>(B) Aggregate Cost of Quoted Investments</b>	<b>-</b>	<b>-</b>	<b>150.41</b>
<b>Total (A+B)</b>	<b>-</b>	<b>14,186.77</b>	<b>11,882.07</b>
<b>Aggregate Cost of impairment in value of Investments</b>	<b>-</b>	<b>-</b>	<b>194.80</b>

**Note :** Note: Since the Investments are carried at fair value through profit and loss account, the market value of quoted investments is equal to the carrying value.

# Consolidated Notes

## forming part of the Financial Statements

### 4 Trade receivables - Non Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>UnSecured</b>			
- Considered good:	-	32,459.05	20,075.55
- Considered doubtful:	-	1,444.74	1,219.09
Less: Allowances for expected Credit Losses	-	1,444.74	1,219.09
<b>Sub Total</b>	-	-	-
<b>Total</b>	-	32,459.05	20,075.55

### 5 Other Financial Asset - Non Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Bank Deposits - #	9,049.87	69.30	8.33
Advances to Related Parties	-	233.26	-
<b>Total</b>	<b>9,049.87</b>	<b>302.56</b>	<b>8.33</b>

Advances to Related Parties	March 31, 2017	March 31, 2016	April 1, 2015
Ushdev Windpark Pvt Ltd	-	233.26	-

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Balances with banks held as:			
Margin against Borrowings	9,049.87	-	-

# Fixed deposits of the Group are pledged as security with the banks. Subsequent to the accounts being classified as non performing assets the probability of these fixed deposits being realised within the maturity date is remote. Hence, these fixed deposit balances have not been considered as cash and cash equivalents but disclosed as non current assets.



# Consolidated Notes

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## 6 Deferred Tax Asset / (Liabilities)

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
The balance comprises temporary / deductible differences attributable to:			
Property, plant and equipment	(157.83)	(245.96)	(222.08)
Provisions	3,037.77	295.63	454.29
Unabsorbed depreciation and losses	2,674.21	-	-
<b>Net deferred tax assets / (Liabilities)</b>	<b>5,554.15</b>	<b>49.67</b>	<b>232.21</b>

### Movement in deferred tax balances

(Rs. in Lakhs)

Particulars	"Net balance April 1, 2016"	Recognised in (profit) or loss	"Recognised in OCI"	"Net balance March 31, 2017"
<b>Deferred tax Asset</b>				
Property, plant and equipment	(245.96)	(88.13)	-	(157.83)
Provisions	295.63	(2,742.14)	-	3,037.77
Unabsorbed depreciation and losses	-	(2,674.21)	-	2,674.21
<b>Tax Assets (Liabilities)</b>	<b>49.67</b>	<b>(5,504.48)</b>	<b>-</b>	<b>5,554.15</b>

(Rs. in Lakhs)

Particulars	"Net balance April 1, 2015"	Recognised in (profit) or loss	"Recognised in OCI"	"Net balance March 31, 2016"
<b>Deferred tax asset</b>				
Property, plant and equipment	(222.08)	23.88	-	(245.96)
Provisions	454.29	158.66	-	295.63
<b>Tax Assets (Liabilities)</b>	<b>232.21</b>	<b>182.54</b>	<b>-</b>	<b>49.67</b>

## 7 Other Non Current Asset

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Capital Advance	-	4,640.35	7.62
Trade Deposits	32.44	280.28	7.65
Taxes recoverable from Government authorities	155.03	87.00	87.00
Advance for Purchase of Steel	-	5,213.13	4,728.21
Advance Tax ( Net of Provision)	2,052.06	1,844.48	1,502.34
<b>Total</b>	<b>2,239.53</b>	<b>12,065.23</b>	<b>6,332.82</b>

# Consolidated Notes

## forming part of the Financial Statements

### 8 Inventories

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Inventories (lower of cost and net realisable value)</b>			
Stock in Trade	-	3,014.47	12,621.08
<b>Total</b>	<b>-</b>	<b>3,014.47</b>	<b>12,621.08</b>

### 9 Trade Receivables - Unsecured

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Unsecured:</b>			
- Considered good:	349,862.35	293,773.71	286,639.64
- Considered doubtful:	10,657.01	6.99	60.37
Less: Allowances for expected Credit Losses	10,657.01	6.99	60.37
<b>Sub Total</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>349,862.35</b>	<b>293,773.71</b>	<b>286,639.64</b>

### Trade Receivables includes amount receivable from Related Parties as under

(Rs. in Lakhs)

Trade Receivables	March 31, 2017	March 31, 2016	April 1, 2015
UIL Commodities DMCC	4,044.37	-	-
UIL Hongkong Limited	229.73	-	-
UIL Singapore Limited	32.47	-	-
Ushdev Mercantile Pvt Ltd	10.01	-	-
<b>Total</b>	<b>4316.58</b>	<b>-</b>	<b>-</b>

### 10 Cash and cash equivalents

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>A. Cash &amp; Cash Equivalents</b>			
(i) Cash on hand	0.04	0.09	0.02
(ii) Balances with Banks			
On Current account	44.60	5,705.46	2,748.92
Deposits with maturity less than 3 months	-	10,491.49	16,280.60
<b>Sub Total</b>	<b>44.64</b>	<b>16,197.03</b>	<b>19,029.54</b>
<b>B. Other Bank Balances</b>			



# Consolidated Notes

forming part of the Financial Statements

Deposits with maturity for more than 12 months			
Deposits with maturity for more than 3 months but less than 12 months	-	19,635.14	119,133.97
Unpaid Dividend Bank Accounts	9.78	9.18	49.93
<b>Sub Total</b>	<b>9.78</b>	<b>19,644.32</b>	<b>119,183.90</b>
<b>Total</b>	<b>54.42</b>	<b>35,841.35</b>	<b>138,213.44</b>

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Balances with banks held as:</b>			
Margin against Borrowings	-	29,430.02	131,678.85

## 11 Loans - Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>a) Loans to related parties</b>			
UnSecured: Considered good:	666.38	-	-
<b>b) Loans Given</b>			
UnSecured: Considered good:	97.99	-	-
<b>Total</b>	<b>764.37</b>	<b>-</b>	<b>-</b>

(Rs. in Lakhs)

Loans to related parties	March 31, 2017	March 31, 2016	April 1, 2015
P.G. Mercantile Pvt Ltd	414.53	-	-
Ushdev Wind Park Pvt. Ltd.	228.10	-	-
PG Trader	23.76	-	-
<b>Total</b>	<b>666.38</b>	<b>-</b>	<b>-</b>

## 12 Other Financial Asset - Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Loans & Advances to related parties	0.03	151.89	218.08
<b>Total</b>	<b>0.03</b>	<b>151.89</b>	<b>218.08</b>

(Rs. in Lakhs)

Loans & Advances to related parties	March 31, 2017	March 31, 2016	April 1, 2015
UIL hongkong Limited	-	151.89	-
Ushdev Securities Limited	0.03	-	-

# Consolidated Notes

## forming part of the Financial Statements

UIL Singapore Pte Ltd	-	-	2.77
Ushdev Windpark Pvt. Ltd.	-	-	201.27
Montex Trading Private Limited	-	-	0.03
Ushdev Trade Limited	-	-	0.03
Honest Trading Corporation	-	-	0.05
Shree Shyam Exim	-	-	13.93
<b>Total</b>	<b>0.03</b>	<b>151.89</b>	<b>218.08</b>

### 13 Other Current Asset

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Advance recoverable in cash or kind or for value to be received	4,673.99	59.25	36.40
Advance for Purchase of Steel	30,573.35	19,918.77	27,649.99
Prepaid Expenses	282.22	1,176.74	2,635.02
Other Receivable	-	33.53	37.64
<b>Derivatives</b>			
- Foreign exchange forward contracts	-	-	1,253.96
Trade Deposits	-	-	261.43
<b>Total</b>	<b>35,529.55</b>	<b>21,188.29</b>	<b>31,874.43</b>

### 14 Equity Share Capital

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>(i) Authorised :</b>			
35,00,00,000 (March 31, 2016: 35,000,000, April 01, 2015: 35,000,000) Equity shares of the par value of INR 1 each ((March 31, 2016: INR 10 each, April 01, 2015: INR 10 each)	3,500.00	3,500.00	3,500.00
<b>Total</b>	<b>3,500.00</b>	<b>3,500.00</b>	<b>3,500.00</b>

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>(ii) Issued and Subscribed:</b>			
35,00,00,000 (March 31, 2016: 35,000,000, April 01, 2015: 35,000,000) Equity shares of the par value of INR 1 each ((March 31, 2016: INR 10 each, April 01, 2015: INR 10 each)	3,384.94	3,384.94	3,384.94
<b>Total</b>	<b>3,384.94</b>	<b>3,384.94</b>	<b>3,384.94</b>





# Consolidated Notes

## forming part of the Financial Statements

- (iii) Reconciliation of number of equity shares outstanding at the beginning and the end of the year :

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Outstanding at the beginning of the year	33,849,400	33,849,400
Share Split during the year (From FV Rs. 10 to FV Rs. 1) (Note 1)	304,644,600	-
Outstanding at the end of the year	338,494,000	33,849,400

### Note 1

The shareholders of the company have approved split of one equity share of Rs. 10 each into ten equity shares of Re. 1 each.

- (iv) Rights, preferences and restrictions attached to Equity shares

"The Company has issued only one class of equity shares having a par value of INR 1 each. Each equity shareholder is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders."

- (v) Shareholders holding more than 5% shares in the Company is set out below:

Name of Shareholder	March 31, 2017		March 31, 2016		April 01, 2015	
	No of shares	%	No of shares	%	No of shares	%
Suman Gupta	69,311,260	20.48%	6,931,126	20.48%	6,931,126	20.48%
Chhaya Ilesh Gadhia	19,216,920	5.68%	1,921,692	5.68%	1,921,692	5.68%
UD Trading Group Holding Pte Ltd	84,159,520	24.86%	8,415,952	24.86%	8,415,952	24.86%
Dempsey Commodities Holdings Pte Ltd.	44,236,000	13.07%	4,423,600	13.07%	4,423,600	13.07%

- (vi) Equity shares reserved for issue under employee stock option scheme

Information related to Employee Stock Option Plan/Scheme, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of the reporting period, is set out in Note 44.

### 15 Other Equity

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Security Premium Reserve</b>			
Balance as per Last balance Sheet	30,687.33	30,687.33	30,687.33
Addition During the Year	-	-	-
Deduction During the year	-	-	-
<b>As at end of year</b>	<b>30,687.33</b>	<b>30,687.33</b>	<b>30,687.33</b>

# Consolidated Notes

forming part of the Financial Statements

<b>General Reserve</b>			
Balance as per Last balance Sheet	6,426.75	5,905.20	3,870.32
Addition During the Year	-	521.55	2,034.88
Deduction During the year	-	-	-
<b>As at end of year</b>	<b>6,426.75</b>	<b>6,426.75</b>	<b>5,905.20</b>
<b>Employee Stock Options</b>			
Balance as per Last balance Sheet	788.31	591.44	-
Addition During the Year	81.50	196.87	591.44
Deduction During the year	-	-	-
<b>As at end of year</b>	<b>869.82</b>	<b>788.31</b>	<b>591.44</b>
<b>Surplus / Retained Earnings</b>			
Balance as per Last balance Sheet	58,794.18	52,666.79	27,763.52
Addition During the Year	-22,900.70	7,510.65	20,348.35
Deduction During the year	-	-	-
<b>Amount available for apporoprations</b>	<b>35,893.48</b>	<b>60,177.44</b>	<b>48,111.87</b>
Appropriation :			
Transfer to General Reserve	-	521.55	2,034.88
Final Dividend and tax thereon Paid for Last year	6.04	861.71	-
<b>IND As Adjustment</b>			
		-	6,589.80
<b>As at end of year</b>	<b>35,887.44</b>	<b>58,794.18</b>	<b>52,666.79</b>
<b>Other Comprehensive Income</b>			
Balance as per Last balance Sheet	30.51	6.65	-
Transfer from Statement of Profit and Loss	59.13	23.86	6.65
Deduction During the year		-	-
<b>As at end of year</b>	<b>89.64</b>	<b>30.51</b>	<b>6.65</b>
<b>Gross Total</b>	<b>73,960.98</b>	<b>96,727.08</b>	<b>89,857.40</b>

## 16 Borrowings - Non Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Secured - at amortized cost</b>			
Term loans			
- from banks	79.73	3,323.22	4,156.25
- from others	18.27	27.92	-
<b>Total</b>	<b>98.00</b>	<b>3,351.13</b>	<b>4,156.25</b>



# Consolidated Notes

forming part of the Financial Statements

## Terms of Repayments:

Name of Bank	Nature of Loan	Mode of Repayment	Interest Type	"EMI Amount (Rs. In Lacs) "	Date of Maturity	Security
HDFC Bank	Vehicle	Repayable in 60 monthly instalments over the period of loan	Fixed Rate	0.78	2019-20	Respective Vehicle/s under Loan
HDFC Bank	Vehicle			0.83		
HDFC Bank	Vehicle			0.20		
HDFC Bank	Vehicle			0.30		
ICICI Bank	Vehicle			1.81		
Daimler Financial Services India Pvt. Ltd.	Vehicle			0.83		

## 17 Trade Payables - Non Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Trade Payables:</b>			
Micro, Small & Medium Enterprises	-	-	-
Others	-	10,543.87	6,234.02
<b>Total</b>	<b>-</b>	<b>10,543.87</b>	<b>6,234.02</b>

## 18 Provisions - Non Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Provision for Employee's Benefits:</b>			
Provision for Gratuity (Refer Note 35)	65.57	85.06	71.54
<b>Total</b>	<b>65.57</b>	<b>85.06</b>	<b>71.54</b>

## 19 Other Non Current liabilities

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Security Deposits	19.05	25.58	23.86
<b>Total</b>	<b>19.05</b>	<b>25.58</b>	<b>23.86</b>

# Consolidated Notes

## forming part of the Financial Statements

### 20 Borrowings - Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Secured - at amortized cost</b>			
(a) Loans repayable on demand			
- from banks (Bank overdraft)	245,965.62	39,077.20	42,120.42
- from others			
(b) Other loans	-	132,082.21	203,552.97
<b>Unsecured - at amortized cost</b>			
(a) Loans repayable on demand			
- from banks	314.52	321.45	303.23
- from others			
Domestic currency loan	2,939.59	0.03	0.03
- from related parties			
Domestic currency loan	1,520.47	-	-
Foreign currency loan	5,975.98	-	-
<b>Total</b>	<b>256,716.18</b>	<b>171,480.89</b>	<b>245,976.65</b>

(Rs. in Lakhs)

Loans from related parties	March 31, 2017	March 31, 2016	April 1, 2015
Montex Trading Private Limited	115.03	-	-
Ushdev Commercial Services Pvt. Ltd.	1,088.90	-	-
Ushdev Steel Pvt Ltd.	316.54	-	-
UIL Commodities DMCC	5,975.98	-	-
<b>Total</b>	<b>7496.45</b>	<b>-</b>	<b>-</b>

# Holding Company has not serviced the working capital facilities availed from Consortium Bankers. Amount of total overdue for various credit facilities is as under -

Sr. No.	Account Type	Amount
1	Cash Credits (CC)	134097.92
2	LC Devolvments	60791.32
	<b>Total</b>	<b>194889.25</b>

# Consolidated Notes

forming part of the Financial Statements

Detail of lender wise defaults with the type of borrowings are as under -

Bank Name	Account Type	Amount of default as at the balance sheet date	Period of default
Andhra Bank	CC	12.34	Various dates ranging from 31.10.16 to 31.03.17
	LC Devolvement	3,779.25	Various dates ranging from 05.07.16 to 31.03.17
	LC Devolvement	3,034.18	Various dates ranging from 19.11.16 to 31.03.17
Bank of Baroda	CC	7,988.85	Various dates ranging from 07.07.16 to 27.03.17
	LC Devolvement	556.37	Various dates ranging from 29.09.16 to 31.03.17
Bank of Maharashtra	CC	15,789.47	Various dates ranging from 09.09.16 to 31.12.16
Central Bank of India	LC Devolvement	10,666.65	Various dates ranging from 20.07.16 to 31.03.17
Dena Bank	CC	62.64	Various dates ranging from 29.10.16 to 31.03.17
	LC Devolvement	1,019.11	Various dates ranging from 18.08.16 to 30.11.16
	LC Devolvement	201.46	Various dates ranging from 18.08.16 to 30.11.16
	LC Devolvement	644.35	Various dates ranging from 18.08.16 to 30.11.16
	LC Devolvement	2,245.03	Various dates ranging from 13.10.16 to 31.03.17
	LC Devolvement	760.06	Various dates ranging from 21.10.16 to 31.03.17
	LC Devolvement	789.72	Various dates ranging from 24.10.16 to 31.03.17
	LC Devolvement	869.23	Various dates ranging from 28.10.16 to 31.03.17
	LC Devolvement	945.73	Various dates ranging from 03.11.16 to 31.03.17
	LC Devolvement	2,329.65	Various dates ranging from 29.12.16 to 31.03.17
	LC Devolvement	207.63	Various dates ranging from 30.12.16 to 31.03.17
	LC Devolvement	387.55	Various dates ranging from 02.01.17 to 31.03.17
	LC Devolvement	991.87	Various dates ranging from 03.01.17 to 31.03.17
	LC Devolvement	1,118.09	Various dates ranging from 03.01.17 to 31.03.17
LC Devolvement	890.90	Various dates ranging from 09.01.17 to 31.03.17	
ICICI Bank	CC	374.55	Various dates ranging from 28.10.16 to 31.03.17
	LC Devolvement	1,974.37	Various dates ranging from 23.02.17 to 31.03.17
	LC Devolvement	6,430.17	Various dates ranging from 09.09.16 to 31.03.17
	LC Devolvement	10,473.87	Various dates ranging from 10.11.16 to 31.03.17
	LC Devolvement	4,328.83	Various dates ranging from 03.11.16 to 31.03.17
IDBI bank	CC	31,127.63	Various dates ranging from 31.05.16 to 31.03.17
Indian Overseas bank	CC	11,775.35	Various dates ranging from 17.06.16 to 31.03.17
Oriental bank of Commerce	CC	11,103.87	Various dates ranging from 23.08.16 to 31.03.17

# Consolidated Notes

## forming part of the Financial Statements

State bank of India	LC Devolvement	2,127.23	Various dates ranging from 09.01.17 to 31.03.17
	CC	9,738.71	Various dates ranging from 10.1.17 to 31.01.17
		16,051.04	Various dates ranging from 05.07.16..31.03.17
		9,044.71	Various dates ranging from 07.09.16 to 31.03.17
		10,117.71	Various dates ranging from 20.10.16 to 31.03.17
		10,911.04	Various dates ranging from 13.07.16 to 31.03.17
UCO bank	LC Devolvement	1,048.43	Various dates ranging from 04.07.16 to 31.03.17
		693.18	Various dates ranging from 28.07.16 to 31.03.17
		395.86	Various dates ranging from 10.08.16 to 31.03.17
		360.80	Various dates ranging from 10.08.16 to 31.03.17
		234.54	Various dates ranging from 10.08.16 to 31.03.17
		921.16	Various dates ranging from 10.10.16 to 31.03.17
		340.76	Various dates ranging from 13.10.16 to 31.03.17
		25.27	Various dates ranging from 30.12.16 to 31.03.17
<b>Total</b>		<b>194,889.25</b>	

Details of unpaid Interest are not included in the above table since they are not provided for.

### 21 Trade Payables - Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Trade Payables:			
Micro, Small & Medium Enterprises			
Others	65,478.04	45,971.35	53,242.16
Acceptances	1,926.33	86,794.29	101,335.75
<b>Total</b>	<b>67,404.37</b>	<b>132,765.63</b>	<b>154,577.91</b>

### 22 Other Financial liabilities - Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Current Maturities of Long-Term Debt (Refer Note No 16)	57.00	941.49	840.00
Dues to Related parties	218.33	1,057.51	111.15
Interim/Final Dividend Unpaid	9.45	9.18	49.93
<b>Derivatives</b>			
- Foreign exchange forward contracts	-	3,156.78	318.42
Other Payables	800.26	717.66	386.56
<b>Total</b>	<b>1,085.04</b>	<b>5,882.63</b>	<b>1,706.06</b>



# Consolidated Notes

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Dues to Related parties	March 31, 2017	March 31, 2016	April 1, 2015
Portman Properties Pvt Ltd	0.19	-	-
P.G. Mercantile Pvt. Ltd.	-	-	1.37
Ushdev Mercantile Pvt. Ltd.	92.92	7.54	48.37
Ushdev Power Holdings Private Limited	15.96	8.62	61.42
Honest Trading Company	18.47	-	-
UIL Commodities DMCC	-	950.95	-
<b>Total</b>	<b>218.33</b>	<b>1,057.51</b>	<b>111.15</b>

## 23 Provisions - Current

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Provision for Grauity (Refer Note 35)	0.24	0.30	0.16
<b>Total</b>	<b>0.24</b>	<b>0.30</b>	<b>0.16</b>

## 24 Other current liabilities

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Advance from Customers	12,591.45	384.18	16,257.50
Duties & Taxes	11.08	32.75	67.64
<b>Total</b>	<b>12,602.53</b>	<b>416.93</b>	<b>16,325.14</b>

## 25 Current tax assets and liabilities (Net)

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Current tax liabilities (Net)</b>			
Provision for tax (net of advance tax)	2,091.46	2,092.70	-
<b>Current Tax Liabilities (Net)</b>	<b>2,091.46</b>	<b>2,092.70</b>	<b>-</b>

## 26 Revenue From Operations

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Sales	248,395.17	814,291.76
Wind Power Operations	1,860.24	1,435.85
<b>Total</b>	<b>250,255.41</b>	<b>815,727.61</b>

# Consolidated Notes

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### 27 Other Income

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Interest Income	12,470.19	7,424.72
Other non Operating Income		
- Rent Income	11.00	10.95
- Miscellaneous Income	72.48	474.49
- Net gain on Investment carried at FVTPL	-	2,317.18
<b>Total</b>	<b>12,553.67</b>	<b>10,227.35</b>

### 28 Employee Benefit Expenses

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Employee Emoulements	490.87	706.22
Share based payments	81.50	196.87
Contribution to provident funds	32.49	37.83
Provision for Gratuity	39.58	37.52
Staff Welfare Expenses	4.72	8.35
<b>Total</b>	<b>649.17</b>	<b>986.80</b>

### 29 Other Expenses

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Repairs and Maintenance	9.83	16.07
Open Access, Meter reading and wheeling charges	539.45	396.55
Insurance Premuim	106.50	186.63
Legal Charges	110.68	143.04
Professional Charges	211.17	290.12
Auditors Remuneration (Refer Note 29 (a) below)	10.43	56.82
Rent	143.35	344.25
Rates and Taxes	3.76	14.68
Security Charges	0.12	51.47
Advertisement Expenses	18.89	63.37
Travelling Expenses	26.20	111.57
Discounts	10.62	-
Bad Debts	-	332.02
Donation	45.33	353.99
Clearing Forwarding & Insurance	73.05	867.51





# Consolidated Notes

forming part of the Financial Statements

Detention & Demurrage Charges	159.86	85.00
Other expenses	91.24	186.76
Loss on Exchange Fluctuation (Net)	6,502.74	11,121.47
Allowances for Expected Credit loss	9,485.22	644.36
Net loss on Investment carried at FVTPL	9,581.67	-
Prior Period Expenses	41.95	-
Loss on sale of asset	3.19	-
<b>Total</b>	<b>27,175.25</b>	<b>15,265.69</b>

## Note 29(a) : Details of payments to auditors

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Audit fee	10.43	25.19
Other Matters	-	31.53
<b>Total</b>	<b>10.43</b>	<b>56.72</b>

## Note 29(b) : Corporate social responsibility expenditure

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
i) Gross Amount required to be spent by the Group during the year	335.35	347.47
ii) Amount spent during the year		
a) Construction/acquisition of any asset	-	-
b) On purpose other than above (ii) (a) - In cash	-	353.99
c) On purposes other than above (ii) (a) - Yet to be paid in cash	-	-

Amount of Rs.45.23 Lacs has been funded to different entities with the objective's of utilising the same for the CSR activities.

## 30 Finance Cost

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Interest		
- On Fixed Term Loans	511.21	627.41
- On Cash Credit	8,179.46	3,275.80
- Others	2,190.74	2,190.29
Discounting Charges	4,713.42	3,176.62
Other Finance Charges	5,314.02	5,754.42
Loss on Exchange Fluctuation (Net)	-	9,915.51
<b>Total</b>	<b>20,908.86</b>	<b>24,940.06</b>

# Consolidated Notes

## forming part of the Financial Statements

### 31 Earnings Per Share

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Basic Earnings per share	(6.75)	2.23
Diluted Earnings per share	(6.70)	2.20
Nominal Value of Shares	1.00	1.00

The calculation of basic and diluted earnings per share has been based on the following profit attributable to equity shareholders and weighted-average number of equity shares outstanding.

(Rs. in Lakhs)

No of shares	March 31, 2017	March 31, 2016
<b>i. Profit attributable to equity shareholders (basic &amp; diluted)</b>		
Profit/(loss) for the year, attributable to equity shareholders of the Group	(22,841.74)	7,534.17
<b>ii. Weighted average number of equity shares (basic)</b>		
Issued equity shares as at the beginning of the year	338,494,000	338,494,000
<b>Weighted average number of shares as at the end of the year</b>	<b>338,494,000</b>	<b>338,494,000</b>
<b>iii. Weighted average number of equity shares (diluted)</b>		
Weighted-average number of equity shares (basic) as at the beginning of the year	338,494,000	338,494,000
Adjustments for calculation of diluted earnings per share		
- Equity share options	2,269,690	3,821,350
<b>Weighted average number of equity shares and potential equity shares as at the end of the year</b>	<b>340,763,690</b>	<b>342,315,350</b>

#### Information concerning the classification of securities

(i) Options granted to employees under the Ushdev Stock Option Scheme 2014 are considered to be potential equity shares. They have been included in the determination of diluted earnings per share to the extent to which they are dilutive. The options have not been included in the determination of basic earnings per share. Details relating to the options are set out in Note 44.



# Consolidated Notes

## forming part of the Financial Statements

### 32 Significant Accounting Policies

#### General Information

Ushdev International Limited ("the Group") is a public limited company, which is domiciled and incorporated in the Republic of India with its registered office situated at New Harileela House, 6th Floor, Mint Road, Mumbai - 400 001. The Group was incorporated under the Companies Act, 1956 on May 18, 1994. The Group is one of India's largest Companies in the Metal trading sector with its core businesses in Metal Trading and Wind Power Generation.

#### Significant Accounting Policies

##### 1. Basis of preparation of consolidated financial statements

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

These financial statements for the year ended 31 March, 2017 are the first financials with comparatives, prepared under Ind AS. For all previous periods including the year ended 31 March, 2016, the Group had prepared its financial statements in accordance with the accounting standards notified under companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India.

The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1 April, 2015 being the date of transition to Ind AS. These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated out below.

#### Principles of consolidation and equity accounting

The consolidated financial statements incorporate the financial statements of Ushdev International Limited and entities controlled by Ushdev International Limited and its subsidiaries.

Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries (as listed in the table below).

# Consolidated Notes

## forming part of the Financial Statements

Name of the subsidiaries	Principal Place of business	Proportion of Interest (including beneficial interest) / Voting Power (either directly / indirectly or through Subsidiaries)
Hobli Property Management Private Limited	India	100.00
Vijay Devraj Gupta Foundation	India	49.00

### 2. Compliance with Ind AS

The Group's financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

These financial statements include the balance sheet, the statement of profit and loss, the statement of changes in equity and the statement of cash flows and notes, comprising a summary of significant accounting policies and other explanatory information—and comparative information in respect of the preceding period.

Up to the year ended March 31, 2016, the Group prepared its financial statements in accordance with the requirements of generally accepted accounting principles (GAAP) in compliance with Accounting Standards as specified in the Companies (Accounting Standards) Rules, 2006 read with Rule 7(1) of the Companies (Accounts) Rules, 2014 issued by the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. These are the Group's first Ind AS financial Statements. The date of transition to Ind AS is April 1, 2015.

The Group has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101 First-time Adoption of Indian Accounting Standards.

Refer Note 46 for the details of first time adoption exemptions availed by the Group.

### 3. Basis of Accounting

The Group maintains its accounts on accrual basis following the historical cost convention except certain financial instruments that are measured at fair values in accordance with Ind AS.

Fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level I inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that entity can access at measurement date
- Level II inputs are inputs, other than quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level III inputs are unobservable inputs for the asset or liability

### 4. Presentation of financial statements

The financial statements (except Statement of Cash-flow) are prepared and presented in the format prescribed in Division II – IND AS Schedule III ("Schedule III") to the Companies Act, 2013.

The Statement of Cash Flow has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows".



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## forming part of the Financial Statements

Disclosure requirements with respect to items in the financial statements, as prescribed in Schedule III to the Act, are presented by way of notes forming part of accounts along with the other notes required to be disclosed under the notified Accounting Standards.

Amounts in the financial statements are presented in Indian Rupees in Lakhs in line with the requirements of Schedule III. Per share data are presented in Indian Rupees to two decimal places.

### 5. Key estimates and assumptions

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates and assumptions that impact the reported amount of assets, liabilities, income, expenses and disclosure of contingent liabilities as at the date of the financial statements. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as on the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Difference between the actual and estimates are recognised in the period in which they actually materialise or are known. Any revision to accounting estimates is recognised prospectively. Management believes that the estimates used in preparation of Financial Statements are prudent and reasonable.

### 6. Foreign Currency

#### Functional and Presentation Currency

The financial statements of the Group are presented using Indian Rupee (INR) i.e. currency of the primary economic environment in which the entity operates ('the functional currency').

#### Transactions and Balances

Foreign currency transactions are translated into the respective functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognised in profit or loss.

Premium/Discount in respect of forward contracts is accounted over the period of contract.

### 7. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Escalation and other claims, which are not ascertainable/acknowledged by customers, are not taken into account. Revenue is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Criteria for recognition of revenue are as under:

#### a) Sale of Goods

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- i. significant risks and rewards of ownership of the goods are transferred to the buyer;
- ii. Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- iii. it is probable that economic benefits associated with transaction will flow to the Group; and

# Consolidated Notes

## forming part of the Financial Statements

- iv. amount of revenue can be measured reliably;
- b) In cases where trade contracts provide for crystallization of price or for price adjustment on a subsequent date, corresponding purchase and sales are recognized on the basis of expected settlement price and any differential determined subsequently is accounted for at the time of final settlement.
- c) Income from sale of electricity is recognized as per the terms and conditions of the agreement with the Customer. Renewable Energy Credit Income is recognized when realized.
- d) Interest income is recognized on a time proportion basis taking into account amount outstanding and applicable interest rate.
- e) Dividend is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

### 8. Property, Plant and Equipment (PPE)

PPE is recognized when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can measured reliably. Freehold land is carried at historical cost. All other items of PPE are stated at cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment. Cost includes expenditure that is directly attributable to the acquisition and installation of such assets.

PPE not ready for the intended use on the date of the Balance Sheet is disclosed as "capital work-in-progress".

Assets having individual cost of less than Rs 5000/- are fully depreciated in the year of Acquisition.

#### Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives specified in schedule II to the Companies Act, 2013 and useful life is as under:

#### Type of Asset with Useful Life

Type of Asset	Life
Leasehold Land	Over the Lease Period
Building	60 Years
Office Premises	60 Years
Plant and Machinery used in windpower generation	22 Years
Office Equipment	5 Years
Computer Equipment's	3 Years
Furniture and Fixtures	10 Years
Electrical Fittings	10 Years
Vehicle	8 Years

### 9. Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are



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## forming part of the Financial Statements

attributable to the assets will flow to the Group and the cost of the asset can be measured reliably. Intangible assets acquired by the Group are measured at cost less accumulated amortisation and any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition and installation of such assets.

### Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives.

The intangible assets are amortised over the estimated useful lives as given below:

Type of Asset	Life
Computer software	5 years

### 10. Impairment of Non Financial Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

### 11. Non-current assets held for sale/ distribution to owners and discontinued operations

The Group classifies non-current assets and disposal groups as 'Held For Sale' if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn.

Non-current assets held for sale and disposal groups are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

### 12. Inventories

Inventory is valued at cost or net realizable value whichever is lower. Cost includes all non refundable taxes and expenses incurred to bring the inventory to the present location. Cost is determined using the FIFO (first-in-first-out) method of valuation.

### 13. Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred.

### 14. Provisions & Contingencies

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events for which it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated as at the balance sheet date.

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A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but will probably not, require an outflow of resources. Information on contingent liabilities is disclosed in the notes to financial statements unless the possibility of an outflow of resources embodying economic benefit is remote.

A contingent asset is not recognised but disclosed in the financial statements where an inflow of economic benefit is probable.

### 15. Leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership over the lease term are classified as operating lease. Lease payments for assets taken on operating lease are recognised as an expense in the Profit and Loss Account on a straight-line basis over the lease term.

### 16. Income tax

Income tax expense for the period is the tax payable on the current period's taxable income based on the applicable income tax rate and changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The current income tax charge is calculated in accordance with the provisions of the Income Tax Act 1961.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted at the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary differences and brought forward losses only if it is probable that future taxable profit will be available to realise the temporary differences.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

### 17. Employee Benefits

#### a) Short-term Obligations

All employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits. These are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### b) Post-employment obligations i.e.

- Defined benefit plans and
- Defined contribution plans.

Defined benefit plans:





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The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets. The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. Remeasurements are not reclassified to profit or loss in subsequent periods.

### Defined contribution plans:

The Group pays provident fund contributions to publicly administered provident funds as per local regulations. The Group has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

## 18. Share Based Payments

Share based compensation benefits are provided to employees via Ushdev Stock Option Scheme 2014. The cost of equity-settled transactions is determined by using fair value at the date when the grant is made using an appropriate valuation model in accordance with Ind AS 102 - Share Based Payments.

The fair value of options granted under the Ushdev Stock Option Scheme 2014 is recognised as an employee benefits expense with a corresponding increase in share-based payment (SBP) reserves in other equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense.

## 19. Financial Instruments

### Initial Recognition

Financial instruments i.e. Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. Financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial instruments (other than financial instruments at fair value through profit or loss) are added to or deducted from the fair value of the financial instruments, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial instruments assets or financial liabilities at fair value through profit or loss are recognised in profit or loss.

### Subsequent Measurement

#### **Financial Assets**

All recognised financial assets are subsequently measured at amortized cost except financial assets carried at fair value through Profit and loss (FVTPL) or fair value through other comprehensive income (FVOCI).

#### a) Equity investments (other than investments in subsidiaries, associates and joint venture)

All equity investments falling within the scope of Ind-AS 109 are mandatorily measured at Fair Value Through Profit and Loss (FVTPL) with all fair value changes recognized in the Statement of Profit and Loss.

The Group has an irrevocable option of designating certain equity instruments as FVOCI. Option of designating instruments as FVOCI is done on an instrument-by-instrument basis.

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The classification made on initial recognition is irrevocable.

If the Group decides to classify an equity instrument as FVOCI, then all fair value changes on the instrument are recognized in Statement of Other Comprehensive Income (SOI). Amounts from SOI are not subsequently transferred to profit and loss, even on sale of investment.

b) Derecognition

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired, or the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement; and with that a) the Group has transferred substantially all the risks and rewards of the asset, or b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

c) Impairment of financial assets

The Group applies the expected credit loss model for recognising allowances for expected credit loss on financial assets measured at amortised cost.

### Financial Liabilities

#### Classification

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### Subsequent Measurement

Loans and borrowings are subsequently measured at Amortised costs using Effective Interest Rate (EIR), except for financial liabilities at fair value through profit or loss. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Amortisation is included as a part of Finance Costs in the Statement of Profit and Loss

Financial liabilities recognised at FVTPL, including derivatives, shall be subsequently measured at fair value.

a) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

#### Derivatives financial instruments

The Group uses derivative financial instruments, such as forward currency contracts to mitigate its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.



# Consolidated Notes

## forming part of the Financial Statements

### Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

### Re-classification of financial instruments

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest. The Group has not reclassified any financial asset during the current year or previous year.

# Consolidated Notes

## forming part of the Financial Statements

### 33 Financial Instruments – Fair Values And Risk Management

#### A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

(Rs. in Lakhs)

March 31, 2017	Notes	Carrying amount				Fair value			Total
		Fair value through profit and loss	Fair value through OCI	Amortised Cost	Total	Level 1	Level 2	Level 3	
<b>Financial assets measured at fair value</b>									
<b>Investments</b>									
- Equity instruments	3,3A	6,099.47	-	-	6,099.47	257.01	-	5,842.45	6,099.47
- Venture Capital / Mutual Fund	3,3A	255.01			255.01	97.74		157.27	255.01
	-	<b>6,354.48</b>	-	-	<b>6,354.48</b>	-	-	-	-
<b>Financial liabilities measured at fair value</b>									
<b>Derivative Financial Liabilities</b>									
- Foreign exchange forward contracts	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
<b>Financial assets measured at amortized cost</b>									
Trade receivables	4,9	-	-	349,862.35	349,862.35	-	-	-	-
Cash and cash equivalents	10A	-	-	44.64	44.64	-	-	-	-
Bank Balance other than cash & cash equivalents	10B	-	-	9.78	9.78	-	-	-	-
Loans	11	-	-	764.37	764.37	-	-	-	-
Other Financial Asset	5,12	-	-	0.03	0.03	-	-	-	-
	-	-	-	<b>350,681.17</b>	<b>350,681.17</b>	-	-	-	-
<b>Financial liabilities measured at amortized cost</b>									
Borrowings	16,20	-	-	256,814.18	256,814.18	-	-	-	-
Trade payables	17,21	-	-	67,404.37	67,404.37	-	-	-	-
Other Financial Liabilities	22	-	-	1,085.04	1,085.04	-	-	-	-
<b>Derivative Financial Liabilities</b>									
- Foreign exchange forward contracts	22	-	-	-	-	-	-	-	-
	-	-	-	<b>325,303.59</b>	<b>325,303.59</b>	-	-	-	-



# Consolidated Notes

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(Rs. in Lakhs)

March 31, 2016	Notes	Carrying amount				Fair value			Total
		Fair value through profit and loss	Fair value through OCI	Amortised Cost	Total	Level 1	Level 2	Level 3	
<b>Financial assets measured at fair value</b>									
<b>Investments</b>									
- Equity instruments	3,3A	15,580.63	-	-	15,580.63	89.26	-	15,491.37	15,580.63
- Venture Capital / Mutual Fund	3,3A	266.27	-	-	266.27	81.29	-	184.97	266.27
	-	<b>15,846.89</b>	-	-	<b>15,846.89</b>	-	-	-	-
<b>Financial liabilities measured at fair value</b>									
<b>Derivative Financial Liabilities</b>									
- Foreign exchange forward contracts	22	3,156.78	-	-	3,156.78	-	3,156.78	-	-
	-	<b>3,156.78</b>	-	-	<b>3,156.78</b>	-	-	-	-
<b>Financial assets measured at amortized cost</b>									
Trade receivables	4 & 9	-	-	326,232.75	326,232.75	-	-	-	-
Cash and cash equivalents	10A	-	-	16,197.03	16,197.03	-	-	-	-
Bank Balance other than cash & cash equivalents	10B	-	-	19,644.32	19,644.32	-	-	-	-
Loans	11	-	-	-	-	-	-	-	-
Other Financial Asset	5 & 12	-	-	454.45	454.45	-	-	-	-
	-	-	-	<b>362,528.56</b>	<b>362,528.56</b>	-	-	-	-
<b>Financial liabilities measured at amortized cost</b>									
Borrowings	16 & 20	-	-	174,832.06	174,832.06	-	-	-	-
Trade payables	17 & 21	-	-	143,309.51	143,309.51	-	-	-	-
Other Financial Liabilities	22	-	-	2,725.85	2,725.85	-	-	-	-
	-	-	-	<b>320,867.42</b>	<b>320,867.42</b>	-	-	-	-

(Rs. in Lakhs)

April 01, 2015	Notes	Carrying amount				Fair value			Total
		Fair value through profit and loss	Fair value through OCI	Amortised Cost	Total	Level 1	Level 2	Level 3	
<b>Financial assets measured at fair value</b>									
<b>Investments</b>									
- Equity instruments	3,3A	13,186.67	-	-	13,186.67	150.41	-	13,036.25	13,186.67
- Venture Capital / Mutual Fund	3,3A	343.04	-	-	343.04	82.61	-	260.42	343.04
	-	<b>13,529.70</b>	-	-	<b>13,529.70</b>	-	-	-	-

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## forming part of the Financial Statements

Financial liabilities measured at fair value									
Derivative Financial Liabilities									
- Foreign exchange forward contracts	22	318.42	-	-	318.42	-	318.42	-	-
	-	318.42	-	-	318.42	-	-	-	-
Financial assets measured at amortized cost									
Trade receivables	4 & 9	-	-	306,715.18	306,715.18	-	-	-	-
Cash and cash equivalents	10A	-	-	19,029.54	19,029.54	-	-	-	-
Bank Balance other than cash & cash equivalents	10B	-	-	119,183.90	119,183.90	-	-	-	-
Loans	11	-	-	-	-	-	-	-	-
Other Financial Asset	5 & 12	-	-	226.41	226.41	-	-	-	-
	-	-	-	445,155.04	445,155.04	-	-	-	-
Financial liabilities measured at amortized cost									
Borrowings	16 & 20	-	-	250,132.89	250,132.89	-	-	-	-
Trade payables	17 & 21	-	-	160,811.93	160,811.93	-	-	-	-
Other Financial Liabilities	22	-	-	1,387.65	1,387.65	-	-	-	-
	-	-	-	412,332.47	412,332.47	-	-	-	-

### Valuation technique used to determine fair value

Investments included in Level 1 of Fair Value hierarchy are based on prices quoted in stock exchange and/or NAV declared by the Funds.

Investments included in Level 2 of Fair Value Hierarchy have been valued based on inputs from banks and other recognised institutions such as FIMMDA/FEDAI.

Investments included in Level 3 of Fair Value hierarchy have been valued using acceptable valuation techniques such as Net Asset Value and/or Discounted Cash Flow Method.

### B. Financial Risk Management

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

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

#### Risk management framework

The Group's activities expose it to a variety of financial risks such as credit risk, market risk and liquidity risk. The Group's primary focus is to foresee the unpredictability of financial markets and to minimize potential adverse effects on its financial performance. The primary market risk is foreign exchange risk and Interest risk. The Group uses derivative financial instruments to mitigate foreign exchange related risks.



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## forming part of the Financial Statements

### I. Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and loans and advances.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business.

The maximum exposure to credit risk for trade and other receivables by type of counterparty was as follows :

(Rs. in Lakhs)

Particulars	Notes	Carrying Amount		
		March 31, 2017	March 31, 2016	April 01, 2015
<b>Financial Assets (Non-current)</b>				
Trade and other receivables	4	-	32,459.05	20,075.55
Other financial assets	5	9,049.87	302.56	8.33
<b>Financial Assets (Current)</b>				
Cash and cash equivalents	10A	44.64	16,197.03	19,029.54
Bank Balance other than cash & cash equivalents above	10B	9.78	19,644.32	119,183.90
Loans	11	764.37	-	-
Other financial assets	12	0.03	151.89	218.08
Trade and other receivables	9	349,862.35	293,773.71	286,639.64
<b>Total</b>		<b>359,731.03</b>	<b>362,528.56</b>	<b>445,155.04</b>

#### a) Trade receivable

The Group individually monitors the sanctioned credit limits as against the outstanding balances.

The Group establishes an allowance for impairment that represents its estimate of expected losses in respect of trade receivables. The Group uses a provision matrix to compute the expected credit loss for trade receivables. The Group has developed this matrix based on historical data as well as forward looking information pertaining to assessment of credit risk.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in note 9. The Group does not hold collateral as security. The Group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdiction and Industries and operate largely in Independent markets.

#### b) Concentration of credit risk

Group has a geographic concentration of trade receivables which is given below :

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(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Domestic Trade Receivables	76,762.69	61,367.67	50,028.36
Foreign Trade Receivables	273,099.66	264,865.08	256,686.83
<b>Total</b>	<b>349,862.35</b>	<b>326,232.75</b>	<b>306,715.18</b>

The following table gives concentration of credit risk in terms of Top 10 amounts receivable from customers

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Trade Receivables	217,167.13	229,775.89	273,913.29
<b>Total</b>	<b>217,167.13</b>	<b>229,775.89</b>	<b>273,913.29</b>

### Credit Risk exposure

The following are details of allowances on expected credit loss and its movement thereon

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Balance at the beginning	1,451.73	1,279.46	-
Add: Provisions made/(reversed)	9,205.29	172.26	1,279.46
Less: Written off	-	-	-
Others	-	-	-
<b>Balance as at the end</b>	<b>10,657.01</b>	<b>1,451.73</b>	<b>1,279.46</b>

Management believes that the unimpaired amounts which are past due are collectible in full.

### c) Cash and cash equivalents

Cash and cash equivalents of INR 44.64 Lakhs at March 31, 2017 (March 31, 2016: INR 16197.03 Lakhs, March 31, 2015: INR 19029.54 Lakhs). The cash and cash equivalents are held with bank and financial institution counterparties with good credit rating.

## II. Liquidity risk

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

"During the F.Y. 2016-17, the Holding Company faced liquidity problems in realisation of amounts due from debtors. This has resulted in the holding company facing liquidity issues and being unable to service its debt obligation. The Holding Company has been classified as non performing asset (NPA) by Consortium Bankers. The Holding Company has submitted a restructuring plan to the Joint lenders forum, which is pending for approval. The Holding Company believes that the chances of the plan being approved are strong and hence, interest charged aggregating to Rs. 11347.78 Lacs by the banks after the date on which the accounts became NPA has not been provided for. Since the Holding Company has been classified as non performing asset by Consortium Bankers, the holding company also faces the risk of penal interest."



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### a) Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts disclosed in the table are the contractual undiscounted cash flows.

(Rs. in Lakhs)

March 31, 2017	Carrying amount	Overdue	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
<b>Non-derivative financial liabilities</b>							
Borrowings	256,814.18	194,889.25	61,826.93	57.00	41.01	-	256,814.18
Trade and other payables	67,404.37	-	67,404.37	-	-	-	67,404.37
Other financial liabilities	1,085.04	-	1,085.04	-	-	-	1,085.04
<b>Derivative Financial Liabilities</b>							
- Foreign exchange forward contracts	-	-	-	-	-	-	-
<b>Contingent consideration</b>							
- Financial Guarantee	58,895.00	-	58,895.00	-	-	-	58,895.00

(Rs. in Lakhs)

March 31, 2016	Carrying amount	Overdue	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
<b>Non-derivative financial liabilities</b>							
Borrowings	174,832.06	-	171,513.08	2,049.83	1,269.16	-	174,832.06
Trade and other payables	143,309.51	-	143,309.51	-	-	-	143,309.51
Other financial liabilities	5,882.63	-	5,882.63	-	-	-	5,882.63
<b>Derivative Financial Liabilities</b>							
- Foreign exchange forward contracts	3,156.78	-	3,156.78	-	-	-	3,156.78
<b>Contingent consideration</b>							
- Financial Guarantee	59,878.50	-	59,878.50	-	-	-	59,878.50

# Consolidated Notes

## forming part of the Financial Statements

(Rs. in Lakhs)

April 01, 2015	Carrying amount	Over-due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
<b>Non-derivative financial liabilities</b>							
Borrowings	250,132.89	-	246,099.22	905.00	940.00	2,188.67	250,132.89
Trade and other payables	160,811.93	-	160,811.93	-	-	-	160,811.93
Other financial liabilities	1,706.06	-	1,706.06	-	-	-	1,706.06
<b>Derivative Financial Liabilities</b>							
- Foreign exchange forward contracts	318.42	-	318.42	-	-	-	318.42
<b>Contingent consideration</b>							
- Financial Guarantee	101,781.25	-	101,781.25	-	-	-	101,781.25

### III. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Interest rate risk, currency risk and other price risk such as equity price risk and commodity risk.

#### a) Currency Risk

The Group operates internationally and portion of the business is transacted in USD currencies and consequently the Group is exposed to foreign exchange risk through its sales in overseas market and purchases from overseas suppliers in foreign currency. Foreign currency exchange rate exposure is partly balanced by purchasing of goods and services in the respective currencies and through derivative instruments.

The Group evaluates exchange rate exposure arising from foreign currency transactions and the Group follows established risk management policies, including the use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk.

#### (i) Exposure to Currency Risk

The summary quantitative data about the Group's exposure to currency risk as reported to the management of the Group is as follows.



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(Rs. in Lakhs)

Currency	March 31, 2017		March 31, 2016		April 01, 2015	
	USD	INR	USD	INR	USD	INR
<b>Financial Assets</b>						
Trade receivables	4,328.88	280,727.72	4,009.34	265,618.96	3,927.24	245,452.69
Advance given to Creditors	62.86	4,076.51	46.96	3,111.38	92.45	5,777.86
Foreign exchange forward contracts	-	-	56.22	3,724.31	882.39	55,149.19
<b>Net exposure to foreign currency risk (Assets)</b>	<b>4,391.74</b>	<b>284,804.23</b>	<b>4,112.52</b>	<b>272,454.65</b>	<b>4,902.08</b>	<b>306,379.73</b>
<b>Financial Liabilities</b>						
Borrowings	92.15	5,975.93	250.66	16,606.32	207.37	12,960.40
Buyers Credit	-	-	1,988.47	131,736.08	3,251.57	203,222.90
Trade payables	678.93	44,028.62	701.72	46,488.83	833.40	52,087.22
Advance from Customer	41.53	2,692.94	90.89	6,021.77	100.11	6,256.92
Letter of Credit	296.27	19,213.11	171.96	11,392.02	296.27	18,516.88
<b>Net exposure to foreign currency risk (Liabilities)</b>	<b>1,108.88</b>	<b>71,910.59</b>	<b>3,203.70</b>	<b>212,245.02</b>	<b>4,688.71</b>	<b>293,044.31</b>

The following significant exchange rates have been applied during the year.

(USD in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
USD 1	64.85	66.25	62.50

## Note on Foreign Currency exposure on assets and liabilities

During the year Group has entered into foreign exchange contracts, being derivative instruments to mitigate foreign currency risk, to establish the amount of currency in Indian Rupees required or available at the settlement date of certain payables and receivables.

The following are the outstanding foreign currency forward contracts entered into by Group:

(USD in Lakhs)

Particulars	Buy / Sell	March 31, 2017	March 31, 2016	April 01, 2015	Cross Currency
USD	Sell	-	1,831.00	2,558.93	INR
USD	Buy	-	1,823.71	3,441.32	INR

## (ii) Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against all other currencies at March 31 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis

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assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales, purchases and borrowings.

(Rs. in Lakhs)

USD (3% movement)	March 31, 2017 Profit or (loss)		March 31, 2016 Profit or (loss)		April 01, 2015 Profit or (loss)	
	Strength- ening	Weakening	Strength- ening	Weakening	Strength- ening	Weakening
Financial Assets	8,544.13	(8,544.13)	8,173.64	(8,173.64)	9,191.39	(9,191.39)
Financial Liabilities	(1,638.71)	1,638.71	(6,367.35)	6,367.35	(8,791.33)	8,791.33
<b>Total</b>	<b>6,905.41</b>	<b>(6,905.41)</b>	<b>1,806.29</b>	<b>(1,806.29)</b>	<b>400.06</b>	<b>(400.06)</b>

### b) Commodity Risk

The Group is effected by the price volatility of certain commodities that are traded on the London Metal Exchange (LME). Since the Group enters into purchase contract based on LME prices only if there is a committed sales contract of the same commodities in identical quantities that one traded in LME. The risk of price fluctuations in commodities is mitigated.

### c) Interest Rate Risk

The Group manages its Interest rate risk by having a balanced portfolio of Interest bearing and Interest free loans and borrowings.

#### i. Exposure To Interest Rate Risk

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows.

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>Fixed-rate instruments</b>			
Financial liabilities	155.00	258.96	-
<b>Variable-rate instruments</b>			
Financial liabilities	246,280.14	175,514.56	250,972.89
<b>Total</b>	<b>246,435.14</b>	<b>175,773.52</b>	<b>250,972.89</b>

#### ii. Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

(Rs. in Lakhs)

USD (3% movement)	March 31, 2017 Profit or (loss)		March 31, 2016 Profit or (loss)	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
Variable-rate instruments	(2,462.80)	2,462.80	(1,755.15)	1,755.15
<b>Cash flow sensitivity</b>	<b>(2,462.80)</b>	<b>2,462.80</b>	<b>(1,755.15)</b>	<b>1,755.15</b>

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### 34 Income tax expense

This note provide an analysis of the Group's income tax expense, show amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the Group's tax positions.

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
<b>(a) Income Tax Expense</b>		
<b>Current Tax</b>		
Current tax on profits for the year	-	2,750.00
<b>Total Current Tax Expense</b>	-	<b>2,750.00</b>
<b>Deferred Tax</b>		
Decrease (increase) in deferred tax assets	(5,416.35)	158.66
(Decrease) increase in deferred tax liabilities	(88.13)	23.88
<b>Total Deferred Tax Expense/(Benefit)</b>	<b>(5,504.48)</b>	<b>182.54</b>
<b>Tax Expense For The Year</b>	<b>(5,504.48)</b>	<b>2,932.54</b>
<b>(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:</b>		
Profit before income tax expense	(28,406.35)	10,750.72
Tax at the Indian tax rate of 30.90% (2015-2016 - 34.608%)	-	3,720.76
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
- Difference of WDV in tax books and books of accounts	(88.13)	(23.88)
- Fair Value on Investment	-	(823.10)
- Provision for MTM on forward Contracts	-	(200.22)
- Provision for ECL	-	223.00
- Donation	-	25.89
- Provision for doubtful debts	-	-
- Provisions	(2,742.14)	10.20
- Unabosbed Depreciation and Losses	(2,674.21)	-
<b>Income tax expense</b>	<b>(5,504.48)</b>	<b>2,932.54</b>

### 35 Provisions

#### Provision for employee benefit obligation

The Group contributes to the following post-employment plans in India.

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### “Defined Contribution Plans:

The Group pays provident fund contributions to publicly administered provident funds as per local regulations and are recognised as expense in the Statement of Profit and Loss during the period in which the employee renders the related service. There are no further obligations other than the contributions payable to the appropriate authorities.

The Group recognised 11.38 Lakhs for the year ended March 31, 2017 (March 31, 2016 Rs. 13.66 lakhs) towards provident fund contribution.

### Defined Benefit Plan:

The Group’s gratuity scheme is defined benefit plan. The Group’s liability for the defined benefit scheme is actuarially determined based on the projected unit credit method. The Group’s net obligations in respect of such plans is calculated by estimating the amount of future benefit that the employees have earned in return for their services and the current and prior periods that benefit is discounted to determine its present value and the fair value of the plan asset is deducted. Actuarial gains and losses are recognised in Other Comprehensive Income.

“In accordance with the provisions of the Payment of Gratuity Act, 1972, the Group has a defined benefit plan which provides for gratuity payments. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amounts are based on the respective employee’s last drawn salary and the years of employment with the Group. Liabilities in respect of the gratuity plan are determined by an actuarial valuation, based upon which the Group makes the provision.”

The most recent actuarial valuation of the defined benefit obligation along with the fair valuation of the plan assets in relation to the gratuity scheme was carried out as at March 31, 2017. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation and the plan assets as at balance sheet date:

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
Defined benefit obligation	65.81	85.36	71.71
Fair value of plan assets	-	-	-
<b>Net defined benefit (obligation)/assets</b>	<b>65.81</b>	<b>85.36</b>	<b>71.71</b>

### i. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components :

(Rs. in Lakhs)

Particulars	Defined benefit obligation		Fair value of plan assets		“Net defined benefit (asset) liability”	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Opening balance	85.36	71.71	-	-	85.36	71.71
Included in profit or loss						

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Current service cost	32.75	30.32	-	-	32.75	30.32
Interest cost (income)	6.83	5.56	-	-	6.83	5.56
<b>Included in OCI</b>						
Remeasurement loss (gain):	-	-	-	-	-	-
Actuarial loss (gain) arising from:	-	-	-	-	-	-
Financial assumptions	6.67	-	-	-	6.67	-
Experience adjustment	(65.81)	(22.23)	-	-	(65.81)	(22.23)
Return on plan assets excluding interest income	-	-	-	-	-	-
	<b>65.81</b>	<b>85.36</b>	-	-	<b>65.81</b>	<b>85.36</b>
<b>Other</b>						
Contributions paid by the employer	-	-	-	-	-	-
Benefits paid	-	-	-	-	-	-
<b>Closing balance</b>	<b>65.81</b>	<b>85.36</b>	-	-	<b>65.81</b>	<b>85.36</b>
<b>Represented by</b>						
Net defined benefit asset			-			
Net defined benefit liability	(65.81)	(85.36)	-	-	-	-
	<b>(65.81)</b>	<b>(85.36)</b>	-	-	-	-

### iii. Significant Estimates : Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
Discount rate	7.50%	8.00%
Future salary growth	15.00%	15.00%
Rate of employee turnover	For service 0-2 yrs 15.00 % p.a., For 2-5 yrs 2.00% p.a. & For service 5 yrs and above 0.00 % p.a.	For service 0-2 yrs 15.00 % p.a., For 2-5 yrs 2.00% p.a. & For service 5 yrs and above 0.00 % p.a.
Mortality rate	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

Assumptions regarding future mortality have been based on published statistics and mortality tables.

### 36 Disclosure of related parties / related party transactions :

#### A. List of related parties :

##### i) Key Management Personnel

Mr. Prateek Gupta (Vice Chairman)

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Mrs. Suman Gupta (Chairman)

Mr. Arvind Prasad (Managing Director and Chief Executive Officer)

Mr. Ashwin Rathi (Managing Director and Chief Financial Officer) (till 22nd November, 2016)

Mrs. Sucheta Jadhav (Chief Financial Officer) (from 22nd November, 2016)

Mrs. Ruchika Shah (Company Secretary) (from 12th August, 2016)

Mr. Harish Anchan (Company Secretary) (till 12th August, 2016)

### ii) Relatives of Key Management Personnel

Mrs. Ginni Gupta

Ms. Natasha Gupta

### iii) Fellow Subsidiaries

UIL Singapore Pte Limited

UIL Hong Kong Ltd

UIL Commodities DMCC

### vi) Enterprises under common control and Enterprises in which Key Management Personnel and their relatives are able to exercise significant influence (Other Related Parties)

- 1 Enshrine Property Management Private Limited
- 2 Ushdev Mercantile Private Limited
- 3 Hurricane Wind farms Private Limited
- 4 Ushdev Trade Limited
- 5 Montex Trading Private Limited
- 6 Globecon Commercial Services Private Limited (Formerly known as "Ushdev Commercial Services Private Limited")
- 7 P G Mercantile Private Limited
- 8 Ushdev Securities Limited
- 9 Ushdev Power Holdings Private Limited
- 10 Vijay Gupta (HUF)
- 11 Ushdev Wind park Private Limited
- 12 Typhoon Wind farms Private Limited
- 13 Ushdev MG Wind farms Private Limited
- 14 Ushdev Engitech Limited
- 15 Ushdev Wind Power Ltd
- 16 Ushdev Engitech TN Private Limited
- 17 Shree Shyam Exim
- 18 Ushdev Metals & Minerals Private Limited
- 19 UIL Mining & Commercial Services Pvt. Ltd.
- 20 Portman Properties Pvt. Ltd.
- 21 Uttam IT Parks Projects Pvt. Ltd.
- 22 Ushdev Steel Pvt. Ltd. (Formerly known as Maa Jai Jyotawali Steels Private Limited)
- 23 Beanstalk Training & Assessments Private Limited



# Consolidated Notes

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## B. Transactions during the year :

(Rs. in Lakhs)

Sr. No.	Nature of transaction	Subsidiaries	Other Related Parties	Key Management Personnel & Relatives	Total
1.	<b>Loans &amp; Advances:</b>				
	<b>Loans Given :</b>				
	Shree Shyam Exim	-	-	-	-
		(-)	(-)	(-)	(-)
	Ushdev Wind Park Pvt. Ltd.	-	141.04	-	141.04
		(-)	(28.00)	(-)	(28.00)
	Montex Trading Private Limited	-	0.30	-	0.30
		(-)	(-)	(-)	(-)
	Ushdev Commercial Services Pvt. Ltd.	-	255.40	-	255.40
		(-)	(-)	(-)	(-)
	Ushdev Mercantile P Ltd	-	11.91	-	11.91
		(-)	(-)	(-)	(-)
	Ushdev Power Holdings Pvt Ltd	-	8.62	-	8.62
		(-)	(-)	(-)	(-)
	Ushdev Securities Limited	-	0.03	-	0.03
		(-)	(-)	(-)	(-)
	PG Traders	-	25.00	-	25.00
		(-)	(-)	(-)	(-)
	Honest Trading	-	22.94	-	22.94
		(-)	(-)	(-)	(-)
	P G Mercantile Private Limited	-	574.39	-	574.39
		(-)	(-)	(-)	(-)
2	<b>Unsecured Loans :</b>				
	<b>Loan Taken :</b>				
	UIL Commodities DMCC	-	5,809.15	-	5,809.15
		(-)	(3,911.56)	(-)	(3,911.56)
	P G Mercantile Private Limited	-	159.87	-	159.87
		(-)	(2,351.52)	(-)	(2,351.52)
	Ushdev Steels Private Limited	-	-	-	-
		(-)	(1,455.88)	(-)	(1,455.88)

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	Montex Trading Pvt Ltd	-	115.33	-	115.33
		(-)	(-)	(-)	(-)
	Ushdev Commercial Services Pvt. Ltd.	-	1,344.30	-	1,344.30
		(-)	(-)	(-)	(-)
	Ushdev Mercantile Pvt Ltd	-	97.29	-	97.29
		(-)	(-)	(-)	(-)
	Ushdev Power Holdings Pvt Ltd	-	15.96	-	15.96
		(-)	(-)	(-)	(-)
	Ushdev Wind Park Pvt. Ltd.	-	171.71	-	171.71
		(-)	(-)	(-)	(-)
	PG Traders	-	1.24	-	1.24
		(-)	(-)	(-)	(-)
	Honest Trading	-	41.41	-	41.41
		(-)	(-)	(-)	(-)
	Portman Properties Pvt Ltd	-	0.19	-	0.19
		(-)	(-)	(-)	(-)
<b>3</b>	<b>Income :</b>				
	<b>Risk Management fees :</b>				
	UIL Hongkong Limited	-	81.06	-	81.06
		(-)	(184.93)	(-)	(184.93)
	UIL Singapore Pte Limited	-	32.43	-	32.43
		(-)	(62.18)	(-)	(62.18)
<b>4</b>	<b>Interest Received :</b>				
	Ushdev Wind Park Pvt. Ltd.	-	25.51	-	25.51
		(-)	(15.54)	(-)	(15.54)
<b>5</b>	<b>Expense :</b>				
	<b>Rent Paid :</b>				
	Ushdev Mercantile Private Limited	-	-	-	-
		(-)	(106.86)	(-)	(106.86)
	<b>Interest Paid :</b>				
	P G Mercantile Private Limited	-	-	-	-
		(-)	(65.03)	(-)	(65.03)
	Ushdev Steels Private Limited	-	-	-	-
		(-)	(42.78)	(-)	(42.78)

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	<b>Professional Fees :</b>				
	Ushdev Power Holdings Private Limited	-	-	-	-
		(-)	(62.40)	(-)	(62.40)
	<b>Donation Given :</b>				
	Vijay Devraj Gupta Foundation	-	-	-	-
		(274.00)	(-)	(-)	(274.00)
	<b>Remuneration to Key Management Personnel : -</b>				
	Arvind Prasad	-	-	51.27	51.27
		(-)	(-)	(52.20)	(52.20)
	Ashwin Rathi	-	-	21.13	21.13
		(-)	(-)	(56.87)	(56.87)
	Ruchika Shah	-	-	5.17	5.17
		(-)	(-)	(-)	(-)
	Sucheta Jadhav	-	-	14.50	14.50
		(-)	(-)	(-)	(-)
	Harish Anchan	-	-	-	-
		(-)	(-)	(3.94)	(3.94)
<b>5</b>	<b>Corporate Guarantee :</b>				
	UIL Hongkong Limited	-	-	-	-
		(-)	(33,127.50)	(-)	(33,127.50)
	UIL Singapore Pte Limited	-	-	-	-
		(-)	(13,251.00)	(-)	(13,251.00)
	Ushdev Engitech Limited	-	-	-	-
		(-)	(13,500.00)	(-)	(13,500.00)
<b>6</b>	<b>Purchases:</b>				
	UIL Commodities DMCC	-	127.86	-	127.86
		(-)	(762.82)	(-)	(762.82)
<b>7</b>	<b>Sales:</b>				
	UIL Commodities DMCC	-	3,192.53	-	3,192.53
		(-)	(-)	(-)	(-)

(Figures in bracket represents previous years' amounts)

# Consolidated Notes

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### C. Outstanding as at March 31, 2017 :

(Rs. in Lakhs)

Sr. No.	Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
<b>1</b>	<b>Loans to Related Parties :</b>			
	Ushdev Windpark Pvt. Ltd.	202.59	233.26	201.27
	PG Traders	23.76	-	-
	P.G. Mercantile Pvt. Ltd.	414.53	-	-
	UIL Hongkong Ltd.	-	151.89	-
	UIL Singapore Pte Ltd	-	-	2.77
	Montex Trading Private Limited	-	-	0.03
	Ushdev Trade Limited	-	-	0.03
	Honest Trading Corporation	-	-	0.05
	Shree Shyam Exim	-	-	13.93
	<b>Total</b>	<b>640.87</b>	<b>385.15</b>	<b>218.08</b>
<b>2</b>	<b>Loans from Related Parties</b>			
	P.G. Mercantile Pvt. Ltd.	-	-	1.37
	UIL Commodities DMCC	-	950.95	-
	Montex Trading Private Limited	115.03	-	-
	Globecon Commercial Services Private Limited (Formerly known as "Ushdev Commercial Services Private Limited")	1,088.90	-	-
	Ushdev Steel Pvt Ltd	316.54	-	-
	<b>Total</b>	<b>1,812.87</b>	<b>1,041.36</b>	<b>1.37</b>
<b>3</b>	<b>Trade Receivables</b>			
	UIL Commodities DMCC	4,044.37	-	-
	UIL Hongkong Ltd.	229.73	-	-
	UIL Singapore Pte Ltd	32.47	-	-
	Ushdev Mercantile Pvt. Ltd.	10.01	-	-
	<b>Total</b>	<b>4,316.58</b>	<b>-</b>	<b>-</b>
<b>4</b>	<b>Other Financial Assets - Current</b>			
	Ushdev Securities Limited	0.03	-	-
<b>5</b>	<b>Other Financial liabilities - Current</b>			
	Ushdev Mercantile Pvt. Ltd.	92.92	7.54	48.37



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Ushdev Power Holdings Private Limited	15.96	8.62	61.42
Portman Properties Pvt Ltd	0.19	-	-
Honest Trading Corporation	18.47	-	-
<b>Total</b>	<b>218.33</b>	<b>106.57</b>	<b>109.79</b>

As required under Section 186(4) of the Companies, Act, 2013, the Group has provided corporate guarantees and loans to its related parties for working capital facilities.

### 37 Accounting for Operating Leases

The Group has operating leases for premises, the leases are renewable on periodic basis and cancelable in nature.

### 38 Capital Management

#### a) Risk Management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

Group monitors capital using a ratio of 'Adjusted Net Debt' to 'Equity'. For this purpose, Adjusted Net Debt is defined as total liabilities, comprising loans/borrowings less cash and cash equivalents.

The Group's Debt to Equity ratio at March 31, 2017 was as follows.

(Rs. in Lakhs)

Particulars	Notes	March 31, 2017	March 31, 2016	April 01, 2015
Total Borrowings	16 & 20	256,814.18	174,832.06	250,132.89
Less : Cash and cash equivalents	10A	44.64	16,197.03	19,029.54
<b>Adjusted net debt</b>		<b>256,769.54</b>	<b>158,635.03</b>	<b>231,103.35</b>
<b>Total equity</b>		<b>77,345.92</b>	<b>100,112.02</b>	<b>93,242.34</b>
Adjusted net debt to equity ratio		3.32	1.58	2.48

#### b) Dividends

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016
<b>(i) Equity shares</b>		
Final dividend for the year ended March 31, 2016 of INR 1 ( March 31, 2015 - INR 2.10 per fully paid share	6.04	861.71
<b>(ii) Dividend not recognised at the end of the reporting period</b>		
The directors have not recommended the payment of dividend for the F.Y. 2016-17	-	-

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### 39 Operating Segment

"Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director (MD) and Chief Operating Officer (COO) of the Group. The Group has identified only one segment i.e. Metals Trading as reporting segment based on the information reviewed by CODM."

### 40 Contingent Liabilities

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>(a) Contingent liabilities</b>			
The Group had contingent liabilities at 31 March 2017 in respect of:			
i) Claims against the Group not acknowledged as debts	490.00	490.00	490.00
ii) Disputed Income Tax Demand	29,988.19	1,074.67	-
iii) Disputed Sales Tax/VAT Demands	29,978.82	-	-
iv) Corporate Guarantees issued by Group			101,781.25

### 41 Commitments

(Rs. in Lakhs)

Particulars	March 31, 2017	March 31, 2016	April 1, 2015
<b>(a) Capital commitments</b>			
i) Estimated amount of Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities	14,815.65	15,519.65	105.57

### 42 Going Concern

During the previous year, due to payments from Debtors not materializing, the Holding Company's account with the consortium banks has become irregular and many banks have classified the account as NPA. The payments from the holding company's debtors had been held up since we were unable to fulfill our contractual commitments for supplies of materials both in the domestic and international markets, leading to a significant decline in sales. The Holding Company has submitted its short term and long term revival plan to the lenders. The objective of the short term business plan is to keep the operations of the holding Company running till the approval of the proposed long term restructuring package by the lenders by availing Holding on Operations (HOO). The Long Term Revival Plan covers the aspects of revival of operations to full extent and meeting the dues of lenders on approval of the restructuring plan by the lenders. Based on the revival plans, the holding company is confident of resuming operations and hence, accounts are prepared on a going concern basis.



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### 43 Asset/ Liabilities Held for Sale

The Holding Company has entered into a business transfer agreement for sale of certain windmills, pending approvals from bankers/ authorities. The assets and its related liabilities have been classified as "Held For Sale".

(Rs. in Lakhs)

Particulars	March 31, 2017
<b>Assets Classified as Held for Sale</b>	
Property, Plant and Equipment	7,593.41
Trade Receivables	346.95
Other Current Assets	17.90
<b>Total Assets Held for Sale</b>	<b>7,958.26</b>
<b>Liabilities directly associated with assets classified as held for sale</b>	
Trade Payables	151.07
Long term Borrowings	3,465.54
<b>Total Liabilities Held for Sale</b>	<b>3,616.61</b>

# Holding Company has defaulted in repayment of principal and interest due on term loan availed from State Bank of India (erstwhile State Bank of Travancore) for an amount aggregating to Rs. 225 lacs and Interest of Rs. 87.17 lacs for 2 quarters - October to March 2017. Holding Company has also defaulted in repayment of principal amount of Canara Bank amounting to Rs. 81.95 lacs.

### 44 Share Based Payments

#### (a) Ushdev Stock Option Scheme 2014

In the annual general meeting held on 5th September, 2014, the shareholders approved the issue of employee stock options under the Scheme titled "Ushdev Stock Option Scheme 2014" in two tranches i.e. 3,664,500 and 178,510 Employee Stock Options under Tranche one and Tranche two respectively.

The scheme allows the issue of options to employees of the Company and its subsidiaries (whether in India or abroad). Each option comprises one underlying equity share.

As per the Scheme, the Remuneration / Compensation Committee grants the options to the employees deemed eligible. The options granted vest over a period of 3 years from the date of the grant in proportions specified in the Scheme. Options may be exercised within 3 years of vesting.

Set out below is a summary of options granted under the plan:

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(Rs. in Lakhs)

	March 31, 2017 Profit or (loss)		March 31, 2016 Profit or (loss)	
	Average exercise price per share option (INR)	Number of options	Average exercise price per share option (INR)	Number of options
Opening balance	1.00	3,821,350	1.00	3,843,010
Granted during the year	-	-	-	-
Exercised during the year	-	-	-	-
Lapsed during the year	1.00	1,551,660	1.00	21,660
Closing balance		2,269,690		3,821,350
Vested and exercisable		453,940		2,432,320

No options expired during the periods covered in the above tables.

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant date	Expiry date	Exercise price	March 31,	March 31,	April 01,
			2017	2016	2015
			Share options	Share options	Share options
May 12, 2014	May 12, 2024	1.00	-	1,500,000	1,500,000
May 12, 2014	May 12, 2024	1.00	1,462,500	1,462,500	1,462,500
May 12, 2014	May 12, 2024	1.00	351,000	351,000	351,000
May 12, 2014	May 12, 2024	1.00	351,000	351,000	351,000
January 23, 2015	January 23, 2025	1.00	-	33,330	33,330
January 23, 2015	January 23, 2025	1.00	62,290	62,290	62,290
January 23, 2015	January 23, 2025	1.00	21,450	21,450	21,450
January 23, 2015	January 23, 2025	1.00	21,450	21,450	21,450
January 23, 2015	January 23, 2025	1.00	-	18,330	12,220
January 23, 2015	January 23, 2025	1.00	-	-	9,440
January 23, 2015	January 23, 2025	1.00	-	-	18,330
<b>Total</b>			<b>2,269,690</b>	<b>3,821,350</b>	<b>3,843,010</b>

### (i) Fair value of options granted

The fair value of grant date of options granted during the year ended March 31, 2017 is mentioned in the table below. The fair value at grant date is determined using the Black Scholes model which takes into account the exercise price, the term of option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.





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			March 31, 2017	March 31, 2016	April 01, 2015
Grant date	Expiry date	Fair Value	Share options	Share options	Share options
May 12, 2014	May 12, 2024	23.60	-	1,500,000	1,500,000
May 12, 2014	May 12, 2024	23.60	1,462,500	1,462,500	1,462,500
May 12, 2014	May 12, 2024	23.60	351,000	351,000	351,000
May 12, 2014	May 12, 2024	23.60	351,000	351,000	351,000
January 23, 2015	January 23, 2025	32.70	-	33,330	33,330
January 23, 2015	January 23, 2025	32.70	62,290	62,290	62,290
January 23, 2015	January 23, 2025	32.70	21,450	21,450	21,450
January 23, 2015	January 23, 2025	32.70	21,450	21,450	21,450
January 23, 2015	January 23, 2025	32.70	-	18,330	12,220
January 23, 2015	January 23, 2025	32.70	-	-	9,440
January 23, 2015	January 23, 2025	32.70	-	-	18,330
<b>Total</b>			<b>2,269,690</b>	<b>3,821,350</b>	<b>3,843,010</b>

The model inputs for options granted during the year ended March 31, 2017 included:

#### ESOP, 2014 granted on 12 May 2014

Options are granted and outstanding for a consideration as mentioned in the below table and 50% of options vest after 1 year and 50% of options after 2 years.

	May 12, 2024
Exercise Price	INR 1
Grant Date	May 12, 2014
Expiry Date	May 12, 2024
Share price at grant date	INR 24.93/-
Expected price volatility of the Group's shares	1-40.04%
Expected dividend yield	1-0.84%
Risk free interest rate	8.40%

#### ESOP, 2014 granted on 23 January 2015

Options are granted and outstanding for a consideration as mentioned in the below table and 50% of options vest after 1 year and 50% of options after 2 years.

	January 23, 2025
Exercise Price	INR 1
Grant Date	January 23, 2015

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Expiry Date	January 23, 2025
Share price at grant date	INR 34.02/-
Expected price volatility of the Group's shares	2-54.34%
Expected dividend yield	2-0.62%
Risk free interest rate	8.40%

### b) Expense arising from share based payment transactions

Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

(Rs. in Lakhs)		
Particulars	March 31, 2017	March 31, 2016
Employee stock option plan	81.50	196.87
<b>Total</b>	<b>81.50</b>	<b>196.87</b>

### 45 Disclosure on Specified Bank Notes (SBNs)

During the year, the Group had specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December, 30 2016, the denomination wise SBNs and other notes as per the notification is given below:

(Rs. in Lakhs)			
Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on November 08, 2016	10,000	90,296	100,296
Add: Cash Withdrawals	-	135,000	135,000
Less: Permitted payments	-	212,168	212,168
Less: Amount deposited in banks	10,000	-	10,000
<b>Closing cash in hand as on December 30, 2016</b>	<b>-</b>	<b>13,128</b>	<b>13,128</b>

\* For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

### 46 First time adoption of Ind AS

#### Transition to Ind AS

Pursuant to the Companies (Indian Accounting Standard) Rules, 2015, Group has adopted March 31, 2017 as reporting date for first time adoption of Indian Accounting Standard (Ind-AS) and consequently April 1, 2015 as the transition date for preparation of financial statements. The financial statements for the year ended March 31, 2017, are the first financials, prepared in accordance with Ind-AS. Upto the Financial year ended March 31, 2016, Group prepared its financial statements in accordance with the Accounting Standards notified under the Section 133 of the Companies Act, 2013, read together with Companies (Accounts) Rules 2014 (Previous GAAP). For preparing these financial statements, opening balance sheet was prepared as at April 01, 2015 i.e. the date of transition to Ind-AS. The figures for the previous periods and for the



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year ended March 31, 2016 have been restated, regrouped and reclassified, wherever required to comply with Ind-AS and Schedule III to the Companies Act, 2013 and to make them comparable.

This note explains the principal adjustments made by Group in restating its financial statements prepared in accordance with the Previous GAAP, including the balance sheet as at April 01, 2015 and the financial statements as at March 31, 2016 and for the year ended March 31, 2016.

### A. Exemptions and exceptions availed

"Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS."

#### A.1 Ind AS optional exemptions

##### A.1.1 Share Based Payments

"The Group is allowed to apply Ind AS 102, Share-Based Payment, to equity instruments that remain unvested as of transition date. The Group has elected to avail itself of this exemption and apply the requirements of Ind AS 102 to all such grants under the 2015 Plan (formerly 'the 2011 Plan'). Accordingly, these options have been measured at fair value as against intrinsic value previously under IGAAP. The excess of stock compensation expense measured using fair value over the cost recognized under IGAAP using intrinsic value has been adjusted in 'Share Option Outstanding Account', with the corresponding impact taken to the retained earnings as on the transition date."

##### A.1.2 Derecognition of financial assets and financial liabilities

The Group has elected to apply derecognition requirements for financial assets and financial liabilities in Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

##### A.1.3 Classification and measurement of financial assets

The Group has classified the financial assets in accordance with Ind AS 109 on the basis of facts and circumstances that exist at the date of transition to Ind AS.

##### A.1.4 Use of Deemed cost

"The Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 01, 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

The Group has elected to continue with the carrying value of all of its intangible assets recognised as at April 01, 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets."

##### A.1.5. Business combination and Goodwill

In accordance with Ind AS 101 provisions related to first time adoption, the Group has elected to apply Ind AS accounting for business combinations prospectively from April 01, 2015. As such, Indian GAAP balances relating to business combinations entered into before that date, including goodwill, have been carried forward. The same first time adoption exemption is also used for associates and joint ventures

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### A.2 Ind AS mandatory exceptions

The Group has applied the following exceptions from full retrospective application of Ind AS as mandatorily required under Ind AS 101:

#### A.2.1 Estimates

"An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error. Ind AS estimates as at April 01 2015 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Group made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- 1) Investment in equity instruments carried at FVPL or FVOCI;
- 2) Impairment of financial assets based on expected credit loss model."

### B Reconciliations between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

#### Reconciliation of equity as at April 01, 2015

(Rs. in Lakhs)

	Notes to first time adoption	Amount as per previous GAAP*	Effects of transition to Ind AS	Amount as per Ind AS
<b>I ASSETS</b>				
<b>1 NON-CURRENT ASSETS</b>				
(a) Property, plant and equipment		12,512.49	-	12,512.49
(b) Capital work-in-progress		56.56	-	56.56
(c) Intangible assets		-	-	-
(d) Financial assets				
(i) Investments	1	1,348.59	299.05	1,647.64
(ii) Trade receivables	2	20,542.60	(467.06)	20,075.55
(iii) Others		8.33	-	8.33
(e) Deferred Tax Asset (net)		232.21	-	232.21
(f) Other non-current assets		6,332.82	-	6,332.82
<b>TOTAL NON-CURRENT ASSETS</b>		<b>41,033.60</b>	<b>(168.01)</b>	<b>40,865.59</b>
<b>2 CURRENT ASSETS</b>				
(a) Inventories		12,621.08	-	12,621.08
(b) Financial assets				
(i) Investments	1	4,585.14	7,296.93	11,882.07
(ii) Trade receivables	2	286,700.01	(60.37)	286,639.64
(iii) Cash and cash equivalents		19,029.54	-	19,029.54



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(iv) Bank balances other than (iii) above		119,183.90	-	119,183.90
(v) Loan		-	-	-
(vi) Others		218.08	-	218.08
(c) Other current assets	3	32,364.20	(489.73)	31,874.47
<b>TOTAL CURRENT ASSETS</b>		<b>474,701.96</b>	<b>6,746.83</b>	<b>481,448.79</b>
<b>TOTAL ASSETS</b>		<b>515,735.57</b>	<b>6,578.82</b>	<b>522,314.38</b>
<b>I EQUITY &amp; LIABILITIES</b>				
<b>1 EQUITY</b>				
(a) Equity Share Capital		3,384.94	-	3,384.94
(b) Other Equity	1,2,3,4,5,6	82,416.87	7,440.53	89,857.40
<b>TOTAL EQUITY</b>		<b>85,801.81</b>	<b>7,440.53</b>	<b>93,242.34</b>
Non-controlling interests		0.45	-	0.45
<b>Total equity</b>		<b>85,802.26</b>	<b>7,440.53</b>	<b>93,242.79</b>
<b>2 NON-CURRENT LIABILITIES</b>				
<b>(a) Financial Liabilities</b>				
(i) Borrowings		4,156.25	-	4,156.25
(ii) Trade payables		6,234.02	-	6,234.02
(iii) Others		-	-	-
(b) Provisions		71.54	-	71.54
(c) Other non-current liabilities		23.86	-	23.86
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>10,485.67</b>	<b>-</b>	<b>10,485.67</b>
<b>3 CURRENT LIABILITIES</b>				
<b>(a) Financial liabilities</b>				
(i) Borrowings		245,976.65	-	245,976.65
(ii) Trade payables		154,577.91	-	154,577.91
(iii) Others		1,706.06	-	1,706.06
(b) Provisions	4	861.87	(861.71)	0.16
(c) Current tax liabilities (Net)		-	-	-
(d) Other current liabilities		16,325.14	-	16,325.14
<b>TOTAL CURRENT LIABILITIES</b>		<b>419,447.63</b>	<b>(861.71)</b>	<b>418,585.92</b>
<b>TOTAL LIABILITIES</b>		<b>429,933.30</b>	<b>(861.71)</b>	<b>429,071.59</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>515,735.57</b>	<b>6,578.82</b>	<b>522,314.38</b>

\* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

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Reconciliation of equity as at March 31, 2016

(Rs. in Lakhs)

	Notes to first time adoption	Amount as per previous GAAP*	Effects of transition to Ind AS	Amount as per Ind AS
<b>I ASSETS</b>				
<b>1 NON-CURRENT ASSETS</b>				
(a) Property, plant and equipment		11,994.50	-	11,994.50
(b) Capital work-in-progress		19.77	-	19.77
(c) Intangible assets		49.82	-	49.82
(d) Financial assets				
(i) Investments	1	1,437.85	222.27	1,660.13
(ii) Trade receivables	2	33,623.85	(1,164.80)	32,459.05
(iii) Others		302.56	-	302.56
(e) (i) Deferred Tax Asset (net)		49.67	-	49.67
(ii) Current Tax Asset (Net)		-	-	-
(f) Other non-current assets		12,065.23	-	12,065.23
<b>TOTAL NON-CURRENT ASSETS</b>		<b>59,543.22</b>	<b>(942.52)</b>	<b>58,600.73</b>
<b>2 CURRENT ASSETS</b>				
(a) Inventories		3,014.47	-	3,014.47
(b) Financial assets				
(i) Investments	1	4,434.73	9,752.04	14,186.77
(ii) Trade receivables	2	293,780.70	(6.99)	293,773.71
(iii) Cash and cash equivalents		16,197.03	-	16,197.03
(iv) Bank balances other than (iii) above		19,644.32	-	19,644.32
(v) Loan		-	-	-
(vi) Others		151.89	-	151.89
(c) Other current assets		21,188.29	-	21,188.29
<b>TOTAL CURRENT ASSETS</b>		<b>358,411.43</b>	<b>9,745.05</b>	<b>368,156.49</b>
<b>TOTAL ASSETS</b>		<b>417,954.65</b>	<b>8,802.53</b>	<b>426,757.21</b>
<b>I EQUITY &amp; LIABILITIES</b>				
<b>1 EQUITY</b>				
(a) Equity Share Capital		3,384.94	-	3,384.94
(b) Other Equity	1,2,3,4,5,6	87,428.34	9,298.74	96,727.08
<b>TOTAL EQUITY</b>		<b>90,813.28</b>	<b>9,298.74</b>	<b>100,112.02</b>



# Consolidated Notes

forming part of the Financial Statements

Non-controlling interests		0.42		0.42
<b>Total equity</b>		<b>90,813.70</b>	<b>9,298.74</b>	<b>100,112.44</b>
<b>2 NON-CURRENT LIABILITIES</b>				
<b>(a) Financial Liabilities</b>				
(i) Borrowings		3,351.13	-	3,351.13
(ii) Trade payables		10,543.87	-	10,543.87
(iii) Other financial liabilities		-	-	-
(b) Provisions		85.06	-	85.06
(c) Other non-current liabilities		25.58	-	25.58
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>14,005.64</b>	<b>-</b>	<b>14,005.64</b>
<b>3 CURRENT LIABILITIES</b>				
<b>(a) Financial liabilities</b>				
(i) Borrowings		171,480.93	-	171,480.93
(ii) Trade payables		132,765.63	-	132,765.63
(iii) Other financial liabilities	3	5,971.44	(88.81)	5,882.63
(b) Provisions	4	407.70	(407.40)	0.30
(c) Current tax liabilities (Net)		2,092.70	-	2,092.70
(d) Other current liabilities		416.93	-	416.93
<b>TOTAL CURRENT LIABILITIES</b>		<b>313,135.30</b>	<b>(496.21)</b>	<b>312,639.13</b>
<b>TOTAL LIABILITIES</b>		<b>327,140.94</b>	<b>(496.21)</b>	<b>326,644.77</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>417,954.65</b>	<b>8,802.53</b>	<b>426,757.21</b>

\* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

## Reconciliation of total comprehensive income for the year ended March 31, 2016

(Rs. in Lakhs)

	Notes to first time adoption	Amount as per previous GAAP*	Effects of transition to Ind AS	Amount as per Ind AS
<b>Income:</b>				
Revenue from Operations		815,727.61	-	815,727.61
Other Income		10,227.35	-	10,227.35
		<b>825,954.96</b>	<b>-</b>	<b>825,954.96</b>
<b>Expenses:</b>				
Purchases of Stock-in-trade		763,639.52	-	763,639.52
Change in inventories of Stock-in-trade		9,606.61	-	9,606.61
Employee Benefit Expenses	5,6	969.52	17.28	986.80

# Consolidated Notes

## forming part of the Financial Statements

Finance Cost	1,2,3	17,578.20	(2,312.51)	15,265.69
Depreciation		24,940.06	-	24,940.06
Other Expenses		765.56	-	765.56
		<b>817,499.47</b>	<b>(2,295.23)</b>	<b>815,204.25</b>
<b>Profit Before Tax</b>		<b>8,455.49</b>	<b>2,295.23</b>	<b>10,750.72</b>
<b>Less : Provision for Taxation</b>		-	-	-
Current Year		2,750.00	(8.26)	2,741.74
Earlier Year Tax		307.86	-	307.86
<b>Deferred Tax</b>		<b>182.55</b>	-	<b>182.55</b>
<b>Profit/(Loss) for the year</b>		<b>5,215.08</b>	<b>2,303.49</b>	<b>7,518.57</b>
Other Comprehensive Income	5	-	23.86	23.86
Income tax relating to items that will not be reclassified to profit or Loss		-	(8.26)	(8.26)
<b>Total comprehensive income for the year</b>		<b>5,215.08</b>	<b>2,319.09</b>	<b>7,534.17</b>

\* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

### Impact of Ind AS adoption on the statements of cash flows for the year ended March 31, 2016

(Rs. in Lakhs)

Particulars	Amount as per previous GAAP*	Effects of transition to Ind AS	Amount as per Ind AS
Net cash flow from operating activities	(27,223.91)	-	(27,223.91)
Net cash flow from investing activities	106,647.15	-	106,647.15
Net cash flow from financing activities	(79,212.83)	-	(79,212.83)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>210.71</b>	-	<b>210.71</b>
Cash and cash equivalents as at April 1, 2015	(23,090.87)	-	(23,090.87)
Effects of exchange rate changes on cash and cash equivalents	-	-	-
<b>Cash and cash equivalents as at March 31, 2016</b>	<b>(22,880.17)</b>	-	<b>(22,880.17)</b>

\* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

## C Notes to first-time adoption

### 1 Investment

Investment in Equity Instruments and Mutual Funds are carried at fair value through PL in Ind AS, as compared to being carried at cost under IGAAP



# Consolidated Notes

## forming part of the Financial Statements

### 2 Trade Receivables

The Provision has been made for Expected Credit Losses under Ind AS, as compared to being carried at cost under IGAAP

### 3 Derivatives

Under previous GAAP, unrealised gain or loss on foreign exchange forward contracts, if any, as each Balance Sheet date is provided for. Under Ind AS, foreign exchange forward contracts are mark-to-market as at each Balance Sheet date and unrealised net gain or loss is recognised. Derivative assets and derivative liabilities are presented on gross basis.

### 4 Reversal of Proposed dividend

Under the Previous GAAP, dividends proposed by the board of directors after the balance sheet date but before the approval of the financial statements were considered as adjusting events. Accordingly, provision for proposed dividend including dividend distribution tax was recognised as a liability. Under Ind AS, such dividends are recognised when the same is approved by the shareholders in the general meeting. Accordingly, the liability for proposed dividend including dividend distribution tax included under provisions has been reversed with corresponding adjustment in other equity.

### 5 Re-measurement of post-employment benefit obligations

Under Ind AS, re-measurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the Previous GAAP, these re-measurements were forming part of the profit or loss for the year.

### 6 Employee stock option expense

Under the previous GAAP, the cost of equity-settled employee share-based plan were recognised using the intrinsic value method. Under Ind AS, the cost of equity settled share-based plan is recognised based on the fair value of the options as at the grant date. Consequently, the amount recognised in share option outstanding account decreased by Rs. 6.58 Lakhs. The profit for the year ended March 31, 2016 increased by Rs. 6.58 Lakhs. There is no impact on total equity.

### 47 Interest in other entities

#### (a) Subsidiaries

The group's subsidiaries at March 31, 2017 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group.

(Rs. in Lakhs)

Name of the entity	Place of business/ Country of incorporation	Ownership interest held by the group			Ownership interest held by the non-controlling interest		
		March 31, 2017 %	March 31, 2016 %	April 01, 2015 %	March 31, 2017 %	March 31, 2016 %	April 01, 2015 %
Hobli Property Management Private Limited	India	100.00	100.00	100.00	-	-	-

# Consolidated Notes

## forming part of the Financial Statements

Vijay Devraj Gupta Foundation	India	49.00	49.00	49.00	51.00	51.00	51.00
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### (b) Non-controlling interests (NCI)

(Rs. in Lakhs)

Summarised balance sheet	Hobli Property Management Private Limited			Vijay Devraj Gupta Foundation		
	March 31, 2017	March 31, 2016	April 01, 2015	March 31, 2017	March 31, 2016	April 01, 2015
Current Assets	0.08	0.18	0.60	217.28	208.51	1.02
Current liabilities	0.10	0.05	0.11	216.69	207.69	0.14
<b>Net current assets</b>	<b>(0.02)</b>	<b>0.13</b>	<b>0.49</b>	<b>0.59</b>	<b>0.82</b>	<b>0.88</b>
Non-current assets	-	-	-	-	-	-
Non-current liabilities	-	-	-	-	-	-
<b>Net non-current assets</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net assets</b>	<b>(0.02)</b>	<b>0.13</b>	<b>0.49</b>	<b>0.59</b>	<b>0.82</b>	<b>0.88</b>
Accumulated NCI	-	-	-	0.30	0.42	0.45

(Rs. in Lakhs)

Summarised statement of profit and loss	Hobli Property Management Private Limited		Vijay Devraj Gupta Foundation	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Revenue	-	-	-	-
<b>Profit/ (Loss) for the year</b>	<b>(0.15)</b>	<b>(0.37)</b>	<b>(0.23)</b>	<b>(0.06)</b>
Other comprehensive income	-	-	-	-
<b>Total comprehensive income</b>	<b>(0.15)</b>	<b>(0.37)</b>	<b>(0.23)</b>	<b>(0.06)</b>
<b>Profit allocated to NCI</b>	<b>-</b>	<b>-</b>	<b>(0.12)</b>	<b>(0.03)</b>

(Rs. in Lakhs)

Summarised cash flow	Hobli Property Management Private Limited		Vijay Devraj Gupta Foundation	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Cash flows from operating activities	(0.10)	(0.38)	(192.84)	207.49
Cash flows from investing activities	-	-	-	-
Cash flows from financing activities	-	-	-	-
<b>Total cash flows</b>	<b>(0.10)</b>	<b>(0.38)</b>	<b>(192.84)</b>	<b>207.49</b>
<b>Net increase/ (decrease) in cash and cash equivalents</b>	<b>(0.10)</b>	<b>(0.38)</b>	<b>(192.84)</b>	<b>207.49</b>



# Consolidated Notes

forming part of the Financial Statements

## 48. Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013

Name of the entity in group	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	"Amount INR in lakhs"	As a % of consolidated profit or loss	"Amount INR in lakhs"	As a % of consolidated other comprehensive income	"Amount INR in lakhs"	As a % of consolidated total comprehensive income	"Amount INR in lakhs"
<b>Parent</b>								
<b>Ushdev International Limited</b>								
March 31, 2017	100.00%	77,346.91	100.00%	(22,900.49)	100.00%	59.13	100.00%	(22,841.36)
March 31, 2016	100.00%	100,112.80	100.01%	7,519.00	100.00%	15.60	100.01%	7,534.60
<b>Subsidiaries (group's share)</b>								
<b>Indian</b>								
<b>Hobli Property Management Private Limited</b>								
March 31, 2017	0.00%	(1.02)	0.00%	(0.15)	0.00%	-	0.00%	(0.15)
March 31, 2016	0.00%	(0.87)	0.00%	(0.37)	0.00%	-	0.00%	(0.37)
<b>Vijay Devraj Gupta Foundation</b>								
March 31, 2017	0.00%	0.34	0.00%	(0.23)	0.00%	-	0.00%	(0.23)
March 31, 2016	0.00%	0.51	0.00%	(0.06)	0.00%	-	0.00%	(0.06)
<b>Total</b>								
March 31, 2017	100.00%	77,346.22	100.00%	(22,900.87)	100.00%	59.13	100.00%	(22,841.75)
March 31, 2016	100.00%	100,112.44	100.00%	7,518.57	100.00%	15.60	100.00%	7,534.17

As per our report of even date attached  
For **M.P. Chitale & Co.**,  
Chartered Accountants

For & on behalf of the Board of Directors  
Ushdev International Limited

**Murtuza Vajiji**  
Partner

**Arvind Prasad**  
Managing Director & CEO  
DIN-01654899

**Vinay Kamat**  
Director  
DIN-00240548

Place: Mumbai  
Date : May 29, 2017

**Sucheta Jadhav**  
Chief Financial Officer

**Ruchika Shah**  
Company Secretary

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# Ushdev International Limited



Registered Office : New Harileela House, 6th Floor, Mint Road, Mumbai – 400 001  
CIN: L40102MH1994PLC078468

FORM NO. MGT – 11

PROXY FORM

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

CIN:	L40102MH1994PLC078468
Name of the Company:	USHDEV INTERNATIONAL LIMITED
Registered Office:	New Harileela House, 6th Floor, Mint Road, Fort, Mumbai – 400 001
Name of the member(s)	
Registered address	
Email ID:	
Folio No / Client ID / DP ID:	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

1.	Name	
	Address	
	Email Id	Or failing him
	Signature	
2.	Name	
	Address	
	Email Id	Or failing him
	Signature	
3.	Name	
	Address	
	Email Id	Or failing him
	Signature	

And whose signature is appended below, as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Third Annual General Meeting of the Company, to be held on Monday, 28th August, 2017 at 3.00 p.m. at Basement No. 8, Apeejay House, 130, Mumbai Samachar Marg, Fort, Mumbai - 400 023 and at any adjournment thereof in respect of such resolutions as indicated below:

Sr. No.	Resolution	For	Against
1 (a).	Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors' thereon		
1 (b).	Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, and the Report of the Auditors' thereon		
2.	To appoint a Director in place of Ms. Suman Vijay Gupta, who retires by rotation and being eligible, offers herself for re-appointment		
3.	Appointment of Statutory Auditors		
	Address		
	Email Id		
	Signature		
3.	Name		
	Address		
	Email Id		
	Signature		

Signed this ____ day of _____ 2017.	<div style="border: 1px solid black; padding: 5px; width: fit-content; margin: auto;">Affix revenue stamp</div>
Signature of shareholder : _____	
Signature of Proxy Holder (s) : _____	

**NOTES:**

- The Proxy Form in order to be effective should be completed and deposited at the Registered Office of the Company not less than 48 before the commencement of the Annual General Meeting.
- A Proxy need not be a member of the Company.
- A person cannot act as a proxy on behalf of members exceeding fifty and holding in the aggregate not more than 10 % of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient but names of all the joint holders should be stated.

# Ushdev International Limited



Registered Office : New Harileela House, 6th Floor, Mint Road, Mumbai – 400 001  
CIN: L40102MH1994PLC078468

## Attendance Slip (To be presented at the Entrance)

Full name of the member attending

Full name of the joint-holder

(To be filled in if first named Joint-holder does not attend meeting)

Name of the Proxy

(To be filled in if Proxy Form has been duly deposited with the Company)

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my attendance at the Twenty Third Annual General Meeting of the Company to be held on .....at ..... p.m. at .....

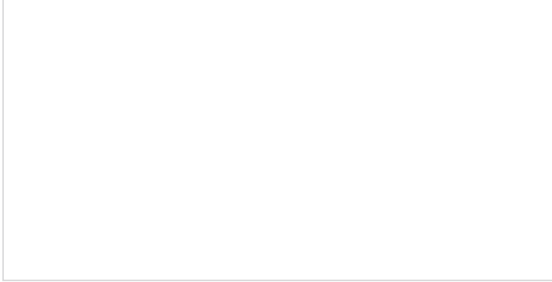
Folio No. \_\_\_\_\_ DP ID No.\* \_\_\_\_\_ Client ID No.\* \_\_\_\_\_

\*Applicable for members holding shares in electronic form.

No. of Share(s) held \_\_\_\_\_

Member's / Proxy's Signature

# Book Post



## Ushdev International Limited

CIN : L40102MH1994PLC078468

### Corporate Office

Apeejay House, 6th Floor,  
130, Mumbai Samachar Marg,  
Fort, Mumbai - 400 023, INDIA  
Tel : +91 22 6194 8888  
Fax : +91 22 2282 1098  
E-mal : [info@ushdev.com](mailto:info@ushdev.com)

### Registered Office

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6th Floor, Mint road, Fort,  
Mumbai - 400 001, INDIA  
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[www.ushdev.com](http://www.ushdev.com)