

# BF INVESTMENT LIMITED



**KALYANI**  
DRIVING INNOVATION

## CONTENTS

1. Board of Directors etc.	1
2. Notice	2
3. Report on Corporate Governance	9
4. Directors' Report	23
5. Independent Auditors' Report	42
6. Standalone Financials	47
7. Consolidated Auditors' Report	66
8. Consolidated Financials	70

## BOARD OF DIRECTORS

Mr. A. B. Kalyani	Chairman
Mr. B. B. Hattarki	Non-Executive Independent Director
Mr. M. U. Takale	Non-Executive Independent Director
Ms. A. A. Sathe	Non-Executive Independent Director

## COMPANY SECRETARY

Mr. S. R. Kshirsagar

## CHIEF EXECUTIVE OFFICER / CHIEF FINANCIAL OFFICER

Mr. J. G. Patwardhan

## STATUTORY AUDITORS

Hrushikesh S. Kulkarni, Chartered Accountants

## SECRETARIAL AUDITORS

Mr. S.V. Deulkar Partner - SVD & Associates

## BANKERS

HDFC Bank Limited  
Punjab National Bank

## REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Private Limited  
'Akshay' Complex, Block No. 202, 2<sup>nd</sup> Floor,  
Near Ganesh Temple, Off Dhole Patil Road, Pune - 411 001  
Tel.: +91 (20) 2616 1629 / 2616 0084  
Email: [pune@linkintime.co.in](mailto:pune@linkintime.co.in)

## REGISTERED OFFICE

BF Investment Limited  
Mundhwa, Pune Cantonment,  
Pune 411 036, Maharashtra, India.

## ADMINISTRATIVE OFFICE

Cyber City, Tower 15, Level 6, Office 602,  
Magarpatta City, Hadapsar, Pune- 411 013  
Phone: +91-20-6629 2550  
E-mail : [bfinvestment@vsnl.net](mailto:bfinvestment@vsnl.net)  
Website : <http://www.bfilpune.com>  
CIN : L65993PN2009PLC134021

## INFORMATION FOR SHAREHOLDERS

Annual General Meeting  
Day & Date : Saturday, 1<sup>st</sup> September, 2018  
Time : 11.00 a.m.  
Venue : Kalyani Steels Ltd. Mundhwa, Pune - 411 036  
Date of Book Closure : Saturday, 1<sup>st</sup> September, 2018



## BF INVESTMENT LIMITED

Registered Office : Mundhwa, Pune Cantonment, Pune 411 036.

CIN : L65993PN2009PLC134021

### NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of the Members of BF Investments Limited will be held at Kalyani Steels Ltd at Mundhwa, Pune 411 036 on Saturday, the 1<sup>st</sup> day of September, 2018 at 11.00 a.m. (IST), to transact the following business

#### ORDINARY BUSINESS :

##### ITEM NO.1:

To consider and adopt :

- a) the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the Report of the Auditors thereon.

##### ITEM NO.2:

To appoint a Director in place of Mr. A.B. Kalyani, (DIN : 00089430), who retires by rotation and being eligible offers himself for re-appointment.

##### ITEM NO.3:

Appointment of M/s. P. G. Bhagwat, Chartered Accountants, Pune (Firm Registration No.101118W) as Statutory Auditors of the Company and to fix their Remuneration.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION :

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), variation(s) or re-enactment(s) thereof), M/s. P. G. Bhagwat, Chartered Accountants, Pune (Firm Registration No.101118W), be and are hereby appointed as Statutory Auditors of the Company to conduct statutory audit for a period of five years from the conclusion of this 9<sup>th</sup> Annual General Meeting ('AGM') till the conclusion of the 14<sup>th</sup> AGM of the Company and that the Board of Directors of the Company be and are hereby authorized to fix their remuneration, based on the recommendation of Audit Committee, including reimbursement of actual out of pocket expenses."

#### SPECIAL BUSINESS :

##### ITEM NO.4:

Re-Appointment of Mr.B.B. Hattarki (DIN 00145710) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. B. B. Hattarki (DIN 00145710), who has submitted a declaration that he meets the criteria for independence as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024."

By Order of the Board of Directors  
For BF Investment Limited

S. R. Kshirsagar  
Company Secretary  
Membership No. A23653

Place : Pune  
Date : 20<sup>th</sup> July, 2018

## NOTES :

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a Poll instead of himself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case, a Proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such Proxy shall not act as a Proxy for any other person or member.

The Instrument appointing proxy should, however, be deposited at the Registered Office of the Company duly completed and signed not less than 48 (forty eight) hours before the commencement of the meeting.

2. Corporate members are requested to send board resolution duly certified, authorising their representative to attend and vote on their behalf at the Annual General Meeting.
3. Members who hold shares in dematerialised form are requested to write their DP ID AND CLIENT ID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the meeting to facilitate easy identification of membership at the meeting.
4. Members holding shares in dematerialised form are requested to intimate any change in their address, bank details, ECS details etc. to their respective Depository Participants and those holding shares in physical form are to intimate the said changes to the Registrar and Transfer Agent of the Company, at their address given below.
5. The Share Transfer Books and the Register of Members of the Company will remain closed on Saturday, 1<sup>st</sup> September, 2018, as an Annual Closure for Annual General Meeting.
6. Equity Shares of the Company are under compulsory demat trading by all investors. Those shareholders, who have not dematerialised their shareholding, are advised to dematerialise the same to avoid any inconvenience in future.
7. Brief Profile of Directors proposed to be appointed / re-appointed, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, herein after called "Regulations, 2015 and In terms of Section 152 of the Companies Act, 2013", are provided in the Report on Corporate Governance forming part of the Annual Report.
8. 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 dematerialised form are therefore requested to submit their PAN to the Depository Participants with whom they are maintaining the demat account. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent of the Company, at their address given below.
9. The Ministry of Corporate Affairs (MCA), Government of India, had taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and had issued circulars stating that service of notice / documents including Annual Report can be done by e-mail to its members.

To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialised holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested submit the same to the Registrar and Transfer Agent of the Company i.e. Link Intime India Private Limited, Block No. 202, 2<sup>nd</sup> Floor, Akshay Complex, Off Dhole Patil Road, Pune - 411 001, (Maharashtra), Telephone No. 020 2616 1629 / 2616 0084.

The Notice of the Annual General Meeting along with the Annual Report 2017-18 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories, unless any member has requested for the physical copy of the same.

10. In case members wish to ask for any information about accounts and operations of the Company, they are requested to send their queries in writing at least 7 days in advance of the date of the meeting so that the information can be made available at the time of the meeting.
11. All documents referred to in the Notice or in the accompanying Statement are available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 10.00 a.m. to 12.00 noon, prior to the date of the Annual General Meeting and also available for inspection at the meeting.
12. Pursuant to Section 72 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, members are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in Form No. SH - 13 in duplicate (which will be made available on request) to the Registrar and Share Transfer Agent of the Company.

### 13. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Ninth 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 Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through Poling 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 Poling Paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Wednesday, 29<sup>th</sup> August, 2018 (9:00 am) and ends on Friday, 31<sup>st</sup> August, 2018 (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 Saturday, 25<sup>th</sup> August, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

**The instructions for shareholders voting electronically are as under:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li><li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.

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- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant **BF INVESTMENT LIMITED** on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- VI. 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 Saturday, 25<sup>th</sup> August, 2018.
- VII. 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. Saturday, 25<sup>th</sup> August, 2018 may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [pune@linkintime.co.in](mailto:pune@linkintime.co.in).

- VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through polling paper.
- X. Mr. Sridhar G. Mudaliar, of SVD & Associates, Company Secretaries (Membership No. FCS 6156 & CP No. 2664) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XI. The Chairman shall, at the Ninth 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 "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.bfilpune.com](http://www.bfilpune.com) and on the website of CDSL 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 National Stock Exchange of India Limited and BSE Limited, Mumbai.
14. A member shall opt for only one mode of voting i.e either through remote e-voting or by Poling Paper. If the member casts vote through all the modes, the votes in the electronic system would be considered and / or Poling Paper would be ignored.
15. Disclosure of Shareholding of Directors recommended by the Board of Directors for Appointment / Re-appointment at the Annual General Meeting pursuant to Regulations, 2015 :

Sr.No.	Name of Director	No. of Shares held
1	Mr. A. B. Kalyani	28270
2	Mr. B. B. Hattarki	Nil

By Order of the Board of Directors  
For BF Investment Limited

S. R. Kshirsagar  
Company Secretary  
Membership No. A23653

Place : Pune  
Date : 20<sup>th</sup> July, 2018

Registrar and Transfer Agent  
LINK INTIME INDIA PRIVATE LIMITED  
Block No.202, 2<sup>nd</sup> Floor, Akshay Complex, Off Dhole Patil Road,  
Near Ganesh Mandir, Pune - 411 001  
Tel-020 2616 1629 / 26160084, E-mail: pune@linkintime.co.in



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## ANNEXURE TO THE NOTICE

### Explanatory Statement as required by Section 102 of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out, the material facts relating to Ordinary & Special Business mentioned under Item Nos. 3 & 4 in the accompanying Notice dated 20<sup>th</sup> July, 2018

#### ITEM NOS. 3

Mr. Hrushikesh Kulkarni, Chartered Accountant, Pune has been the Statutory Auditor of BF Investment Limited (BFIL the Company) since the 8<sup>th</sup> AGM of the Company held in 2017. Mr. Hrushikesh Kulkarni has concluded the statutory audit of the Company, and has issued an unmodified audit opinion on the financial statements of the Company, without any adverse observations, qualifications or reservations.

Mr. Hrushikesh Kulkarni has been requesting the management of the Company to relieve him of his responsibilities as Statutory Auditor of the Company, as we are informed, he is facing challenges in retaining required manpower, particularly in the light of the implementation of Ind-AS framework with effect from 1<sup>st</sup> April, 2018, have put constraints in meeting stringent timelines. He would step down as Statutory Auditor of the Company at the conclusion of the ensuing 9<sup>th</sup> AGM of the Company in 2018.

Mr. Hrushikesh Kulkarni submitted his resignation letter to the Board of the Company on 16<sup>th</sup> July, 2018, to be effective from the conclusion of the 9<sup>th</sup> AGM of the Company. Hence, Mr. Hrushikesh Kulkarni would continue to remain the Statutory Auditor of the Company till the said AGM, and would be available to answer any questions from Members or other stakeholders, if required.

Any casual vacancy caused by resignation in the office of the Statutory Auditors could be filled up by the Company in General Meeting as per recommendations made by the Audit Committee and Board of Directors in this regard.

Further, the Audit Committee and the Board of Directors in their respective meetings held on 20<sup>th</sup> July, 2018 have recommended appointing M/s. P. G. Bhagwat, Chartered Accountants (FRN.101118W), Pune as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Mr. Hrushikesh Kulkarni, Chartered Accountant, Pune.

M/s. P. G. Bhagwat, Chartered Accountants, Pune, if appointed in this Annual General Meeting will be holding office of Statutory Auditors from the conclusion of this Ninth Annual General Meeting until the conclusion of the Fourteenth Annual General Meeting and will conduct Statutory Audit, tax audit, certification, Ind-AS review etc.

M/s. P. G. Bhagwat, Chartered Accountants is a 75 years old firm. The firm has varied experience in the audit, assurance & management services in Banking & Finance, Public Sector Undertaking, Software, Automobile, Education, Sugar, Engineering and Petrochemical sectors. The Firm has manpower strength of 135 including 14 partners.

M/s. P. G. Bhagwat, Chartered Accountants, Pune, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way, whether directly or indirectly, concerned or interested, financial or otherwise, in the Resolution set out at Item No. 3. The Board recommends the Resolution as stated at Item No. 3 of the Notice for approval of the Members by way of an Ordinary Resolution.

#### ITEM NOS. 4

The members at their Fifth Annual General Meeting held on 16<sup>th</sup> September, 2014, had appointed Mr. B. B. Hattarki as an Independent Director of the Company for the period of five years with effect from 16<sup>th</sup> September, 2014 to 15<sup>th</sup> September, 2019.

The SEBI vide its notification dated 9<sup>th</sup> May, 2018, had notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which will come in force with effect from 1<sup>st</sup> April, 2019. In terms of the said amendments no listed company shall, appoint a person or continue directorship of any person who has attained the age of seventy five years unless approval of the members is obtained by way of Special Resolution.

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Mr. Hattarki born on 10th October, 1941, is a Metallurgy and Mechanical Engineer, having more than 50 years rich experience in the industry. The Board is of the opinion that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director on the Board of the Company.

In view of the same, the fresh approval of the members is sought by way of Special Resolution for the re-appointment of Mr. B. B. Hattarki as an Independent Director of the Company for the period of five years with effect from 1st April, 2019 to 31st March, 2024.

The Company has received a declaration in writing from Mr. Hattarki that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Hattarki fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his re-appointment as an Independent Director of the Company.

The Company has received notice in writing from a member as per Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Hattarki as an Independent Director of the Company.

Brief Profile of Mr. Hattarki is provided in the report on Corporate Governance forming part of the Annual Report.

Except Mr. B. B. Hattarki, being appointee, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the resolutions set out at Item No. 4 of the Notice, for the approval of the members by way of a special resolution.

By Order of the Board of Directors  
For BF Investment Limited

Place : Pune  
Date : 20<sup>th</sup> July, 2018

S. R. Kshirsagar  
Company Secretary  
Membership No. A23653

## REPORT ON CORPORATE GOVERNANCE

(Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, herein after called "Regulations, 2015")

### 1. The Company's philosophy on Code of Corporate Governance

The Securities and Exchange Board of India (SEBI) has prescribed a set of standards on corporate governance for the listed companies.

The Company has included a compliance report on Corporate Governance in its Annual Report in the spirit of transparency in management and best board practices. This Chapter of the report, plus the information given under 'Management Discussion and Analysis' and 'Shareholder Information' constitute such a compliance report on corporate governance during 2017-2018.

### 2. Board of Directors

#### a. Composition of the Board

As at 31<sup>st</sup> March, 2018, the Board comprised of 4 (four) Directors. The Composition of the Board is as under:

Category of Directors	No. of Directors
Executive	Nil
Non-Executive and Independent	3
Non-Executive and Non-Independent	1
Total	4

#### b. Number of Board Meetings

During the Financial Year under review, eight Board Meetings were held on 25<sup>th</sup> May, 2017, 28<sup>th</sup> June, 2017, 5<sup>th</sup> August, 2017, 12<sup>th</sup> August 2017, 6<sup>th</sup> November, 2017, 18<sup>th</sup> December 2017, 12<sup>th</sup> February, 2018, and 19<sup>th</sup> March, 2018.

#### c. Directors' attendance record and directorships held

The information on composition and category of the Board of Directors as at 31<sup>st</sup> March, 2018, attendance of each Director at Board Meetings held during the Financial Year 2017-18 and the Annual General Meeting (AGM) held on 5<sup>th</sup> August, 2017, Directorships and Committee positions in other public companies of which the Director is a Member / Chairman and the shareholding of Non-Executive Directors is as follows:

Sr. No.	Name of Director	No. of shares held by Non-Executive Directors	No. of Directorships in other public companies #	No. of Committee positions held in other public companies*		No. of Board Meetings held	Attendance at the meetings	
				Chairman	Member		Board	AGM
	Executive Director	NA	NA	NA	NA	NA	NA	NA
	Non-Executive Directors							
1	Mr. A. B. Kalyani <sup>®</sup>	28,270	6	-	1	8	4	1
	Independent and Non-Executive Directors							
2	Mr. B. B. Hattarki	-	7	4	3	8	8	1
3	Mr. M. U. Takale	-	3	-	1	8	8	1
4	Ms. A. A. Sathe	-	1	-	-	8	6	-

Note:

<sup>®</sup> Promoters within the meaning of Securities Exchange Board of India (SEBI) (Substantial Acquisition of Shares & Takeover) Regulations, 2011.

# Other Directorships exclude directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

\* For this purpose only Audit and Stakeholders' Relationship Committees of the Public Limited Companies have been considered

#### d. Criteria for performance evaluation

The Nomination and Remuneration Committee lays down the criteria for performance evaluation of all Directors. The annual evaluation of Directors is made on the following criteria:

- i. Attendance for the meetings and participation during the meetings;
- ii. Interaction with the Company's management team;
- iii. Area of expertise; and
- iv. Knowledge and proficiency in various subjects.

#### e. Meeting of Independent Directors

The meeting of Independent Directors was held on Monday, 18<sup>th</sup> December, 2017 to

- (a) review the performance of non-independent Directors and the Board of Directors as a whole;
- (b) review the performance of the Chairperson of the listed entity;
- (c) assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

#### f. Familiarization program for Independent Directors

The Independent Directors are given the MIS presentation on the operation of the Company. The quarterly and annual accounts are discussed and explained in details.

Information is given on regular basis concerning the areas of operation of the Company.

For details refer to our website at [www.bfilpune.com](http://www.bfilpune.com) .

#### g. Code of Conduct

The Company has laid down a Code of Conduct for all Board Members and Senior Management Personnel. The Code of Conduct is available on the Company's website viz., [www.bfilpune.com](http://www.bfilpune.com) . All the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct. A declaration to this effect signed by the C.E.O. forms part to this Report.

#### h. Information supplied to the Board

1. Annual operating plans and budgets, capital budgets, updates.
2. Quarterly results of the company.
3. Minutes of meetings of committees.
4. Compliance of any regulatory, statutory nature or listing requirements and shareholder services

The Board is presented with detailed notes along with the agenda papers.

#### i. Directors with materially pecuniary or business relationship with the Company

There has been no materially relevant pecuniary transaction or relationship between the Company and its non executive and / or independent Directors for the period under report.

### 3. Audit Committee

#### a. Composition

As at 31<sup>st</sup> March, 2018, the Audit Committee comprised of three Non-Executive Directors, all of whom are Independent. The Company Secretary acts as the Secretary to the Committee. The representatives of Statutory Auditors are also invited to the meetings.

During the Financial Year under review, five meetings of the Committee were held on 25<sup>th</sup> May, 2017, 28<sup>th</sup> June 2017, 12<sup>th</sup> August, 2017, 6<sup>th</sup> November, 2017 and 12<sup>th</sup> February, 2018.

The composition of the Committee and attendance at its meetings is given below:

	Name of the Director	Category	Meetings attended
1.	Mr. B. B. Hattarki (Chairman)	Independent Director	5
2.	Mr. M. U. Takale	Independent Director	5
3.	Ms. A. A. Sathe	Independent Director	4

#### **b. Terms of Reference**

The terms of reference of the Audit Committee include the matters specified under Regulations 2015. Some of these are listed as under :

- i. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- ii. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- iii. Examination of the financial statements and the auditors' report thereon;
- iv. Approval or any subsequent modification of transactions of the Company with related parties;
- v. Scrutiny of inter-corporate loans and investments;
- vi. Valuation of undertakings or assets of the Company, wherever it is necessary;
- vii. Evaluation of internal financial controls and risk management systems;
- viii. Monitoring the end use of funds raised through public offers and related matters
- ix. Reviewing of the Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible;
- x. Reviewing with management the annual financial statements before submission to the Board;
- xi. Reviewing with the management, external auditors and internal auditor, the adequacy of internal control systems;
- xii. Discussing with internal auditor any significant finding and follow up on such issues;
- xiii. Discussing with the external auditors before the audit commences on the nature and scope of audit, as well as having post audit discussion to ascertain any areas of concern;
- xiv. Reviewing any changes in accounting policies or practices as compared to last completed financial year and commenting on any deviation from accounting standards;
- xv. Reviewing details of related party transactions exceeding 1% of last year's turnover;
- xvi. Reviewing the Company's financial and risk management policies;

#### **c. Powers of Audit Committee**

- a. To investigate any activity within its terms of reference;
- b. To seek information from any employee;
- c. To obtain outside legal or other professional advice;
- d. To secure attendance of outsiders with relevant expertise, if it considers necessary.

#### **4. Nomination and Remuneration Committee**

##### **a. Composition**

The Nomination and Remuneration Committee comprises of three Non - Executive Directors, majority of whom are Independent. The composition is in conformity with the Companies Act, 2013 and Regulations 2015.

During the Financial Year under review, two meetings of the Committee were held on 28<sup>th</sup> June, 2017 and 12<sup>th</sup> August, 2017.

The composition of the Committee and attendance at its meetings is given below:

<b>Sr. No.</b>	<b>Name of the Member</b>	<b>Category</b>	<b>Number of meetings attended</b>
1.	Mr. B. B. Hattarki, Chairman	Independent Director	2
2.	Mr. A. B. Kalyani	Non Executive Director	0
3.	Mr. M. U. Takale	Independent Director	2

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**b. Terms of Reference**

The terms of reference of the Nomination and Remuneration Committee include the matters specified under Regulations 2015 as well as those in Section 178 of the Companies Act, 2013 and *inter-alia* include the following:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of the Director.
- ii. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management position in accordance with the criteria laid down in this Policy.
- iii. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

**c. Remuneration to Directors / Key Managerial Personnel**

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a Policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration.

**Details of the remuneration paid to the Directors, Key Managerial Personnel during Financial Year 2017-18:**

Details of remuneration paid to Directors and Key Managerial Personnel have been provided in Clause VI of Directors Report

**d. BOARD DIVERSITY AND REMUNERATION POLICY**

The Board Diversity and Remuneration Policy is available on the Company's website [www.bfilpune.com](http://www.bfilpune.com). The Policy provides for criteria for determining qualifications, positive attributes & independence of Director as well as remuneration policy for directors, key managerial personnel and other employees.

In terms of the said Policy, a Director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the Company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the Company in implementing the best corporate governance practices. An Independent Director should also meet the requirements of the Companies Act, 2013 and Regulations, 2015 concerning independence of directors.

**Remuneration to Non-Executive Directors**

Members had approved Remuneration by way of commission not exceeding

- (a) 1% (one percent) of the net profits of the Company if there is a managing Director or Whole-time Director or Manager;
- (b) 3% (three percent) of the net profit in any other case, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 amongst the directors of the Company or any one or more of them (other than Managing Director(s) and / or Whole-time Director(s) ) in such proportion and in such manner as may be decided by the Board of Directors the Company from time to time.

**Remuneration to Key Managerial Personnel and other Employees**

Remuneration to Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals. The Remuneration will be such, so as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

**5. Stake Holders' Relationship Committee**

The Stake Holders' Relationship Committee has been constituted to look into investors' complaints like transfer of shares, non-receipt of Balance Sheet, etc. and redressal thereof. The Committee consists of Mr. B.B. Hattarki and Mr. M.U. Takale both being Independent Directors.

During the Financial Year under review, 29 (Twenty Nine) Stake Holders' Relationship Committee Meetings were held. The present Committee members attended the said Meeting.

Mr. S.R. Kshirsagar, Company Secretary is the Compliance Officer.

The Compliance Officer can be contacted at:

**BF Investment Limited**  
Cyber City, Tower 15, Level 6, Office 602,  
Magarpatta City, Hadapsar,  
Pune 411 013  
Tel.: (020) 66292550  
E-mail: [bfinvestment@vsnl.net](mailto:bfinvestment@vsnl.net)

The Company has designated exclusive e-mail id for the investors as [bfinvestment@vsnl.net](mailto:bfinvestment@vsnl.net) to register their grievances, if any. This has been initiated by the Company to resolve such Investors' Grievances immediately. The Company has displayed the said e-mail id on its website for the use of investors.

#### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

Considering the requirement of the Companies Act, 2013, the Board constituted 'Corporate Social Responsibility (CSR) Committee'. The Committee comprises of Mr. B. B. Hattarki, Chairman - Independent Director, Mr. A. B. Kalyani - Non-Executive Director and Mr. M. U. Takale - Independent Director. During the year 2017-18, the Corporate Social Responsibility Committee met on 6<sup>th</sup> November, 2017.

Role of CSR Committee :

Formulation and recommendation to the Board, Corporate Social Responsibility Policy, which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.

Recommend the amount of expenditure to be incurred on the activities specified in policy.

Monitor Corporate Social Responsibility Policy of the Company from time to time.

The Committee's core responsibility is to assist the Board in discharging its social responsibility by formulating and monitoring implementation of the framework of the CSR Policy. CSR Policy for the Company and the same is available on the Company's website [www.bfilpune.com](http://www.bfilpune.com).

Particulars relating to the attendance at the CSR Committee meetings held during the year are given below :

Name of the Director	Category	No. of meetings held	No. of meetings attended
Mr. B. B. Hattarki	Independent	1	1
Mr. A. B. Kalyani	Non Executive	1	-
Mr. M. U. Takale	Independent	1	1

#### **CSR Spending**

During the year the Company has not spent any amount on CSR activities. The CSR amounts will be spent in due course.

#### **RISK MANAGEMENT COMMITTEE**

The Company recognises that risk is an integral and unavoidable component of business and is committed to managing the risk in a proactive and efficient manner. The Company has formulated Risk Management Policy to identify and then manage threats / risks that could have impact on the goals and objectives of the Company.

Considering the requirement of the Companies Act, 2013, Risk Management Committee' was formed to identify, monitor and minimise risks as also to identify business opportunities. Within the framework of the Risk Management Policy, the Committee reviews risks trends, exposure, potential impact analysis and mitigation plan. The Committee comprises of Mr. B. B. Hattarki, Chairman - Independent Director, Mr. A. B. Kalyani - Non-Executive Director and Mr. M. U. Takale - Independent Director. No meeting of the Committee was held during the year.

#### **6. General Body Meeting**

Previous General Meetings of the shareholders of the Company were held as under:

Financial Year	Date	Type of Meeting	Venue	Time
2014-15	19 <sup>th</sup> September 2015	Annual General Meeting	Kalyani Steels Ltd., Pune 411036	11.30 A.M.
2015-16	30 <sup>th</sup> September 2016	Annual General Meeting	Kalyani Steels Ltd., Pune 411036	2.00 P.M.
2016-17	5 <sup>th</sup> August 2017	Annual General Meeting	Kalyani Steels Ltd., Pune 411036	11.00A.M.

In the previous General Meetings, no Special Resolution was proposed for approval of shareholders.

No Resolutions passed at the above General Meetings were required to be passed through postal ballot.

During the year, the Company has not conducted any Postal Ballot process.

At present, no resolution is proposed to be passed by postal ballot at the ensuing Annual General Meeting.

## **7. DISCLOSURES**

### **i. Mandatory Requirements**

The Company has complied with the mandatory requirements of Regulations 2015.

#### **a. Related Party Transactions**

During the Financial Year under review, there was no materially significant related party transaction made by the Company, as defined in Regulations 2015 that may have potential conflict with the interest of the Company at large. Transactions with the related parties are disclosed in Note no. 4.25 to the Standalone Financial Statements in the Annual Report.

#### **b. Details of capital market non-compliance, if any**

There have been no instances of non-compliances by the Company on any matters related to capital markets, during the last three years. Neither penalties have been imposed nor any strictures imposed on the Company by the Stock Exchanges, the Securities Exchange Board of India (SEBI) or any other statutory authority, on any matter related to capital markets, save as discussed elsewhere in the Annual Report.

#### **c. Whistle Blower Policy**

The Company has formulated and implemented the Whistle Blower Policy / Vigil Mechanism. This has provided a mechanism for Directors and Employees of the Company and other persons dealing with the Company to report to the Chairman of the Audit Committee; any instance of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The aforesaid policy has also been uploaded on the Company's website at [www.bfilpune.com](http://www.bfilpune.com).

#### **d. Policy for determining 'material' subsidiaries**

As required under Regulations 2015, the Company has formulated a policy for determining 'material' subsidiaries, which has been put up on the website of the Company at [www.bfilpune.com](http://www.bfilpune.com).

#### **e. Related Party Transactions Policy**

As required under Regulations 2015, the Company has formulated a Related Party Transactions Policy which has been put up on the website of the Company at [www.bfilpune.com](http://www.bfilpune.com).

#### **f. Disclosure by Management to the Board**

All disclosures relating to financial and commercial transactions where Directors may have a potential interest are provided to the Board and the interested Directors do not participate in the discussions nor do they vote on such matters.

### **ii. Non-Mandatory Requirements**

The extent of adoption of non-mandatory requirements is as follows:

#### **a. Shareholders' Rights**

Since the Company publishes its quarterly results (in newspapers (English and Marathi) having wide circulation, and since the results are also displayed) on the website of the Company and the Stock Exchanges, the Company does not send any communication of half yearly performance to the shareholders. Further the Company publishes the extracts of results in Newspapers having wide circulations.

#### **b. Statutory Auditors' qualifications**

There are no qualifications on the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018, made by the Statutory Auditors in their Audit Report.

### **iii. Other Requirements**

#### **Disclosure in respect of unclaimed shares**

The Company sends communications to shareholders to update their communication address with the Company so as to dispatch the unclaimed share certificates.

As on 31<sup>st</sup> March, 2018, the total unclaimed equity shares are 158,744 the share certificates of which have been returned undelivered.



## 8. PARTICULARS OF RE-APPOINTMENT OF DIRECTORS

The brief resumes and other details relating to the Directors who are proposed to be re-appointed, as required to be disclosed under Regulations 2015, are as under :

### Mr. A.B. Kalyani -

In terms of Section 152 of the Companies Act, 2013, Mr. Amit B. Kalyani ( DIN : 00089430) Director retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

Mr. A. B. Kalyani, aged 43 years, is a Mechanical Engineer from Bucknell University, Pennsylvania, USA and has been on the Board of BF Investment Limited since 2009. Mr. A.B. Kalyani is Executive Director of Bharat Forge Limited.

He initially worked with Kalyani Steels Ltd, followed by other companies within the Group. He then joined Bharat Forge in 1999 as Vice President and Chief Technology Officer, where he played a critical role responsible for implementing Unified MIS System SAP R3.

He later took charge of investor relations & fund raising such as GDR, FCCB, Rights Issue & ECBs, He was also instrumental in strategizing and execution of the several acquisitions that the Group had done in Germany.

Mr. Kalyani is currently an Executive Director on the board of Bharat Forge Limited, the flagship company of the Kalyani Group. While he is involved in the company's strategic planning & global business development initiatives, Mr. Kalyani also takes care of the overall Group strategy and is responsible for the expansion of its steel business and driving the infrastructure business foray of the Group.

Mr. A.B. Kalyani is a member of Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee.

Directorships / Committee memberships / Chairmanships of Mr. A.B. Kalyani in other Public Companies are as under:

Name of the Company	Board position held	Name of the Committees	Chairman/ Member
Bharat Forge Limited	Executive Director	CSR Committee	Member
Kalyani Steels Limited	Director	Nomination & Remuneration Committee	Member
BF Utilities Limited	Director	Audit Committee Nomination & Remuneration Committee	Member Member
Kalyani Investment Co. Limited	Chairman	Nomination & Remuneration Committee	Member
BF-NTPC Energy Systems Limited	Director	-	-
Hikal Limited	Director	-	-

Mr. A.B. Kalyani is holding 28,270 equity shares of Rs. 5/- each of the Company. He is not related to any other Director who is presently on the Board of the Company.

### Mr. B. B. Hattarki -

The members at their Fifth Annual General Meeting held on 16<sup>th</sup> September, 2014, had appointed Mr. B. B. Hattarki as an Independent Director of the Company for the period of five years with effect from 16th September, 2014 to 15th September, 2019.

The SEBI vide its notification dated 9th May, 2018, had notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which will come in force with effect from 1st April, 2019. In terms of the said amendments no listed company shall, appoint a person or continue directorship of any person who has attained the age of seventy five years unless approval of the members is obtained by way of Special Resolution.

Mr. Hattarki born on 10th October, 1941, is a Metallurgy and Mechanical Engineer, having more than 50 years rich experience in the industry. The Board is of the opinion that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director on the Board of the Company.

The Company has received a declaration in writing from Mr. Hattarki that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has received notice in writing from member as per Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Hattarki as an Independent Director of the Company

Mr. B. B Hattarki is a Chairman of Audit Committee and Nomination and Remuneration Committee and member of Risk Management Committee of the Company.

Directorships / Committee memberships / Chairmanships of Mr. B. B Hattarki in other Public Companies are as under:

Name of the Company	Board position held	Name of the Committees	Chairman/Member
Kalyani Steels Limited	Independent Director	Audit Committee Stake Holders Relationship Committee	Member Member
BF Utilities Limited	Independent Director	Audit Committee Stake Holders Relationship Committee	Member Chairman
Automotive Axles Limited	Independent Director	Audit Committee	Chairman
Hospet Steels Limited	Director	-	-
Kalyani Mukand Limited	Director	-	-
Kalyani International Limited	Director	-	-
Kalyani Investment Co. Limited	Director	Audit Committee Stake Holders Relationship Committee	Chairman Chairman

He is not related to any other Director who is presently on the Board of the Company.

## 9. MEANS OF COMMUNICATION

### a. Quarterly results

The Extracts of Quarterly, Half Yearly and Annual Results are published in national and local newspapers, namely The Financial Express (English) and Loksatta (Marathi), having wide circulation.

The Company's Results and official news releases are displayed on the Company's website namely [www.bfilpune.com](http://www.bfilpune.com). Since the Results of the Company are displayed on Company's Website and Stock Exchanges, half yearly reports are not sent individually to the shareholders.

### b. The NSE Electronic Application Processing System (NEAPS) of the National Stock Exchange of India Ltd. (NSE) and BSE Corporate Compliance and Listing Centre (the 'Listing Centre') of the BSE Ltd. (BSE)

The NEAPS and the Listing Centre of BSE are web based application designed by NSE and BSE respectively for corporates. All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, Quarterly Results, etc. are filed electronically on NEAPS and the Listing Centre of BSE.

### c. MANAGEMENT DISCUSSION AND ANALYSIS

The para on Management Discussion and Analysis in the Directors' Report forms part of this Report on Corporate Governance.

## 10. GENERAL SHAREHOLDER INFORMATION

### a. Annual General Meeting

Annual General Meeting

Corporate Identification Number (CIN)	L65993PN2009PLC134021
Annual General Meeting	Date : Saturday, 1 <sup>st</sup> September, 2018 Time : 11.00 a.m. Venue : Kalyani Steels Ltd., Mundhwa, Pune - 411 036, Maharashtra, India
Book Closure	Saturday, 1 <sup>st</sup> September, 2018 as annual closure for the AGM.
Last date of receipt of proxy forms	30 <sup>th</sup> August, 2018

Financial Year 2017-18	During the year the financial results were announced as under: First quarter : 12 <sup>th</sup> August, 2017 Second quarter : 6 <sup>th</sup> November, 2017 Third quarter : 12 <sup>th</sup> February, 2018 Annual - Standalone : 26 <sup>th</sup> May, 2018 Consolidated : 15 <sup>th</sup> June, 2018
International Security Identification Number (ISIN)	INE878K01010
Bombay Stock Exchange Limited (BSE)	533303
National Stock Exchange of India Limited, (NSE)	BFINVEST
Designated E-mail address for investor services	<a href="mailto:bfinvestment@vsnl.net">bfinvestment@vsnl.net</a>
Administrative Office	Cyber City, Tower 15, Level 6, Office 602, Magarpatta City, Hadapsar Pune 411 013

**b. Listing Fees**

The annual listing fees for the year under review have been paid to the Stock Exchanges, where your Company's shares are listed.

Save and except as disclosed elsewhere in the Annual Report, your Company has complied with all requirements of the Stock Exchange(s) and the SEBI on matters related to Capital Markets and there were no penalties imposed or strictures passed against your Company by the statutory authorities in this regard.

**c. Shareholding Pattern as on 31<sup>st</sup> March, 2018.**

	Category	No. of Shares	% of Shareholding
1.	Promoter and Promoter Group	27,640,976	73.38
2.	Mutual Funds / UTI	264,576	0.70
3.	Financial Institutions / Banks	73,146	0.19
4.	Bodies Corporate	2,702,650	7.18
5.	Foreign Portfolio Investors	818,868	2.17
6.	Clearing Members	244,228	0.65
7.	Non Resident Indians	118,406	0.31
8.	General Public	5,804,778	15.42
	<b>Total</b>	<b>37,667,628</b>	<b>100.00</b>

**d. Distribution of Shareholding as on 31<sup>st</sup> March, 2018.**

Pattern of shareholding by share class as on 31 <sup>st</sup> March, 2018			
Shareholding class	No. of shareholders	No. of shares Held	Shareholding %
Up to 5,000	23956	4236269	11.25
5,001 to 10,000	80	554222	1.47
10,001 to 20,000	41	561604	1.50
20,001 to 30,000	14	362488	0.96
30,001 to 40,000	6	205634	0.54
40,001 to 50,000	7	309322	0.82
50,001 to 100,000	17	1141931	3.03
100,001 and above	16	30296158	80.43
<b>TOTAL</b>	<b>24137</b>	<b>37,667,628</b>	<b>100.00</b>

Dematerialisation of shares and liquidity (as on 31 <sup>st</sup> March, 2018) capital)	<b>35,355,404</b> (representing 93.86% of the total issued share capital)
Outstanding GDR's / ADR's / Warrants or any Convertible instruments, conversion date and likely impact on equity	The Company has not issued GDR's / ADR's / Warrants or any Convertible instruments.

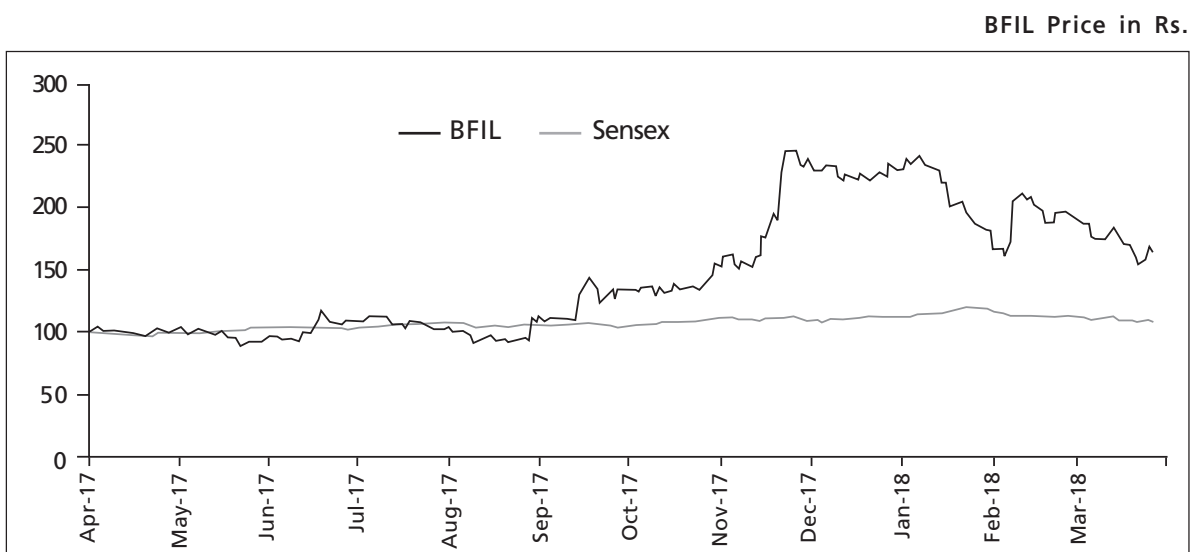
e. **Market Price Data**

Monthly high / low during the year 2017-18 on the BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE) are as under:

Stock Exchange	BSE			NSE		
	High Rs.	Low Rs.	Traded Volume	High Rs.	Low Rs.	Traded Volume
April 2017	178.80	167.00	301,550	179.60	166.00	1,333,026
May 2017	178.50	146.75	210,255	178.40	145.95	926,891
June 2017	204.50	157.00	921,938	204.60	157.30	3,919,945
July 2017	198.80	172.60	522,413	199.50	172.55	1,742,735
August 2017	193.80	151.45	407,011	193.80	150.55	1,269,923
September 2017	262.30	181.00	3,037,188	265.00	180.10	10,078,035
October 2017	278.75	216.35	1,730,228	278.50	215.25	5,705,552
November 2017	430.85	252.15	5,316,058	431.00	252.00	18,023,909
December 2017	424.50	354.65	2,532,335	424.50	354.40	8,000,957
January 2018	418.90	301.05	1,681,255	419.30	302.00	6,272,720
February 2018	379.80	246.05	1,207,946	379.90	255.10	4,984,559
March 2018	331.35	256.25	601,694	331.85	255.65	2,149,292

f. **Performance in comparison to broad-based indices - BSE Sensex**

Quotes on BSE Sensex Index



Note : Share price of BF Investment Limited and BSE Sensex have been indexed to 100 as on first working day of financial year 2017-18 i.e. 1st April, 2017.

#### g. Share Transfer System

- I. The applications for transfer of shares lodged at the Company's Registrar and Share Transfer Agents in physical form are processed within 15 days of receipt of valid and complete documents in all respects. After such processing, the Registrar and Share Transfer Agent will issue share certificate to the concerned shareholder within 15 days of receipt of certificate for transfer. Shares under objection are returned within a stipulated period of time. The transfer applications are approved periodically by the senior management of the Company.
- II. A certificate on half yearly basis is issued by the Practicing Company Secretary for compliance with share transfer formalities by the Company.
- III. **Registrar and Share Transfer Agent (R&T Agent)**

The entire work of the Company, relating to processing of transfer of shares has been given to an outside agency i.e., Link Intime India Private Limited being a SEBI Registered R & T Agent. The contact details are as follows -

Link Intime India Private Limited  
Registrar & Transfer Agent  
Block No.202, 2<sup>nd</sup> Floor, Akshay Complex,  
Off Dhole Patil Road,  
Pune 411 001.  
Phone No.: 020-26161629 Fax No.020-26163503  
Email : [pune@linkintime.co.in](mailto:pune@linkintime.co.in)

#### h. Compliance Officer

Mr. S. R. Kshirsagar, Company Secretary, is the Compliance Officer for complying with requirements of Securities Laws and SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015.

Number and nature of complaints received and redressed during the year 2017-18

Sr. No.	Nature of Complaints	Opening Balance	Received	Resolved	Closing Balance
1	SEBI/MCA	-	2	2	-
2	BSE/NSE	-	-	-	-
3	NSDL/CDSL	-	-	-	-
4	Non-receipt of annual report	-	-	-	-
5	Non-receipt of shares lodged for transfer/transmission	-	-	-	-

#### i. SEBI Complaints Redressal System (SCORES)

The investor complaints are processed in a centralized web-based complaints redressal system. The salient features of this system include centralized database of all complaints, online upload of Action Taken Report (ATRs) by the concerned companies and online viewing by investors of action taken on the complaints and its current status.

### 11. Shareholder References

#### (a) Permanent Account Number (PAN)

Shareholders holding shares in the physical form are informed that as per SEBI's Guidelines, it is mandatory to furnish copy of PAN Card in the following cases:

- i. Transferees' PAN Cards for transfer of shares,
- ii. Surviving joint holders' PAN Cards for deletion of name of deceased shareholder,
- iii. Legal heirs' PAN Cards for transmission of shares,
- iv. Joint holders' PAN Cards for transposition of shares.

#### (b) Email Address

In order to enable us to further extend our support towards paperless compliance as a part of Green Initiative in the Corporate Governance, which was introduced by the Ministry of Corporate Affairs (MCA) in the year 2011, the shareholders who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses.

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In respect of shares held in physical form, shareholders are requested to register their e-mail addresses with the Company / R & T Agent (with Depository Participants in case of shares held in dematerialized form).

**(c) Dematerialization of shares**

Shareholders are requested to dematerialize their physical share holdings through any of the nearest Depository Participants (DPs) in order to avoid hassles involved with physical shares such as possibility of loss / mutilation of share certificate(s), and to ensure safe and speedy transaction in securities.

**(d) Register Your National Electronic Clearing Services (NECS) Mandate**

The Reserve Bank of India (RBI) has initiated NECS for credit of Dividend directly to the Bank Account of shareholders. Shareholders holding shares in electronic mode are requested to register their latest Bank Account details with their Depository Participant and in physical form with the Company's R & T Agent viz. Link Intime India Private Limited.

**(e) Address for correspondence**

Shareholders' correspondence should be addressed to Link Intime India Private Limited, Registrar and Share Transfer Agent, at the address mentioned above. Shareholders can also email their queries / grievances to the following email address: [bfinvestment@vsnl.net](mailto:bfinvestment@vsnl.net).

**(f) C.E.O. & C.F.O. and Company Secretary's Certification**

The C.E.O. & C.F.O. and Company Secretary's Certificate signed by Mr. J.G. Patwardhan and Mr. S. R. Kshirsagar respectively, was placed before the meeting of the Board of Directors held on 20<sup>th</sup> July, 2018.

**(g) KYC details :**

According to the Securities and Exchange Board of India (SEBI) Circular No.SEBI/HO/MIRSD/DOP1/CIR/P/2018/73, members holding shares in physical form, requested to furnish Self attested PAN card and bank details.

**CAUTIONARY STATEMENT**

Statements in this Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

For BF Investment Limited

Place : Pune  
Date : 20<sup>th</sup> July, 2018

**M.U. Takale**  
Director  
DIN:01291287

**B.B. Hattarki**  
Director  
DIN:00145710

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## DECLARATION FOR COMPLIANCE WITH CODE OF CONDUCT

To the members of BF Investment Limited

Pursuant to Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the Board Members and Senior Management Personnel are aware of the provisions of the Code of Conduct laid down by the Board as amended on 13<sup>th</sup> February, 2016.

All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct.

For BF Investment Limited

Place : Pune  
Date : 20<sup>th</sup> July, 2018

J.G. Patwardhan  
C.E.O. & C.F.O.

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## AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of  
BF Investment Limited

I have examined the compliance of conditions of corporate governance by BF INVESTMENT LIMITED ('the Company') for the year ended 31<sup>st</sup> March, 2018, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The compliance of conditions of corporate governance is the responsibility of the Company's management. My examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to review of procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of corporate governance. It is neither an audit, nor an expression of an opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given and the representations made to me by the management, I certify that, the Company has complied with the conditions of corporate governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as applicable.

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

Place : Pune  
Date : 20<sup>th</sup> July, 2018

Hrushikesh Kulkarni  
Chartered Accountant  
Membership No. 160187

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**TO THE BOARD OF DIRECTORS OF BF INVESTMENT LIMITED**

**CERTIFICATION BY CHIEF EXECUTIVE OFFICER / CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY OF THE COMPANY**

**(under Regulation 17 read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

We the undersigned, in our respective capacities as, Chief Executive Officer and Chief Financial Officer and Company Secretary, of BF Investment Limited, ("the Company") to the best of our knowledge and belief certify that :

- a) we have reviewed the standalone financial statements and the cash flow statements of BF Investment Ltd. for the year 2017-18 and that to the best of our knowledge and belief:
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by BF Investment Ltd. during the year 2017-18 which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting of BF Investment Ltd. and that we have evaluated the effectiveness of the internal control systems of BF Investment Ltd. pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee, with respect to BF Investment Ltd.:
  - i) significant changes in internal control over financial reporting during the year;
  - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statement; and
  - iii) instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : Pune  
Date : 20<sup>th</sup> July, 2018

**J. G. PATWARDHAN**  
C.E.O. & C.F.O.

**S. R. Kshirsagar**  
Company Secretary



## DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting their Ninth Annual Report on the business and operations of the Company together with Audited Statement of Accounts for the year ended March 31, 2018.

### FINANCIAL PERFORMANCE :

Particulars	(Rs. in Million)	
	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Total Income	378.63	216.39
Total Expenditure	37.41	39.58
Profit before taxation	341.22	176.81
Provision for tax (including Deferred Tax)	(4.36)	(0.19)
Net Profit	198.03	178.32
Balance of Profit/(Loss) from previous year	3724.16	3581.50
Add Profit for the year	198.03	178.32
Balance available for appropriation	3922.19	3759.82
Appropriations :		
Transfer to Reserve Fund in terms of Section 45-IC of the Reserve Bank of India Act, 1934	39.61	35.66
Balance carried to Balance Sheet	3882.58	3724.16

### SHARE CAPITAL

The paid-up Equity Share Capital as on 31<sup>st</sup> March, 2018 stood at Rs.188.34 Million. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on 31<sup>st</sup> March, 2018, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

### DIVIDEND :

Your Directors do not recommend any dividend on the equity shares for the year ended March 31, 2018.

### MANAGEMENT DISCUSSION AND ANALYSIS

The main object of the Company is to make strategic investments in the Kalyani Group Companies. The Company is a Non Deposit taking Core Investment Company, as defined in the Core Investment Companies (Reserve Bank) Directions, 2011. Since the Company is not a Systemically Important Non Deposit taking Core Investment Company, it is not required to obtain Certificate of Registration under Sec. 45-IA of the Reserve Bank of India Act, 1934.

### COMPANY PERFORMANCE

During the Financial Year under review, your Company earned total income of Rs.37.86 Crores (previous years Rs.21.64 Crores). The net profit after tax is Rs.19.80 Crores (previous years Rs.17.83 Crores).

### OPERATIONS OF THE COMPANY

The main operations of the Company are that of investments and majority of the investments of the Company are in the nature of strategic investments in Kalyani Group Companies. The investment pattern of the Company also complies with the requirement for the Company continuing to qualify as a Non Deposit taking Core Investment Company. The main source of income for the Company is in the form of dividends as declared by these companies.

### HUMAN RESOURCES

As on March 31, 2018, the Company has 2 employees, including the C.E.O., C.F.O. & Company Secretary.

### CONCERNS AND THREATS

- Fluctuations in the securities market and global economic scenario, may pose a risk of devaluation of the investments made by the Company.
- Main source of income for the Company is dividend from the Kalyani Group Companies.
- The risks and concerns associated with the businesses / operations of these investee companies, which may impact the performance of these companies, could result in variation in dividends declared by these companies.
- Non recovery of principal of the amounts lent and interest thereon.

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

The Company has adequate internal control systems to ensure operational efficiency and accuracy in financial reporting and compliance of various laws and regulations.

The internal control system is supported by the internal audit process. The internal audit is conducted in house. The Audit Committee of the Board reviews the Internal Audit process and the adequacy and effectiveness of internal audit and controls periodically.

### **CAUTIONARY STATEMENT**

Statements in this Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

### **SUBSIDIARY COMPANIES**

The Company does not have any subsidiary company as on March 31, 2018.

### **PARTICULARS OF INFORMATION FORMING PART OF THE BOARD'S REPORT PURSUANT TO SECTION 134 OF THE COMPANIES ACT, 2013, RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

The details are given in 'Annexure I'

### **EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of Annual Return in Form MGT - 9 is annexed herewith as 'Annexure II' to this Report.

### **NUMBER OF MEETINGS OF THE BOARD**

During the year under review, eight Board Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements), Regulations 2015 hereinafter called "Regulations, 2015".

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013, in respect of Directors' Responsibility Statement, your Directors' state that:

- a) in the preparation of the Annual Financial Statements for the year ended March 31, 2018, the applicable accounting standards have been followed along with the proper explanation relating to material departures;
- b) accounting policies as mentioned in Note - 3 to the Financial Statements have been selected and applied consistently. Further judgments 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 March 31, 2018 and of the profit of the Company for the year ended on that date;
- c) 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) the Annual Financial Statements have been prepared on a going concern basis;
- e) proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- f) proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

### **A STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulations 2015.

### **COMPANY'S POLICY ON DIRECTORS' AND KMP'S APPOINTMENT AND REMUNERATION**

Director's appointment and remuneration is done as per the policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management Personnel and their remuneration. The policy is appended as 'Annexure III' to this Report

## ACCOUNTS AND AUDIT

### a. Statutory Auditors

Mr. Hrushikesh Kulkarni, Chartered Accountant, Pune has been the Statutory Auditor of the Company since the 8<sup>th</sup> AGM of the Company held in 2017. Mr. Hrushikesh Kulkarni has concluded the statutory audit of the Company, and has issued an unmodified audit opinion on the financial statements of the Company, without any adverse observations, qualifications or reservations.

Mr. Hrushikesh Kulkarni submitted his resignation letter to the Board of the Company on 16<sup>th</sup> July, 2018, to be effective from the conclusion of the 9<sup>th</sup> AGM of the Company.

The Board of Directors has recommended for appointment M/s. P. G. Bhagwat, Chartered Accountants (FRN.101118W), Pune, as Statutory Auditors of the Company in place of Mr. Hrushikesh Kulkarni, Chartered Accountant, from the conclusion of ensuing Annual General Meeting (AGM) till the conclusion of Fourteenth Annual General Meeting.

### b. 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. SVD & Associates, Company Secretaries, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as 'Annexure IV' to this Report.

### c. CONSOLIDATED ACCOUNTS

The Consolidated Accounts for the year ended 31<sup>st</sup> March, 2018 are enclosed.

## EXPLANATION ON COMMENTS ON STATUTORY AUDITORS' AND SECRETARIAL AUDITORS' REPORTS

There are no qualifications, reservations or adverse remarks or disclaimers made by Mr. Hrushikesh S. Kulkarni, Statutory Auditors, in his Audit Report. M/s. SVD & Associates, Practicing Company Secretary, in their Secretarial Audit Report have made certain qualifications. The auditors qualifications and Boards explanation thereto are summarized as under:

Auditors Qualifications	Boards' explanation
<b>Secretarial Audit -</b>	
<i>The Audited Consolidated Financial statements and Financial Results for the year ended on 31<sup>st</sup> March, 2017 were submitted to the Stock exchanges beyond the time period prescribed under Regulation 33 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.</i>	The finalization of accounts and audit of some of the Associates was delayed resulting into delay in finalization of Company's Consolidated Financials. These were due to factors beyond control of management.
<i>The Compliance Certificate for the half year ended 30<sup>th</sup> September, 2017 as required under Regulation 7(3) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 was filed beyond stipulated time.</i>	The delay in filing was 1 day and was by oversight and one time.
<i>The company has not published Notice of meeting of Board of Directors held on 6<sup>th</sup> November, 2017 in Newspaper as required under Regulation 47(1) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.</i>	The failure was accidental and one time.
<i>The Company has not expended any amount for Corporate Social Responsibility activities as per Section 135 of the Act for the Financial 2016-17</i>	The Company has identified the areas and the projects for spending the amounts allocated for CSR activities for Financial 2017-18. The Company has spent on CSR activities amounts due for FY 2014-15.
<i>The Company Has not disclosed sitting fees paid to the Independent Directors in Annexure -II MGT-9 of the Board's Report for the Financial Year 2016-17 as required under section 92(3) of the Act, however same has been disclosed in Corporate Governance Report.</i>	The matter has been explained in the observation.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT UNDER SECTION 186

During the year, the Company has invested Rs.30.34 Crores (net) in preference shares of two companies. The closing balances of investments which would be covered under Section 186 of the Companies Act, 2013, are disclosed in the Schedule of Non-Current Investments in the Financial Statements.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 134 of the Companies Act, 2013, read with Rule 8 (2) of the Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements entered into by the Company with Related Parties have been done at arm's length and are in the ordinary course of business. Hence, no particulars are being provided in Form AOC - 2. Related Party Disclosures as per AS -18 have been provided in Note no. 4.25 to the Financial Statements.

### STATE OF COMPANY'S AFFAIRS

Discussion on state of Company's affairs has been covered in the Management Discussion and Analysis.

### AMOUNTS PROPOSED TO BE CARRIED TO RESERVES

Particulars of the amounts proposed to be carried to reserves have been covered as part of the financial performance of the Company.

### MATERIAL CHANGES AND COMMITMENTS BETWEEN THE DATE OF THE BALANCE SHEET AND THE DATE OF REPORT

There have 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 relate and the date of the report, except as disclosed elsewhere in this report.

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

#### A. Conservation of Energy and Technology Absorption

The Company has no particulars to report regarding conservation of energy, technology absorption as required under Section 134 (3) (m) of the Companies Act, 2013, read with Rules thereunder.

#### B. Foreign exchange earnings and outgo

Sr. No.	Particulars	Amount in ₹
i	Foreign Exchange earned in terms of actual inflows during the year	Nil
ii	Foreign Exchange outgo during the year in terms of actual outflows	Nil

### RISK MANAGEMENT POLICY

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013. The details of the CSR Policy and initiatives taken by the Company towards CSR during the year are annexed as 'Annexure V' to this Report.

### BOARD EVALUATION

Pursuant to provisions of the Companies Act, 2013, Rules thereunder and 'Regulations, 2015', the Board has carried out evaluation of its own performance and that of its Committees and individual Directors. Interested Directors did not participate for their evaluation.

### PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

The information is given at the relevant places in the Financial Statements.

### CHANGE IN THE NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business during the Financial Year under review.

### DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR

#### Directors appointed during the year

Name of Director	Designation	Term of appointment
Mr. A. B. Kalyani	Director	Re-appointed with effect from August 5, 2017, subject to retirement by rotation

#### Employees designated as Key Managerial Personnel (KMP) during the year

NIL

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**Directors and KMP's resigned during the year**

None of the KMP's resigned during the year ended March 31, 2018.

**Directors proposed to be re-appointed at the ensuing Annual General Meeting**

Mr. A.B. Kalyani (DIN : 00089430) retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

The brief resumes and other details relating to Director who is proposed to be re-appointed, as required to be disclosed under Regulations 2015, form part of the Notes and Statement setting out material facts annexed to the Notice of the Annual General Meeting.

**NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR**

During the year the Company has sold out the shares of Kalyani Agro Corporation Ltd. Consequently Kalyani Agro Corporation Ltd. is no more associated with the Company.

**DETAILS OF DEPOSITS WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENTS OF CHAPTER V OF THE COMPANIES ACT, 2013**

None.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

The Company has neither received nor is aware of any such order from Regulators, Courts or Tribunals during the year.

**DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has suitable internal control system comprising of proper checks and balances, policies and procedures. This include code of conduct, whistle blower policy, MIS and internal audit mechanism.

The Audit Committee along with Management review the internal audit and internal controls on a regular basis.

**COMPOSITION OF AUDIT COMMITTEE**

The composition of the Audit Committee has been mentioned in the Corporate Governance Report annexed to this Report.

**VIGIL MECHANISM**

The Company has formulated and implemented the Whistle Blower Policy / Vigil Mechanism. This has provided a mechanism for directors and employees of the Company and other persons dealing with the Company to report to the Chairman of the Audit Committee; any instance of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct. The aforesaid policy has also been uploaded on the Company's website.

**CASH FLOW**

A Cash Flow Statement for the year ended March 31, 2018 is attached to the Balance Sheet.

**CORPORATE GOVERNANCE**

A report on the Corporate Governance, along with the certificate of compliance from the Auditors, forms part of the Annual Report.

**OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In terms of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has formulated a Policy to prevent Sexual Harassment of Women at Workplace. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

**ACKNOWLEDGMENTS**

Your Directors wish to place on record, their appreciation for the contribution made and support provided to the Company by the shareholders, employees and bankers, during the year under the report.

For and on behalf of the Board of Directors

Place : Pune  
Date : 20<sup>th</sup> July, 2018

B.B. Hattarki  
Director  
DIN:00145710

M.U. Takale  
Director  
DIN:01291287

## ANNEXURE I TO THE DIRECTORS' REPORT

INFORMATION FORMING PART OF THE DIRECTORS' REPORT PURSUANT TO SECTION 134 OF THE COMPANIES ACT, 2013, RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Sr. No.	Particulars	Name of Director	Ratio
I.	The ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year	N.A. as no remuneration except sitting fee is paid to any Director during the year. Commission provided for during the year will be considered for this clause in the year of payment.	
II.	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Name of Director / KMP	Percentage +/- in the remuneration
		Mr. J. G. Patwardhan * - C.E.O. & C.F.O. Mr. S.R. Kshirsagar * - Company Secretary	9.09% NIL
III.	The percentage increase in the median remuneration of employees in the financial year	NIL	
IV.	The number of permanent employees on the rolls of Company	NIL	
V.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	NIL	
		NIL	
VI.	Affirmation	The Board affirms that the remuneration is as per the Nomination and Remuneration policy of the Company.	
VII.	Statement showing the names of the top ten employees in terms of remuneration drawn and the names of every employee who -  (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than One Crore Two Lakhs Rupees;  (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Eight Lakhs Fifty Thousand Rupees per month;  (iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole-time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.	No employee falls in this category.	

\* on deputation

For and on behalf of the Board of Directors

Place : Pune  
Date : 20<sup>th</sup> July, 2018

B.B. Hattarki  
Director  
DIN:00145710

M.U. Takale  
Director  
DIN:01291287

## ANNEXURE II TO THE DIRECTORS' REPORT

Form No. MGT - 9

(as at Financial Year ended 31<sup>st</sup> March, 2018)

### EXTRACT OF ANNUAL RETURN

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

#### I. REGISTRATION AND OTHER DETAILS

i	CIN	L65993PN2009PLC134021
ii	Registration Date	26 <sup>th</sup> May, 2009
iii	Name of the Company	BF Investment Limited
iv	Category / Sub-Category of the Company	Company limited by shares
v	Address of the Registered Office and contact details	Mundhwa, Pune Cantonment, Pune 411 036, Maharashtra, India. Correspondence address: Cyber City, Tower 15, Level 6, Office 602, Magarpatta City, Hadapsar, Pune- 411 013 Phone : (020) 66292550 E-mail : bfinvestment@vsnl.net Website : http://www.bfilpune.com
vi	Whether listed company	Yes
vii	Name, address and contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited 'Akshay' Complex, Block No. 202, 2 <sup>nd</sup> Floor, Near Ganesh Temple, Off. Dhole Patil Road, Pune 411 001 Tel: +91(20) 2616 1629 / 2616 0084 Email: pune@linkintime.co.in

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and description of main products / services	NIC code of the product / service	% to total turnover of the Company
1	Loans and investments	-	100%

#### III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.	Kalyani Steel Ltd. Pune Cantonment, Mundhwa, Pune - 411 036	L27104MH1973PLC016350	Associate	39.06	2(6)
2.	Epicenter Technologies Pvt. Ltd. Salasar Business Park, Off 150 ft. Flyover Road, Near Maxus Mall, Bhayander (West) Thane - 401 101	U72900MH2000PTC140702	Associate	27.72	2(6)
3.	Kalyani Financial Services Ltd. Industry House, S.No.49, Opp. Kalyani Steels Ltd , Pune - 411 036	U65910PN1986PLC039645	Associate	49.00	2(6)
4.	Nandi Engineering Ltd. No. 1, Midford House, Midford Garden, Off M.G Road, Bangalore - 560 001	U85110KA1996PLC019618	Associate	40.00	2(6)
5.	KSL Holdings Pvt. Ltd. C/O Kalyani Steels Limited, Mundhwa, Pune - 411036	U65993PN2001PTC015938	Associate	42.52	2(6)
6.	Triumphant Special Alloys Pvt. Ltd (Formerly Carpenter Kalyani Special Alloys Pvt. Ltd.) 72-76 Mundhwa, Pune - 411036	U27106PN1998PTC012742	Associate	45.51	2(6)
7.	Synise Technologies Limited Omkar, Plot No. A - 8, Shivtirth Nagar, Kothrud Pune - 411038	U72200PN1997PLC112581	Associate	46.77	2(6)
8.	Meritor HVS (India) Ltd. Hootagalli Indl. Area off. Hansur Road, Mysore - 570018	U29221KA1998PLC023383	Joint Venture	48.99	2(6)
9.	Automotive Axles Ltd. Hootagalli Indl. Area off. Hansur Road, Mysore - 570018	L51909KA1981PLC004198	Joint Venture	35.52	2(6)

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

##### (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 31 <sup>st</sup> March, 2017				No. of shares held at the end of the year i.e. 31 <sup>st</sup> March, 2018				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
(1) Indian									
a. Individual									
a) Individuals / Hindu Undivided Family	102934	8	102942	0.28	106934	8	106942	0.28	0
b) Central Government / State government(s)	0	0	0	0.00	0	0	0	0.00	0
c) Bodies Corporate	27284034	0	27284034	72.43	27534034	0	27534034	73.10	0.67
d) Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0
e) Any Others (Specify)	0	0	0	0.00	0	0	0	0.00	0
<b>Sub Total (A)(1)</b>	<b>27386968</b>	<b>8</b>	<b>27386976</b>	<b>72.71</b>	<b>27640968</b>	<b>8</b>	<b>27640976</b>	<b>73.38</b>	<b>0.67</b>
(2) Foreign									
a) Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0
b) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0
c) Institutions	0	0	0	0.00	0	0	0	0.00	0
d) Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0
e) Any Others (Specify)	0	0	0	0.00	0	0	0	0.00	0
<b>Sub Total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>
<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>27386968</b>	<b>8</b>	<b>27386976</b>	<b>72.71</b>	<b>27640968</b>	<b>8</b>	<b>27640976</b>	<b>73.38</b>	<b>0.67</b>
<b>(B) Public Shareholding</b>									
(1) Institutions									
a) Mutual Funds / UTI	333526	190	333716	0.89	264386	190	264576	0.70	-0.19
b) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0
c) Alternate Investment Funds	0	0	0	0.00	0	0	0	0.00	0
d) Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0
e) Foreign Portfolio Investor	254847	50	254897	0.68	818818	50	818868	2.17	1.49
f) Financial Institutions / Banks	29751	1704	31455	0.08	71442	1704	73146	0.19	0.11
g) Insurance Companies	160127	0	160127	0.42	160127	0	160127	0.42	0
h) Provident Fund / Pension Funds	0	0	0	0.00	0	0	0	0.00	0
i) Any other (Specify)	0	0	0	0.00	0	0	0	0.00	0
<b>Sub-Total (B)(1)</b>	<b>778251</b>	<b>1944</b>	<b>780195</b>	<b>2.07</b>	<b>1314773</b>	<b>1944</b>	<b>1316717</b>	<b>3.49</b>	<b>1.42</b>
(2) Central Government/ state Government / President of India	0	0	0	0	0	0	0	0	0
<b>Sub-Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
(3) Non-Institutions									
a) Individuals									
I) Individual shareholders holding nominal share capital up to Rs.2 lakh	3997212	749743	4746955	12.60	3868610	725540	4594150	12.20	-0.40
II) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	804835	0	804835	2.14	375629	0	375629	1.00	-1.14
b) NBFCs registered with RBI	0	0	0	0.00	0	0	0	0.00	0
c) Employee Trusts	0	0	0	0.00	0	0	0	0.00	0
d) Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0.00	0	0	0	0.00	0
e) Any Others (Specify)									
- Trusts	344487	0	344487	0.91	346487	0	346487	0.92	0.01
- Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0
- Hindu Undivided Family	403833	0	403833	1.07	328035	0	328035	0.87	-0.20
- Non Resident Indian (Non Repat)	49450	3154	52604	0.14	69783	3154	72937	0.19	0.05
- Non Resident Indian (Repat)	55687	1841	57528	0.15	43628	1841	45469	0.12	-0.03
- Overseas Bodies Corporates	350	0	350	0.00	350	0	350	0.00	0
- Clearing Members	220484	0	220484	0.58	244228	0	244228	0.65	0.07
- Bodies Corporate	1289134	1580247	2869381	7.62	1122913	1579737	2702650	7.17	-0.45
<b>Sub-Total (B)(3)</b>	<b>7165472</b>	<b>2334985</b>	<b>9500457</b>	<b>25.22</b>	<b>6399663</b>	<b>2310272</b>	<b>8709935</b>	<b>23.12</b>	<b>-2.10</b>
<b>(B) Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>7943723</b>	<b>2336929</b>	<b>10280652</b>	<b>27.29</b>	<b>7714436</b>	<b>2312216</b>	<b>10026652</b>	<b>26.62</b>	<b>-0.67</b>
<b>Total (A)+(B)</b>	<b>35330691</b>	<b>2336937</b>	<b>37667628</b>	<b>100</b>	<b>35355404</b>	<b>2312224</b>	<b>37667628</b>	<b>100</b>	<b>0</b>
<b>(C) Shares held by Custodians and against which Depository Receipts have been issued</b>	0	0	0	0	0	0	0	0	0
(1) Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
(2) Public	0	0	0	0	0	0	0	0	0
<b>Sub-Total (C )</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>35330691</b>	<b>2336937</b>	<b>37667628</b>	<b>100</b>	<b>35355404</b>	<b>2312224</b>	<b>37667628</b>	<b>100</b>	<b>0</b>



**(ii) Shareholding of Promoters**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year (1/4/2017)			Shareholding at the end of the year (31/3/2018)			% change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of Shares pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares pledged / encumbered to total shares	
1	Babasaheb Neelkanth Kalyani Promoter	7204	0.02	0.00	7204	0.02	0.00	0.00
2	Ajinkya Investment & Trading Company	10292103	27.32	0.00	10292103	27.32	0.00	0.00
3	Sundaram Trading & Investment Pvt Ltd	9543068	25.33	0.00	9793068	25.99	0.00	0.66
4	KSL Holdings Pvt Ltd	5054091	13.42	0.00	5054091	13.42	0.00	0.00
5	PIH Finvest Co Ltd	1424885	3.78	0.00	1424885	3.78	0.00	0.00
6	Jannhavi Investment Pvt Ltd	458514	1.22	0.00	458514	1.22	0.00	0.00
7	Rajgad Trading Co Pvt Ltd	151674	0.40	0.00	151674	0.40	0.00	0.00
8	Kalyani Consultants Pvt Ltd	149500	0.40	0.00	149500	0.40	0.00	0.00
9	Dandakaranya Investment & Trading Pvt Ltd	95000	0.25	0.00	95000	0.25	0.00	0.00
10	Campanula Investment & Finance Pvt Ltd	61389	0.16	0.00	61389	0.16	0.00	0.00
11	Cornflower Investment & Finance Pvt Ltd	41900	0.11	0.00	41900	0.11	0.00	0.00
12	Hastinapur Investment & Trading Pvt Ltd	6267	0.02	0.00	6267	0.02	0.00	0.00
13	Dronacharya Investment & Trading Pvt Ltd	5643	0.01	0.00	5643	0.01	0.00	0.00
14	Gaurishankar Neelkanth Kalyani	63779	0.17	0.00	63779	0.17	0.00	0.00
15	Amit Babasaheb Kalyani	28270	0.08	0.00	28270	0.08	0.00	0.00
16	Sunita Babasaheb Kalyani	0	0.00	0.00	4000	0.01	0.00	0.01
17	Rohini Gaurishankar Kalyani	2000	0.01	0.00	2000	0.01	0.00	0.00
18	Dr Meera Kheny	700	0.00	0.00	700	0.00	0.00	0.00
19	Ashok Kumar Kheny	581	0.00	0.00	581	0.00	0.00	0.00
20	Sugandha Jai Hiremath	400	0.00	0.00	400	0.00	0.00	0.00
21	Sulochana Neelkanth Kalyani Jointly Mr.B. N. Kalyani	8	0.00	0.00	8	0.00	0.00	0.00
		<b>27386976</b>	<b>72.71</b>	<b>0.00</b>	<b>27640976</b>	<b>73.38</b>	<b>0.00</b>	<b>0.67</b>

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Sr. No.	Particulars	Shareholding at the beginning of the year i.e. 01/04/2017		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Sundaram Trading & Investment Pvt Ltd. - Market Purchase	9543068	25.33	9793068	25.99
2	Gift(4000 Shares received by Mrs. S. B. Kalyani as gift)	0	0	4000	0.01

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

Sr. No.	Particulars	Shareholding at the beginning of the year i.e. 01/04/2017		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	<b>At the Beginning of the year</b>	<b>3196270</b>	<b>8.49</b>		
1	Krutadnya Management And Trading Services LLP	1568600	4.16	-	-
2	Reliance Capital Trustee Co. Ltd-A/C Reliance Capital Builder Fund - SR A	332007	0.88	-	-
3	Elan Power Development Private Limited	249340	0.66	-	-
4	Acacia Institutional Partners, LP	230545	0.61	-	-
5	Finolex Cables Ltd.	168750	0.45	-	-
6	The Oriental Insurance Company Limited	160127	0.43	-	-
7	Kalyani Exports & Investments Pvt.Ltd.	145250	0.39	-	-
8	Aboli Investment Pvt Ltd	136900	0.36	-	-
9	Nitinbhai Raojibhai Desai	103679	0.28	-	-
10	Hitesh Satishchandra Doshi	101072	0.27	-	-

Sr. No.	Particulars	Shareholding at the beginning of the year i.e. 01/04/2017		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the end of the year (or on the date of separation, if separated during the year)				
1	Krutadnya Management and Trading Services LLP	-	-	1568600	4.16
2	Reliance Capital Trustee Co Ltd A/C-Reliance Regular Savings Fund-Equity Option	-	-	262867	0.70
3	Acacia Institutional Partners, LP	-	-	230545	0.61
4	The Board of Regents of The University of Texas System-Acadian Asset Management	-	-	186084	0.49
5	Finolex Cables Ltd.	-	-	168750	0.45
6	The Oriental Insurance Company Limited	-	-	160127	0.43
7	Kalyani Exports & Investments Pvt.Ltd.	-	-	145250	0.39
8	Aboli Investment Pvt Ltd	-	-	136900	0.36
9	Sasi Star Finance Private Limited	-	-	113200	0.30
10	Rupan T Mehta	-	-	86000	0.23
	At the end of the year			3058323	8.12

Note:

- In case of joint holding, the names of first holder is considered.
- The shareholding details given above are based on the legal ownership and not beneficial ownership and is derived on the folio number listing provided by the Registrar and share Transfer agent of the Company.
- Since the shareholding of top ten shareholders are held in electronic form, it is not feasible to provide date-wise increase or decrease in the shareholding pattern of top ten shareholders during the Financial Year.

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year i.e. 01/04/2017		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the Beginning of the year	28283	0.08		
1	Mr. A. B. Kalyani	28270	0.08	-	-
2	Mr. B. B. Hattarki	0	0.00	-	-
3	Mr. M. U. Takale	0	0.00	-	-
4	Ms. A. A. Sathe	0	0.00	-	-
5	Mr. J. G. Patwardhan	0	0.00	-	-
6	Mr. S. R. Kshirsagar	13	0.00	-	-
	At the end of the year				
1	Mr. A. B. Kalyani	-	-	28270	0.08
2	Mr. B. B. Hattarki	-	-	0	0.00
3	Mr. M. U. Takale	-	-	0	0.00
4	Ms. A. A. Sathe	-	-	0	0.00
5	Mr. J. G. Patwardhan	-	-	0	0.00
6	Mr. S. R. Kshirsagar	-	-	13	0.00
	At the end of the year	-	-	28283	0.08

**V. INDEBTEDNESS**

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

None.

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Nil

### B. Remuneration to other Directors:

Information on remuneration paid to Directors for the year ended 31<sup>st</sup> March, 2018.

Name of the Director	Relationship with other Directors	Sitting Fees ₹	Salary and Perquisites	Commission*	Total ₹
Mr. A. B. Kalyani	None	20,000	N.A.	N.A.	20,000
Mr. B. B. Hattarki	None	40,000	N.A.	N.A.	40,000
Mr. M. U. Takale	None	40,000	N.A.	N.A.	40,000
Ms. A. A. Sathe	None	30,000	N.A.	N.A.	30,000

\* Excluding unpaid provision

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MANAGING DIRECTOR / MANAGER / WHOLE TIME DIRECTOR

Amount in ₹

Particulars of Remuneration	Mr. S.R. Kshirsagar* Company Secretary	Mr. J.G. Patwardhan* C.E.O. & C.F.O.	Total Amount
1. Gross Salary	}	}	}
a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961			
b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961			
c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961			
2. Stock Option			
3. Sweat Equity	844,077	3,276,244	4,120,321
4. Commission - As % profit - Others, specify			
5. Others, please specify (Company's contribution towards Provident Fund and Superannuation)			
Total**	844,077	3,276,244	4,120,321

\* on deputation

\*\* Represents amounts paid to employer in respect of Key Management Personnel on deputation. (Including taxes and levies)

## VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

1. Company - None
2. Directors - None
3. Other officers in Default - None

For and on behalf of the Board of Directors

Place : Pune  
Date : 20<sup>th</sup> July, 2018

B.B. Hattarki  
Director  
DIN:00145710

M.U. Takale  
Director  
DIN:01291287

## ANNEXURE III TO THE DIRECTORS' REPORT

### THE NOMINATION AND REMUNERATION POLICY

(As recommended by Nomination and Remuneration Committee and approved by Board)

The Board of Directors of BF Investment Limited ("the Company") constituted the "Nomination and Remuneration Committee" ("Committee") at the Meeting held on November 28, 2014 with immediate effect, consisting of Three (3) Non-Executive Directors of which majority are Independent Directors.

#### 1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013, as amended from time to time, read along with the applicable rules thereto and Clause 49 under the Listing Agreement. The Key Objectives of the Committee would be:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel (hereinafter referred to as "KMP") and Senior Management.
- 1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board,
- 1.3. To recommend to the Board on Remuneration payable to the Directors, KMP and Senior Management.
- 1.4. To provide to KMP and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.5. To retain, motivate the promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.6. To devise a policy on Board diversity.
- 1.7. To develop a succession plan for the Board and to regularly review the plan;

#### 2. DEFINITIONS

- 2.1. **Act** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
- 2.2. **Board** means Board of Directors of the Company.
- 2.3. **Directors** mean Directors of the Company.
- 2.4. **Key Managerial Personnel (KMP) means**
  - 2.4.1. Chairman and Managing Director
  - 2.4.2. Executive Directors
  - 2.4.3. Chief Financial Officer; and
  - 2.4.4. Company Secretary;
- 2.5. **Listing Agreement** means Agreement, as amended from time to time, executed with Stock Exchanges for Listing of Securities of the Company.
- 2.6. **Senior Management** means personnel of the Company who are members of its core management team being functional heads,

#### 3. ROLE OF COMMITTEE

##### 3.1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee.

The Committee Shall;

- 3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of the director.
- 3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management position in accordance with the criteria laid down in this Policy.
- 3.1.3. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.
- 3.1.4. \* Formulate the criteria for evaluation of performance of Independent Directors and Board of Directors.
- 3.1.5. \* Determine whether to extend or continue the term of appointment of Independent Directors, on the basis of the report of performance evaluation of Independent Directors.

\* Added vide Board Resolution dated 13<sup>th</sup> February, 2016.

##### 3.2. Policy for appointment and removal of Director, KMP and Senior Management

###### 3.2.1. Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

### **3.2.2. Term / Tenure**

- a) **Managing Director / Whole-time Director :**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

- b) **Independent Director :**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

### **3.2.3. Evaluation**

The Committee shall carry out yearly evaluation of performance of every Director, KMP and Senior Management Personnel.

### **3.2.4. Removal**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

### **3.2.5. Retirement**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## **3.3. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel**

### **3.3.1. General :**

- a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- c) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
- d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employee for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such reason is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.
- e) In case any difficulty or doubt arises in the interpretation or implementation of this Policy, the decision of the Chairman of the Company shall be final. In exceptional circumstances, the Chairman shall be authorised to exercise functions vested in the committee in so far as these relate to Key Managerial Personnel covered under clauses 2.4.3, 2.4.4 and the Senior Management; provided however that such actions taken by the Chairman shall be placed before the Committee for ratification in the succeeding meeting.

### **3.3.2. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel :**

a) Fixed pay :

The Whole-time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F., pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board / the Person authorised by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration :

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, approval of the Central Government.

c) Provisions for excess remuneration :

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

### **3.3.3. Remuneration to Non-Executive / Independent Director;**

a) Remuneration / Commission :

The remuneration / Commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

b) Sitting Fees :

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs.1,00,000/- (Rupees One Lac only) per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

c) Commission :

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

## **4. MEMBERSHIP**

4.1. The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.

4.2. Minimum two (2) members shall constitute a quorum for the Committee Meeting.

4.3. Membership of the Committee shall be disclosed in the Annual Report.

4.4. Term of the Committee shall be continued unless terminated by the Board of Directors.

## **5. CHAIRPERSON**

5.1. Chairperson of the Committee shall be an Independent Director.

5.2. Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

5.3. In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

5.4. Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

## **6. FREQUENCY OF MEETINGS**

The meeting of the Committee shall be held at such regular intervals as may be required.

## **7. COMMITTEE MEMBERS' INTERESTS**

7.1. A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

7.2. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

## **8. SECRETARY**

The Company Secretary of the Company shall act as Secretary of the Committee.

## 9. VOTING

- 9.1. Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and nay such decision shall for all purposes be deemed a decision of the Committee.
- 9.2. In the case of equality of votes, the Chairman of the meeting will have a casting vote.

## 10. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include :

- 10.1. Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- 10.2. Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- 10.3. Identifying and recommending directors who are to be put forward for retirement by rotation.
- 10.4. Determining the appropriate size, diversity and composition of the Board;
- 10.5. Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- 10.6. Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- 10.7. Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- 10.8. Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- 10.9. Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- 10.10. Recommend any necessary changes to the Board; and
- 10.11. Considering any other matters, as may be requested by the Board.

## 11. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include :

- 11.1. To consider and determine the Remuneration Policy, based on the Performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- 11.2. To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- 11.3. To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- 11.4. To consider any other matters as may be requested by the Board.
- 11.5. Professional indemnity and liability insurance for Directors and Senior Management.

## 12. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee Meeting.

For BF Investment Limited

A.B. Kalyani  
Chairman  
DIN:00089430

Place : Pune  
Date : 13<sup>th</sup> February, 2016

## ANNEXURE IV TO THE DIRECTORS' REPORT

Form No. MR-3

### SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2018

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

To,

The Members,  
BF Investment Limited,  
Mundhwa, Pune Cantonment  
Pune-411036  
CIN: L65993PN2009PLC134021

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2018 according to the provisions of:

- (i) The Companies Act, 2013, the Companies Amendment Act, 2017 (the Act) and the rules made thereunder (in so far as they are made applicable);
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (not applicable to the company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) 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 (not applicable to the company during the Audit Period);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (not applicable to the Company during the Audit Period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of 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 to the extent of the securities issued; (not applicable to the company during the Audit Period);
  - (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).
- (vi) The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector / industry are:
  - (a) The Reserve Bank of India Act, 1934 (Applicable to the extent being a Core Investment Company).



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

- (i) The Secretarial Standards issued by 'The Institute of Company Secretaries of India'; and
- (ii) The Listing Agreement entered into by the Company with Stock Exchanges pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

1. *The Audit Consolidated Financial statements and Financial Results for the year ended on 31<sup>st</sup> March, 2017 were submitted to the Stock Exchanges beyond the time period prescribed under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
2. *The Compliance certificate for the half year ended 30<sup>th</sup> September, 2017 as required under Regulation 7 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was filed beyond stipulated time.*
3. *The Company has not Published Notice of meeting of Board of Directors held on 06<sup>th</sup> November, 2017 in Newspaper as required under Regulation 47 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
4. *The Company has not expended any amount for Corporate Social Responsibility activities required under Section 135 of the Act for the year 2017-18.*
5. *The Company has not disclosed sitting fees paid to the Independent Directors in Annexure-II MGT-9 of the Board's Report for the Financial Year 2016-17 as required under Section 92(3) of the Act, however same has been disclosed in Corporate Governance Report.*

**We further report that**

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally 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.

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

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

**We further report that** during the audit period the company has no specific events or actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc. referred to above.

For SVD & Associates  
Company Secretaries

Sridhar G. Mudaliar  
Partner  
FCS No: 6156  
C P No: 2664

Place: Pune  
Date: 20<sup>th</sup> July, 2018

Note: This report is to be read with letter of even date by the Secretarial Auditors, which is annexed as Annexure A and forms an integral part of this report.

To,  
Members,

BF Investment Limited  
Mundhawa, Pune Cantonment,  
Pune- 411036  
CIN: L65993PN2009PLC134021

Our Secretarial Audit Report of even date is to be read along with this letter.

**Management's Responsibility**

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility**

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.

**Disclaimer**

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For SVD & Associates  
Company Secretaries

Sridhar G. Mudaliar  
Partner  
FCS No: 6156  
C P No: 2664

Place: Pune  
Date: 20<sup>th</sup> July, 2018

## ANNEXURE V TO THE DIRECTORS' REPORT

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

(Pursuant to Section 135 of the Companies Act, 2013 and Rule 8(1) of the Companies (CSR Policy) Rules, 2014)

1. A brief outline of the Company's Corporate Social Responsibility (CSR) policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

Corporate Social Responsibility (CSR) activities are based on the CSR Policy. The Company's main focus is on provision of educational facilities.

CSR policy is available on the website of the Company [www.bfilpune.com](http://www.bfilpune.com).

2. The Composition of the CSR Committee:

Mr. B. B. Hattarki - Chairman

Mr. A. B. Kalyani - Committee Member

Mr. M. U. Takale - Committee Member

3. Average net profit of the company for last three financial years : Rs.173,069,738/-
4. Prescribed CSR Expenditure (two percentage of the amount as in item 3 above): Rs.3,461,400/-
5. Details of CSR spent during the Financial Year:
- (a) Total amount to be spent for the financial year : Rs.3,461,400/-
- (b) Amount unspent, if any; : Rs.7,043,700/- (FY 2017-18)
- (c) Manner in which the amount spent during the Financial Year is detailed below:

(Amount in Rs.)

1	2	3	4	5	6	7	8
Sr. No.	CSR Project or activity Identified	Sector in which the Project is covered	Projects or Programme (1) Local area of other (2) Specify the State and district where project or programme was undertaken	Amount outlay (budget) Project or program wise	Amount spent on the projects or programme sub heads L (1) Direct expenditure on projects or programmes (2) overheads	Cumulative expenditure upto the 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 identified the areas and the projects for spending the amounts allocated for CSR activities for FY 2017-18. The Company has spent on CSR activities amounts due for FY 2014-15.*
7. CSR Committee has hereby confirmed that the implementation and monitoring of CSR activities, is in compliance with CSR objectives and Policy of the Company.

For and on behalf of the Board of Directors

Place : Pune  
Date : 20<sup>th</sup> July, 2018

B.B. Hattarki  
Director  
DIN:00145710

M.U. Takale  
Director  
DIN:01291287

## INDEPENDENT AUDITORS' REPORT

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To the Members of BF Investment Limited

### Report on the Standalone Financial Statements

I have audited the accompanying standalone financial statements of BF Investment Limited ("the Company") which comprise the Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting the 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.

### Auditor's Responsibility

My responsibility is to express an opinion on these standalone financial statements based on my audit.

I 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.

I conducted my audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the 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 controls relevant to the Company's preparation of the financial statements that give 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.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

### Opinion

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone 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 of the Company as at 31<sup>st</sup> March, 2018, and its profit and its cash flows for the year ended on that date.

### Emphasis of Matter

I draw attention to Note No. 2 to the standalone financial statements regarding non availability of audited standalone or as the case may be, consolidated financial statements of some of the Associates for the financial year ended 31<sup>st</sup> March, 2018. My opinion is not qualified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

1. 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 Companies Act, 2013, I give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

- 
2. As required by section 143(3) of the Act, I report that:
- a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
  - b) In my opinion, proper books of account as required by law have been kept by the Company, so far as appears from my examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In my opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to my separate Report in "Annexure B."
  - g) 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 my opinion and to the best of my information and according to the explanations given to me :
    - i. The Company does not have any pending litigations which would impact its financial position;
    - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses; and
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place : Pune  
Date : 26<sup>th</sup> May, 2018.

Hrushikesh Kulkarni  
Chartered Accountant  
Membership No. 160187

## "ANNEXURE A" TO AUDITORS' REPORT

### "ANNEXURE A" REFERRED TO IN THE INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF BF INVESTMENT LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018.

In terms of the information and explanations sought by me and given by the Company and the books and records examined by me in the normal course of audit and to the best of my knowledge and belief, I state that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to me, the fixed assets have been physically verified by the Management at reasonable intervals, during the financial year. According to the information and explanations given to me, no discrepancies were noticed on physical verification of the fixed assets.
- (c) According to the information and explanations given to me and on the basis of my examination of the records of the Company, the title deeds of immovable properties, as disclosed in Note No. 4.7 (i) to the standalone financial statements, are held in the name of the Company, except for the following :

Particulars	Gross Block as at 31 <sup>st</sup> March, 2018 ₹	Net Block as at 31 <sup>st</sup> March, 2018 ₹	Remarks
Buildings	7,664,341	4,733,634	Even though the properties vest into the Company as per Order dated 5 <sup>th</sup> February, 2010 passed by the High Court of judicature at Bombay, the Company is in the process of completing the required legal formalities, as stated in Note No. 4.27 to the standalone financial statements.

- (ii) As explained to me, the Company was not required to hold any physical inventories during the financial year covered by this report. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In my opinion and according to the information and explanations given to me, the Company has not granted any loans in contravention of section 185 of the Companies Act, 2013. The Company has complied with the provisions of section 186 of the Act, with respect to the loans and guarantees given, securities provided, or investments made.
- (v) The Company has not accepted deposits from the public within the meaning of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the rules framed, thereunder.
- (vi) Requirement to maintain cost records under sub-section (1) of section 148 of the Companies Act, 2013 does not apply to the Company.
- (vii) (a) According to the records of the Company, the Company was found to be regular in depositing undisputed statutory dues applicable to it, including income-tax, sales-tax, service tax, value added tax, cess and any other statutory dues to the appropriate authorities. As explained to me by the Management, the provisions of the Employees' State Insurance Act, 1948 and the Employees' Provident Fund and Miscellaneous Provisions Act 1952 do not apply to the Company. According to the information and explanations given to me, no undisputed amounts payable in respect of income-tax, sales-tax, service tax, value added tax and any other statutory dues were outstanding as at 31<sup>st</sup> March, 2018 for a period of more than six months from the date those became payable.
- (b) According to the records of the Company, there are no dues of income tax or sales tax or service tax or value added tax which have not been deposited on account of any dispute.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

- 
- (x) Based upon the audit procedures performed and the information and explanations given by the Management, I report that no fraud by the Company or no fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) The Company has not paid any managerial remuneration during the financial year covered by this report. Accordingly, paragraph 3 (xi) of the Order is not applicable.
- (xii) In my opinion and according to the information and explanations given to me, the Company is not a nidhi company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
- (xiii) According to the records of the Company and according to the information and explanations given to me, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 wherever applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to me and based on my examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (xv) According to the information and explanations given to me and based on my examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is a Non Deposit taking Core Investment Company, as defined in the Core Investment Companies (Reserve Bank) Directions, 2011. Since the Company is not a Systemically Important Non Deposit taking Core Investment Company, it is not required to obtain Certificate of Registration under Sec. 45-IA of the Reserve Bank of India Act, 1934.

Place : Pune  
Date : 26<sup>th</sup> May, 2018.

**Hrushikesh Kulkarni**  
Chartered Accountant  
Membership No. 160187

## "ANNEXURE B" TO AUDITORS' REPORT

"ANNEXURE B" REFERRED TO IN THE INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF BF INVESTMENT LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018.

I have audited the internal financial controls over financial reporting of BF Investment Limited ("the Company") as of 31<sup>st</sup> March, 2018 in conjunction with my audit of the standalone financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

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

### Auditor's Responsibility

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") 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, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that I 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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.

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

### Meaning of Internal Financial Controls over Financial Reporting

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

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

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

### Opinion

In my opinion, 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 31<sup>st</sup> March, 2018, 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.

Place : Pune  
Date : 26<sup>th</sup> May, 2018.

Hrushikesh Kulkarni  
Chartered Accountant  
Membership No. 160187



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# **Financial Statements**

## Balance Sheet as at 31<sup>st</sup> March, 2018

	Note No.	As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' funds</b>			
(a) Share Capital	4.1	188,338,140	188,338,140
(b) Reserves and Surplus	4.2	7,235,424,947	7,037,395,312
		<u>7,423,763,087</u>	<u>7,225,733,452</u>
<b>2. Current liabilities</b>			
(a) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	4.3	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	4.3	853,494	6,065,584
(b) Other current liabilities	4.4	4,207,020	986,558
(c) Short-term provisions	4.5	2,736,636	-
		<u>7,797,150</u>	<u>7,052,142</u>
<b>TOTAL</b>		<u><u>7,431,560,237</u></u>	<u><u>7,232,785,594</u></u>
<b>II. ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Property, Plant and Equipment	4.6	13,837,141	17,826,316
(b) Non-current investments	4.7	5,696,574,415	5,457,112,538
(c) Deferred Tax Asset (Net)	4.8	3,208,000	2,788,000
(d) Long-term loans and advances	4.9	1,378,005,700	1,164,789,390
		<u>7,091,625,256</u>	<u>6,642,516,244</u>
<b>2. Current assets</b>			
(a) Current investments	4.10	25,281,569	58,422,598
(b) Cash and Cash Equivalents	4.11	33,730,952	2,579,506
(c) Short-term loans and advances	4.12	66,140,599	352,158,636
(d) Other current assets	4.13	214,781,861	177,108,610
		<u>339,934,981</u>	<u>590,269,350</u>
<b>TOTAL</b>		<u><u>7,431,560,237</u></u>	<u><u>7,232,785,594</u></u>
Significant Accounting Policies and Notes forming an integral part of the Standalone Financial Statements	1 to 4		

As per my attached report of even date,

H. S. Kulkarni  
Chartered Accountant

On behalf of the Board of Directors,

M.U. Takale  
Director  
DIN : 01291287

B. B. Hattarki  
Director  
DIN : 00145710

J. G. Patwardhan  
Chief Executive Officer &  
Chief Financial Officer

S. R. Kshirsagar  
Company Secretary

Place : Pune  
Date : 26<sup>th</sup> May, 2018

Place : Pune  
Date : 26<sup>th</sup> May, 2018

## Statement of Profit and Loss for the Year Ended 31<sup>st</sup> March, 2018

	Note No.	Year ended 31 <sup>st</sup> March, 2018 Amount ₹	Year ended 31 <sup>st</sup> March, 2017 Amount ₹
I Revenue from operations	4.14	21,655,282	23,942,575
II Other income	4.15	356,977,100	192,451,664
III Total revenue (I+II)		378,632,382	216,394,239
IV Expenses			
(a) Employee benefits expenses	4.16	4,120,321	4,202,841
(b) Finance costs	4.17	132,000	110,000
(c) Depreciation	4.18	4,123,436	5,542,110
(d) Other expenses	4.19	29,034,095	29,725,973
Total expenses		37,409,852	39,580,924
V Profit before exceptional items and tax (III - IV)		341,222,530	176,813,315
VI Exceptional items	4.20	(138,828,260)	1,316,144
VII Profit before tax (V + VI)		202,394,270	178,129,459
VIII Tax expense:			
(a) Current tax expense		(4,779,000)	-
(b) MAT credit utilized		(2,082,000)	(6,931,000)
(c) Taxation for earlier years		(5,635)	125,154
(d) MAT Credit for earlier years recognised		2,082,000	6,931,000
(e) Deferred Tax Savings		420,000	64,000
		(4,364,635)	189,154
IX Profit for the year (VII + VIII)		198,029,635	178,318,613
X Earnings per share (of ₹ 5/- each):			
(a) Basic	4.23	5.26	4.73
(b) Diluted	4.23	5.26	4.73
Significant Accounting Policies and Notes forming an integral part of the Standalone Financial Statements	1 to 4		

As per my attached report of even date,

H. S. Kulkarni  
Chartered Accountant

Place : Pune  
Date : 26<sup>th</sup> May, 2018

On behalf of the Board of Directors,

M.U. Takale  
Director  
DIN : 01291287

J. G. Patwardhan  
Chief Executive Officer &  
Chief Financial Officer

Place : Pune  
Date : 26<sup>th</sup> May, 2018

B. B. Hattarki  
Director  
DIN : 00145710

S. R. Kshirsagar  
Company Secretary

## Cash Flow Statement for the Year Ended 31<sup>st</sup> March, 2018

	Year ended 31 <sup>st</sup> March, 2018 Amount ₹	Year ended 31 <sup>st</sup> March, 2017 Amount ₹
<b>A. Cash flow from operating activities :</b>		
Net Profit after tax and exceptional items	198,029,635	178,318,613
Adjusted for :		
Tax expense	4,364,635	(189,154)
Depreciation	4,123,436	5,542,110
Interest - Other	132,000	110,000
Profit on sale of investments	(1,903,099)	(1,452,973)
Dividend received on investments	(351,135,152)	(190,998,691)
Provision for doubtful advances	75,000,000	-
Provision for diminution in value of long term investments	63,828,260	249,999
Determined diminution in value of long term investments	-	27,192,837
Provision for diminution in value of long term investments written back	-	(28,758,980)
	<u>(205,589,920)</u>	<u>(188,304,852)</u>
Operating Profit/(Loss) before working capital changes :	(7,560,285)	(9,986,239)
Changes in :		
Long-term loans and advances	(288,216,310)	(2,930,138)
Short-term loans and advances	286,018,037	(89,155)
Other current assets	5,956,750	(5,678,079)
Trade payables	(5,212,090)	5,301,772
Other current liabilities	3,220,462	(975,163)
Short-term provisions	544,240	1,644,512
	<u>2,311,089</u>	<u>(2,726,251)</u>
Cash generation from operations :	(5,249,196)	(12,712,490)
Direct Taxes paid	(2,172,239)	(7,467,632)
Net Cash used in operating activities :	<u>(7,421,435)</u>	<u>(20,180,122)</u>
<b>B. Cash flow from investing activities :</b>		
Purchase of Investments	(303,424,400)	(561,797,700)
Sale of Investments	35,044,129	437,730,376
Investment in short term bank deposits	(44,050,000)	(46,900,000)
Net cash used in investing activities :	<u>(312,430,271)</u>	<u>(170,967,324)</u>
<b>C. Cash flow from financing activities :</b>		
Interest - Other	(132,000)	(110,000)
Dividend received on investments	351,135,152	190,998,691
Net cash from financing activities :	<u>351,003,152</u>	<u>190,888,691</u>
Net changes in cash and cash equivalents (A+B+C) :	31,151,446	(258,755)
Cash and Cash Equivalents, at the beginning :	2,579,506	2,838,261
Cash and Cash Equivalents, at the close :	33,730,952	2,579,506
Significant Accounting Policies and Notes forming an integral part of the Standalone Financial Statements 1 to 4		

As per my attached report of even date,

On behalf of the Board of Directors,

H. S. Kulkarni  
Chartered Accountant

M.U. Takale  
Director  
DIN : 01291287

B. B. Hattarki  
Director  
DIN : 00145710

J. G. Patwardhan  
Chief Executive Officer &  
Chief Financial Officer

S. R. Kshirsagar  
Company Secretary

Place : Pune  
Date : 26<sup>th</sup> May, 2018

Place : Pune  
Date : 26<sup>th</sup> May, 2018

**1. Company Overview :**

The Company is a Non Deposit taking Core Investment Company, as defined in the Core Investment Companies (Reserve Bank) Directions, 2011. Since the Company is not a Systemically Important Non Deposit taking Core Investment Company, it is not required to obtain Certificate of Registration under Sec. 45-IA of the Reserve Bank of India Act, 1934.

Operating Cycle of the Company is considered to be of 12 months.

2. Some of the Associates of the Company, are in the process of finalising their accounts for the financial year ended 31<sup>st</sup> March, 2018 and hence, they have not yet submitted their audited standalone or, as the case may be, consolidated financial statements to the Company. The Company will prepare and publish consolidated financial statements, once the audited standalone, or as the case may be, consolidated financial statements of all the Associates become available to the Company.

Diminution other than temporary, if any, in the value of investments in the Associates could not be tested pending availability of their financial statements for the financial year ended 31<sup>st</sup> March, 2018 as stated herein before.

**3. Statement of Significant Accounting Policies :**

**3.1 Basis of accounting and preparation of financial statements :**

These financial statements have been prepared under historical cost convention and comply with the Accounting Standards, specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. All income and expenses having a material bearing on the financial statements are recognized on accrual basis.

**3.2 Use of Estimates :**

The preparation of the financial statements in conformity with the GAAP requires that the Management makes estimates and assumptions, which affect the reported amounts of assets and liabilities, disclosure of contingent liabilities, as at the date of the financial statements, and the reported amounts of revenue and expenses during the year under report. Contingencies are recorded, when it is probable that a liability will be incurred and the amount can be reasonably estimated. Actual results could differ from those estimates.

**3.3 Property, Plant and Equipment and Depreciation :**

**a) Property, Plant and Equipment :**

Property, Plant and Equipment are stated at their original cost of acquisition including incidental expenses related to acquisition and installation of the concerned assets. Property, Plant and Equipment are shown net of accumulated depreciation, wherever applicable and amortization.

**b) Depreciation and Amortisation :**

- i) Depreciation on Property, Plant and Equipment other than vehicles, is calculated on straight-line basis using the rates arrived at based on the useful lives estimated by the management. Depreciation on vehicles, is calculated on written down value basis using the rates arrived at based on the useful lives estimated by the management.

Depreciation is charged on pro-rata basis for assets purchased / sold during the year.

The Management's estimate of the useful lives of various Property, Plant and Equipment which is in line with the provisions of Schedule II to the Companies Act, 2013 is given below.

Nature of the Asset	Estimated Useful Life
i) Furnitures and Fixtures	10 years
ii) Vehicles (Written Down Value Method)	8 years

### 3.4 Investments :

- a) Long Term Investments are carried at cost. Provision for diminution is made to recognize a decline other than temporary, in value of investments.
- b) Short Term Investments are carried at lower of cost and fair value.

### 3.5 Investment Property :

Investment Properties are carried at cost less depreciation and impairment, if any. Investment properties are capitalised and depreciated (where applicable) in accordance with the policy stated for Property, Plant and Equipment. Impairment of investment property is determined in accordance with the policy stated for impairment of assets.

The Management's estimate of the useful lives of investment properties is given below.

Nature of the Asset	Estimated Useful Life
i) Buildings	60 years

### 3.6 Revenue Recognition :

- a) The Company recognises income on accrual basis. However, revenue recognition is postponed in respect of specific items of income, where the ultimate collection, thereof is uncertain.
- b) Interest income is accrued over the period of the loan / investment.
- c) Dividend is accrued in the year in which it is declared whereby a right to receive is established.
- d) Profit / loss on sale of investments is recognised as per the terms of the underlying contracts.

### 3.7 Employee Benefits :

Employee benefits comprise amounts paid for the services of the Key Management Personnel on deputation. No separate provisions of retirement benefits or privilege leave benefits of such employees are recognized in the books of the Company.

### 3.8 Taxation :

- a) Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- b) Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that

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it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

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

### 3.9 Impairment :

The management has a policy to review at each balance sheet date, the carrying amounts of its assets to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risk specific to the asset. Reversal of impairment loss is recognized immediately as income in the statement of profit and loss.

### 3.10 Earnings per share :

In determining earnings per share, the Company considers the net profit after tax and includes the post tax effect of any extra-ordinary / exceptional item, if any. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

### 3.11 Provisions, Contingent Liabilities and Contingent Assets :

A provision is recognized when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are neither recognized nor disclosed.

### 3.12 Cash flow statement :

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

### 3.13 Cash and cash equivalents :

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

	As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
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**4. Other Notes :**

**4.1 SHARE CAPITAL :**

**Authorised :**

40,000,000 (40,000,000) Equity Shares of ₹ 5/-, each	200,000,000	200,000,000
<b>TOTAL :</b>	<b>200,000,000</b>	<b>200,000,000</b>

**Issued, Subscribed and Paid up :**

37,667,628 (37,667,628) Equity Shares of ₹ 5/-, each, fully paid up	188,338,140	188,338,140
<b>TOTAL :</b>	<b>188,338,140</b>	<b>188,338,140</b>

- (a) The Company has only one class of shares referred to as equity shares having a par value of ₹ 5/-. Each holder of equity shares is entitled to one vote per share.
- (b) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive surplus assets of the Company, remaining after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.
- (c) The reconciliation of the number of shares outstanding and the amount of share capital as at 31<sup>st</sup> March, 2018 and 31<sup>st</sup> March, 2017 is set out below.

	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
Balance at the beginning of the year	37,667,628	188,338,140	37,667,628	188,338,140
Add: Shares issued during the year	-	-	-	-
Balance at the close of the year	37,667,628	188,338,140	37,667,628	188,338,140

**(d) Details of shareholders holding more than 5% of the aggregate issued and subscribed shares**

Name of the shareholders	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
	No. of Shares	%	No. of Shares	%
Ajinkya Investment and Trading Company	10,292,103	27.32	10,292,103	27.32
KSL Holdings Pvt. Ltd.	5,054,091	13.42	5,054,091	13.42
Sundaram Trading and Investment Pvt. Ltd.	9,793,068	25.99	9,543,068	25.33



	As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
<b>4.2 Reserves and Surplus :</b>		
<b>Capital Reserve :</b>		
As per last account	2,367,523,376	2,367,523,376
<b>Capital Redemption Reserve :</b>		
As per last account	1,340	1,340
<b>Reserve Fund [Under Sec. 45IC(1) of the Reserve Bank of India Act, 1934] :</b>		
As per last account	944,843,339	909,179,339
Add : Set aside this financial year	39,606,000	35,664,000
	<u>984,449,339</u>	<u>944,843,339</u>
<b>General Reserve :</b>		
As per last account	870,000	870,000
<b>Surplus in the Statement of Profit and Loss :</b>		
As per last account	3,724,157,257	3,581,502,644
Add : Profit for the year transferred from the Statement of Profit and Loss	198,029,635	178,318,613
Amount available for appropriation	3,922,186,892	3,759,821,257
Less : Appropriations		
Amount transferred to Reserve Fund	39,606,000	35,664,000
	<u>3,882,580,892</u>	<u>3,724,157,257</u>
<b>TOTAL :</b>	<u><u>7,235,424,947</u></u>	<u><u>7,037,395,312</u></u>
<b>4.3 Trade Payables :</b>		
Dues to Micro and Small Enterprises	-	-
Others	853,494	6,065,584
<b>TOTAL :</b>	<u><u>853,494</u></u>	<u><u>6,065,584</u></u>
<b>4.4 Other Current Liabilities :</b>		
Statutory liabilities	429,589	2,379
Directors' commission payable	2,500,000	-
Other accrued expenses	1,277,431	984,179
<b>TOTAL :</b>	<u><u>4,207,020</u></u>	<u><u>986,558</u></u>
<b>4.5 Short Term Provisions :</b>		
Provision for Taxation, net of advance tax paid	2,736,636	-
<b>TOTAL :</b>	<u><u>2,736,636</u></u>	<u><u>-</u></u>

#### 4.6 Property, Plant and Equipment

	Vehicles ₹	Furniture and Fittings ₹	Total ₹
<b>GROSS BLOCK, AT COST :</b>			
As at 31 <sup>st</sup> March, 2016.	26,563,843	10,912,500	37,476,343
Additions	-	-	-
Adjustment	-	-	-
Disposals	-	-	-
<b>As at 31<sup>st</sup> March, 2017.</b>	<b>26,563,843</b>	<b>10,912,500</b>	<b>37,476,343</b>
Additions	-	-	-
Adjustment	-	-	-
Disposals	-	-	-
<b>As at 31<sup>st</sup> March, 2018.</b>	<b>26,563,843</b>	<b>10,912,500</b>	<b>37,476,343</b>
<b>DEPRECIATION AND AMORTIZATION :</b>			
As at 31 <sup>st</sup> March, 2016.	13,091,881	1,150,297	14,242,178
For the year	4,371,161	1,036,688	5,407,849
In respect of disposals	-	-	-
<b>As at 31<sup>st</sup> March, 2017.</b>	<b>17,463,042</b>	<b>2,186,985</b>	<b>19,650,027</b>
For the year	2,952,487	1,036,688	3,989,175
In respect of disposals	-	-	-
<b>As at 31<sup>st</sup> March, 2018.</b>	<b>20,415,529</b>	<b>3,223,673</b>	<b>23,639,202</b>
<b>NET BLOCK :</b>			
As at 31 <sup>st</sup> March, 2017.	9,100,801	8,725,515	17,826,316
<b>As at 31<sup>st</sup> March, 2018.</b>	<b>6,148,314</b>	<b>7,688,827</b>	<b>13,837,141</b>

#### 4.7 Non Current Investments, at Cost :

Other than trade :

(i) Investment Property :  
(At cost, less accumulated depreciation)

	Freehold Land ₹	Buildings ₹	Total ₹
<b>GROSS BLOCK, AT COST :</b>			
As at 31 <sup>st</sup> March, 2016.	125,847,833	7,664,341	133,512,174
Additions	-	-	-
Adjustments	-	-	-
<b>As at 31<sup>st</sup> March, 2017.</b>	<b>125,847,833</b>	<b>7,664,341</b>	<b>133,512,174</b>
Additions	-	-	-
Adjustments	-	-	-
<b>As at 31<sup>st</sup> March, 2018.</b>	<b>125,847,833</b>	<b>7,664,341</b>	<b>133,512,174</b>
<b>DEPRECIATION AND AMORTIZATION :</b>			
As at 31 <sup>st</sup> March, 2016.	-	2,662,185	2,662,185
For the year	-	134,261	134,261
Adjustments	-	-	-
<b>As at 31<sup>st</sup> March, 2017.</b>	<b>-</b>	<b>2,796,446</b>	<b>2,796,446</b>
For the year	-	134,261	134,261
Adjustments	-	-	-
<b>As at 31<sup>st</sup> March, 2018.</b>	<b>-</b>	<b>2,930,707</b>	<b>2,930,707</b>
<b>NET BLOCK :</b>			
As at 31 <sup>st</sup> March, 2017.	125,847,833	4,867,895	130,715,728
<b>As at 31<sup>st</sup> March, 2018.</b>	<b>125,847,833</b>	<b>4,733,634</b>	<b>130,581,467</b>

			As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
<b>4.7 NON-CURRENT INVESTMENTS, AT COST : (Contd.)</b>				
Other than trade :				
		Net Brought Over	130,581,467	130,715,728
<b>(ii) Equity Instruments, Quoted :</b>				
Investments in Associates :				
17,052,421	(17,052,421)	Equity Shares of ₹ 5/- each, fully paid in Kalyani Steels Ltd.	309,573,731	309,573,731
Investments in Joint Ventures :				
5,367,806	(5,367,806)	Equity Shares of ₹ 10/- each fully paid in Automotive Axles Ltd.	260,686,926	260,686,926
Investments in Other Companies :				
15,614,676	(7,807,338)	Equity Shares of ₹ 2/- each fully paid in Bharat Forge Ltd. (Includes 7,807,338 bonus shares allotted during the year)	1,766,005,873	1,766,005,873
1,187,903	(1,187,903)	Equity Shares of ₹ 5/- each fully paid in BF Utilities Ltd.	643,064,202	643,064,202
2,182,250	(2,182,250)	Equity Shares of ₹ 2/- each fully paid in Hikal Ltd.	15,868,800	15,868,800
569,600	(569,600)	Equity Shares of ₹ 10/- each fully paid in Kalyani Forge Ltd.	11,268,279	11,268,279
		Subtotal (ii) :	<u>3,006,467,811</u>	<u>3,006,467,811</u>
<b>(iii) Equity Instruments, Unquoted :</b>				
Investments in Associates :				
32,999,000	(32,999,000)	Equity Shares of ₹ 10/- each fully paid in KSL Holdings Pvt. Ltd.	329,990,000	329,990,000
16,183,636	(16,183,636)	Equity Shares of ₹ 10/- each fully paid in Epicenter Technologies Pvt. Ltd.	183,236,491	183,236,491
		Less : Provision for diminution in value	<u>(174,011,818)</u>	<u>(110,183,558)</u>
			9,224,673	73,052,933
-	(579,000)	Equity Shares of ₹ 10/- each fully paid in Kalyani Agro Corporation Ltd.	-	2
3,195,398	(3,195,398)	Equity Shares of ₹ 10/- each fully paid in Triumphant Special Alloys Pvt. Ltd. (previously known as Carpenter Kalyani Special Alloys Pvt. Ltd.)	4,761,143	31,953,980
		Less : Determined diminution written off	-	<u>(27,192,837)</u>
			<u>4,761,143</u>	<u>4,761,143</u>
2,940,000	(2,940,000)	Equity Shares of ₹ 10/- each fully paid in Kalyani Financial Services Ltd.	47,883,609	47,883,609
25,000	(25,000)	Equity Shares of ₹ 10/- each fully paid in Nandi Engineering Ltd.	250,000	250,000
		Less : Provision for diminution in value	<u>(249,999)</u>	<u>(249,999)</u>
			1	1
1,131,793	(1,131,793)	Equity Shares of ₹ 10/- each fully paid in Synise Technologies Ltd.	55,852,620	55,852,620
		Less : Provision for diminution in value	<u>(55,852,619)</u>	<u>(55,852,619)</u>
			1	1
Investments in Joint Ventures :				
1,190,694	(1,190,694)	Equity Shares of ₹ 10/- each fully paid in Meritor HVS India Ltd.	11,906,930	11,906,930
			<u>11,906,930</u>	<u>11,906,930</u>
Investments in Other Companies :				
500	(500)	Equity Shares of ₹ 10/- each fully paid in Saarloha Advanced Materials Pvt. Ltd. (previously known as Kalyani Carpenter Special Steels Pvt. Ltd.)	11,800	11,800
71,362,260	(71,362,260)	Equity Shares of ₹ 10/- each fully paid in Khed Economic Infrastructure Pvt. Ltd.	713,622,600	713,622,600
2,399,998	(2,399,998)	Equity Shares of ₹ 10/- each fully paid in Kalyani Maxion Wheels Ltd.	23,999,980	23,999,980
			<u>737,634,380</u>	<u>737,634,380</u>
		Subtotal (iii) :	<u>1,141,400,737</u>	<u>1,205,228,999</u>
<b>(iv) Preference Shares, Unquoted :</b>				
Investments in Associates :				
3,000,000	(3,000,000)	6 % Non-cumulative Redeemable Preference Shares of ₹ 10/- each, fully paid in Kalyani Financial Services Ltd.	30,000,000	30,000,000
40,000,000	(40,000,000)	9% Cumulative Redeemable Non Convertible Preference Shares of ₹ 10/- each, fully paid in KSL Holdings Pvt. Ltd.	400,000,000	400,000,000
21,042,440	(-)	7% Cumulative Optionally Convertible Non-Participating Preference Shares of ₹ 10/- each, fully paid in Kalyani Technoforge Limited.	210,424,400	-
9,300,000	(-)	8% Cumulative Redeemable Preference Shares of ₹ 10/- each, fully paid in Baramati Speciality Steels Ltd.	93,000,000	-
		Subtotal (iv) :	<u>733,424,400</u>	<u>430,000,000</u>
<b>(v) Debentures, Unquoted :</b>				
Investments in Associates :				
6,847,000	(6,847,000)	0% Fully Convertible Debentures of ₹ 100/- each fully paid of Kalyani Financial Services Ltd.	684,700,000	684,700,000
		Subtotal (v) :	<u>684,700,000</u>	<u>684,700,000</u>
		TOTAL :	<u>5,696,574,415</u>	<u>5,457,112,538</u>

#### 4.7 NON-CURRENT INVESTMENTS, AT COST : (Contd.)

	As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
Book Value of Investments in Quoted Securities :	3,006,467,811	3,006,467,811
Book Value of Other Investments :	2,690,106,604	2,450,644,727
Market Value of Quoted Investments in securities :	24,840,274,031	19,294,526,539
Aggregate provision for diminution in value of investments :	230,114,436	166,286,176

#### 4.8 Deferred Tax Asset :

##### Deferred Tax Asset

Timing difference in respect of disallowances	209,000	-
Timing difference in respect of depreciation	2,999,000	2,788,000
	<u>3,208,000</u>	<u>2,788,000</u>
Less :		
Deferred Tax Liability	-	-
<b>TOTAL :</b>	<u><u>3,208,000</u></u>	<u><u>2,788,000</u></u>

#### 4.9 Long Term Loans and Advances : (Unsecured, Good)

Intercorporate loans <small>(Refer Note No. 4.32)</small>	1,371,520,067	1,160,520,067
Security deposits	3,563,375	1,339,185
Income Tax paid in advance net of provisions	2,922,258	2,930,138
<b>TOTAL :</b>	<u><u>1,378,005,700</u></u>	<u><u>1,164,789,390</u></u>

#### 4.10 Current Investments, at lower of Cost and Fair Value :

##### Other than trade :

##### (i) In Units of Mutual Funds, Unquoted :

-	(5,509)	Units of ₹ 1,000/- each of Baroda Pioneer Treasury Advantage Fund - Plan A Growth	-	10,000,000
-	(32,653)	Units of ₹ 100/- each of Birla Sunlife Savings Fund - Growth - Regular Plan	-	10,000,000
-	(621,690)	Units of ₹ 10/- each of ICICI Prudential Ultra Short Term - Growth	-	10,000,000
666,463	(666,463)	Units of ₹ 10/- each of Reliance Banking & PSU Debt Fund - Growth Plan	7,500,000	7,500,000
870,197	(870,197)	Units of ₹ 10/- each of Franklin India Ultra Short Bond Fund - Super Institutional Plan - Growth	17,781,569	17,781,569
-	(1,525)	Units of ₹ 1,000 /- each of UTI Treasury Advantage Fund Institutional Plan - Growth	-	3,141,029
		<b>TOTAL :</b>	<u><u>25,281,569</u></u>	<u><u>58,422,598</u></u>
		Book Value of Unquoted Investments :	25,281,569	58,422,598
		Aggregate provision for diminution in value of investments :	-	-

	As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
<b>4.11 Cash and Cash Equivalents :</b>		
Balances with banks		
In current accounts	2,226,141	2,565,833
In term deposit accounts <sup>(a)</sup>	31,500,000	-
Cash on hand	4,811	13,673
<b>TOTAL :</b>	<u>33,730,952</u>	<u>2,579,506</u>
(a) With original maturity period of less than 3 months		
<b>4.12 Short Term Loans and Advances : (Unsecured)</b>		
Intercorporate loans		
Good	66,003,780	352,003,780
Doubtful	91,126,220	16,126,220
Less : Provision	<u>(91,126,220)</u>	<u>(16,126,220)</u>
	-	-
Other loans and advances		
Good	136,819	154,856
Doubtful	1,453,967	1,453,967
Less : Provision	<u>(1,453,967)</u>	<u>(1,453,967)</u>
	-	-
<b>TOTAL :</b>	<u>66,140,599</u>	<u>352,158,636</u>
<b>4.13 Other Current Assets : (Unsecured, Good)</b>		
Interest receivable	12,831,861	19,208,610
Term Deposits with Banks with original maturity of more than 3 months but less than 12 months	<u>201,950,000</u>	<u>157,900,000</u>
<b>TOTAL :</b>	<u>214,781,861</u>	<u>177,108,610</u>

	Year ended 31 <sup>st</sup> March, 2018 ₹	Year ended 31 <sup>st</sup> March, 2017 ₹
<b>4.14 Revenue from Operations :</b>		
Interest received on loans	4,020,000	13,287,059
Interest received on bank deposits	17,635,282	10,655,516
<b>TOTAL :</b>	<u><u>21,655,282</u></u>	<u><u>23,942,575</u></u>
<b>4.15 Other Income :</b>		
Dividend received on long term investments	351,135,152	190,998,691
Profit on sale of short term investments (Net)	1,903,099	1,452,973
Recovery of bad debts	3,938,849	-
<b>TOTAL :</b>	<u><u>356,977,100</u></u>	<u><u>192,451,664</u></u>
<b>4.16 Employee Benefit Expenses :</b>		
Salaries and Wages <small>(Refer Note No. 3.7)</small>	4,120,321	4,202,841
<b>TOTAL :</b>	<u><u>4,120,321</u></u>	<u><u>4,202,841</u></u>
<b>4.17 Finance Costs :</b>		
Interest costs	132,000	110,000
<b>TOTAL :</b>	<u><u>132,000</u></u>	<u><u>110,000</u></u>
<b>4.18 Depreciation and Amortization :</b>		
Property, plant and equipment	3,989,175	5,407,849
Investment property	134,261	134,261
<b>TOTAL :</b>	<u><u>4,123,436</u></u>	<u><u>5,542,110</u></u>
<b>4.19 Other Expenses :</b>		
Rates and taxes	4,425,088	1,331,255
Professional fees	12,631,484	23,683,307
Brand fees	500,000	570,000
Rent	5,458,384	478,800
Repairs and Maintenance - Vehicles	361,129	460,768
Audit fees <small>(Refer Note No. 4.22)</small>	391,454	452,928
Directors fees and travelling expenses	238,406	162,136
Commission to directors	2,500,000	-
Sundry expenses	2,528,150	2,586,779
<b>TOTAL :</b>	<u><u>29,034,095</u></u>	<u><u>29,725,973</u></u>

	As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
<b>4.20 Exceptional items :</b>		
Provision for doubtful advances	75,000,000	-
Provision for diminution in value of long term investments	63,828,260	249,999
Determined diminution in value of long term investments written off	-	27,192,837
Provision for diminution in value of long term investments written back	-	(28,758,980)
<b>TOTAL :</b>	<u><u>138,828,260</u></u>	<u><u>(1,316,144)</u></u>
<b>4.21 Contingent Liabilities not provided for :</b>		
i) Conveyance deed of the ownership premises of the Company at Antariksha Bhawan, New Delhi has not been executed as yet. Liability, if any on that account has not been ascertained.	Unascertainable	Unascertainable
<b>4.22 Payment to Auditor :</b> (Previous year inclusive of Service Tax)		
As auditor	275,000	316,250
For tax audit	35,000	40,250
For certification	75,000	86,250
For reimbursement of expenses	6,454	10,178
<b>TOTAL :</b>	<u><u>391,454</u></u>	<u><u>452,928</u></u>
<b>4.23 Earning per Share (Face Value of ₹ 5 each) :</b>		
Profit for the year after taxation	198,029,635	178,318,613
Weighted Average Number of Equity Shares, outstanding during the period	37,667,628	37,667,628
Basic Earning per Share in rupees	5.26	4.73
Diluted Earning per Share in rupees	5.26	4.73
<b>4.24 Segment Reporting :</b>		
The Company is a Non Deposit taking Core Investment Company, as defined in the Core Investment Companies (Reserve Bank) Directions, 2011 and all activities of the Company revolve around this business. Hence no separate segment is considered reportable.		

#### 4.25 Related Party Disclosures :

a) Related Parties and their relationships, where there are related party transactions or balances :

i) Associates	Epicenter Technologies Private Limited Kalyani Financial Services Limited
ii) Joint Ventures	Automotive Axles Limited Meritor HVS India Limited Kalyani Steels Limited
iii) Key Management Personnel	Mr. Jeevanprasad Patwardhan, the Chief Executive Officer and Chief Financial Officer Mr. Satish Kshirsagar, the Company Secretary
iv) Directors other than Executive Directors	Mr. A. B. Kalyani Mr. B. B. Hattarki Mr. M. U. Takale Ms. A. A. Sathe

b) Transactions with Related Parties :

Nature of transaction	Year ended 31 <sup>st</sup> March, 2018 ₹	Year ended 31 <sup>st</sup> March, 2017 ₹
<b>Interest Received from Associates</b>		
Epicentre Technologies Pvt Ltd.	2,770,000	2,770,000
Kalyani Financial Services Limited	1,000,000	1,000,000
<b>TOTAL :</b>	<b>3,770,000</b>	<b>3,770,000</b>
<b>Dividend Received from Associates</b>		
Kalyani Steels Limited	85,262,105	-
<b>TOTAL :</b>	<b>85,262,105</b>	<b>-</b>
<b>Dividend Received from Joint Ventures</b>		
Automotive Axles Limited	42,942,448	29,522,933
Meritor HVS India Limited	143,240,488	103,709,447
<b>TOTAL :</b>	<b>186,182,936</b>	<b>133,232,380</b>
<b>Remuneration to Key Management Personnel @</b>		
Mr. Jeevanprasad Patwardhan	3,276,244	3,304,421
Mr. Satish Kshirsagar	844,077	898,420
@ Represents amounts paid to employer in respect of Key Management Personnel on deputation. (Inclusive of applicable taxes and levies)		
<b>TOTAL :</b>	<b>4,120,321</b>	<b>4,202,841</b>
<b>Directors' sitting fees</b>		
Mr. A. B. Kalyani	20,000	35,000
Mr. B. B. Hattarki	40,000	40,000
Mr. M. U. Takale	40,000	35,000
Ms. A. A. Sathe	30,000	30,000
<b>TOTAL :</b>	<b>130,000</b>	<b>140,000</b>
<b>Directors' commission</b>		
Mr. A. B. Kalyani	1,450,000	-
Mr. B. B. Hattarki	350,000	-
Mr. M. U. Takale	350,000	-
Ms. A. A. Sathe	350,000	-
<b>TOTAL :</b>	<b>2,500,000</b>	<b>-</b>



c) Balances with Related Parties :

Nature of transaction	Year ended	Year ended
	31 <sup>st</sup> March, 2018	31 <sup>st</sup> March, 2017
	₹	₹
<b>Unsecured Loan given to Associates</b>		
Epicentre Technologies Pvt Ltd.	27,700,000	27,700,000
Kalyani Financial Services Limited	10,000,000	10,000,000
<b>TOTAL :</b>	<b>37,700,000</b>	<b>37,700,000</b>
<b>Interest on Loan receivable from Associates</b>		
Epicentre Technologies Pvt Ltd.	614,713	614,713
Kalyani Financial Services Limited	3,726,739	2,826,739
<b>TOTAL :</b>	<b>4,341,452</b>	<b>3,441,452</b>
<b>Directors' commission payable</b>		
Mr. A. B. Kalyani	1,450,000	-
Mr. B. B. Hattarki	350,000	-
Mr. M. U. Takale	350,000	-
Ms. A. A. Sathe	350,000	-
<b>TOTAL :</b>	<b>2,500,000</b>	<b>-</b>

4.26 Disclosure of Joint Ventures :

Name of the Joint Venture	Organizational Structure	Country of Incorporation	Proportion of Ownership Interest	
			Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Meritor HVS (India) Ltd.	Company	India	48.99%	48.99%
Automotive Axles Ltd.	Company	India	35.52%	35.52%

The details of the aggregate amounts of the assets, liabilities, income and expenses of Joint Ventures, related to the Company's interest therein, based on the latest available annual accounts of the Joint Ventures are as under.

(a) Meritor HVS (India) Ltd.	Financial Year of JV ended 31 <sup>st</sup> March, 2018		Financial Year of JV ended 31 <sup>st</sup> March, 2017	
	Total ₹	Share of the Company ₹	Total ₹	Share of the Company ₹
Assets	4,620,150,000	2,263,411,485	3,334,350,000	1,633,498,065
Liabilities	3,306,760,000	1,619,981,724	2,186,040,000	1,070,940,996
Income	14,377,890,000	7,043,728,311	12,242,810,000	5,997,752,619
Expenses	13,860,970,000	6,790,489,203	11,811,620,000	5,786,512,638

(b) Automotive Axles Ltd.	Financial Year of JV ended 31 <sup>st</sup> March, 2018		Financial Year of JV ended 31 <sup>st</sup> March, 2017	
	Total ₹	Share of the Company ₹	Total ₹	Share of the Company ₹
Assets	7,342,040,000	2,607,892,608	5,636,262,543	2,002,000,455
Liabilities	2,910,270,000	1,033,727,904	1,878,480,000	667,236,096
Income	15,238,050,000	5,412,555,360	11,488,170,000	4,080,597,984
Expenses	14,418,540,000	5,121,465,408	11,002,380,000	3,908,045,376

4.27 Legal title to some of the assets vested and transferred to the Company in pursuance of the Composite Scheme of Arrangement approved by the Honourable High Court of judicature at Bombay, as per Order dated 5<sup>th</sup> February, 2010 referred to herein before, could not be transferred in the name of the Company as at 31<sup>st</sup> March, 2018. The Company is in the process of completing the required legal formalities.

4.28 3,000,000 6% Non-cumulative Redeemable Preference Shares of ₹10/- each, fully paid in Kalyani Financial Services Limited are redeemable on or before 11<sup>th</sup> March, 2019.

4.29 40,000,000 9% Cumulative Redeemable Non Convertible Preference Shares of ₹ 10/- each, fully paid in KSL Holdings Pvt. Ltd. are redeemable at par on or before 25<sup>th</sup> October, 2036.

4.30 21,042,440 7% Cumulative Optionally Convertible Non-Participating Preference Shares of ₹ 10/- each, fully paid in Kalyani Technoforge Limited are redeemable at par on or before 18<sup>th</sup> January, 2023.

4.31 9,300,000 8% Cumulative Redeemable Preference Shares of ₹ 10/- each of Baramati Speciality Steels Ltd. are redeemable at par on or before 27<sup>th</sup> March, 2038.

4.32 Of the 6,847,000 0% Fully Convertible Debentures (FCDs) of ₹ 100/- each, fully paid of Kalyani Financial Services Limited, 1,577,000 FCDs are compulsorily convertible into Equity Shares of ₹ 10/- each, fully paid up at a premium of ₹ 20/- per share on or before 31<sup>st</sup> March, 2021. 5,270,000 FCDs are compulsorily convertible into such number of fully paid up Equity Shares of ₹ 10/- each, at such a price as shall be fixed by the said Company on or before 27<sup>th</sup> September, 2022.

#### 4.33 Long term loans given :

The Company has given letter of subordination to Nandi Economic Corridor Enterprises Ltd. (NECE) and Airro (Mauritius) Holdings V, whereby the Company has agreed to subordinate the loan of ₹ 1,160,520,067 (Previous Year : ₹ 1,160,520,067) granted by it to NECE, until the entire stakeholding of Airro (Mauritius) Holdings V in NECE Ltd. is completely sold off or all the amounts payable by NECE Ltd. to Airro (Mauritius) Holdings V in terms of the Shareholders Agreement dated 24<sup>th</sup> December, 2010, between Airro (Mauritius) Holdings V and NECE Ltd. are fully paid off.

#### 4.34 Corporate Social Responsibility :

The Company has formed Corporate Social Responsibility (CSR) Committee and has also adopted a CSR Policy in accordance with the provisions of section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company recognizes CSR spends as and when incurred. Relevant details for the financial year covered by these statements are as under.

	Year ended 31 <sup>st</sup> March, 2018 ₹	Year ended 31 <sup>st</sup> March, 2017 ₹
Gross Amount required to be spent by the Company during the year	3,461,400	1,567,300
Amount spent during the year	-	-
Cumulative shortfall	7,043,700	3,582,300

#### 4.35 Events occurring after balance sheet date :

The Company has entered into Share Purchase Agreement on 27<sup>th</sup> April, 2018, where in it has agreed to sell its entire investment of 16,183,636 equity shares of ₹ 10/- each, fully paid up, in Epicenter Technologies Private Limited (Epicenter) at a price of ₹ 0.57 per share, resulting in a loss of ₹ 63,828,260/-. The said loss representing diminution other than temporary, in the value of long term investments, has been fully provided for in these financial statements.

The Share Purchase Agreement is subject to fulfillment of certain terms and conditions by Epicenter, including interalia, repayment in full of 1) the unsecured loan advanced by the Company to Epicenter and 2) accrued interest thereon.

4.36 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

As per my attached report of even date,

H. S. Kulkarni  
Chartered Accountant

Place : Pune  
Date : 26<sup>th</sup> May, 2018

On behalf of the Board of Directors,

M.U. Takale  
Director  
DIN : 01291287

J. G. Patwardhan  
Chief Executive Officer &  
Chief Financial Officer

Place : Pune  
Date : 26<sup>th</sup> May, 2018

B. B. Hattarki  
Director  
DIN : 00145710

S. R. Kshirsagar  
Company Secretary

# CONSOLIDATED FINANCIAL STATEMENTS

## Independent Auditor's Report

To the Members of BF Investment Limited

### Report on the Consolidated Financial Statements

I have audited the accompanying Consolidated Financial Statements of BF Investment Limited (hereinafter referred to as "the Holding Company") and its associates and jointly controlled entities (collectively referred to as "the Company" or "the Group"), which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2018, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and the consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Boards of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Board of Directors of the Holding Company, as aforesaid.

### Auditor's Responsibility

My responsibility is to express an opinion on these consolidated financial statements based on my audit. I 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.

I conducted my audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

I believe that the audit evidence obtained by me is sufficient and appropriate to provide a basis for my audit opinion on the consolidated financial statements.

### Opinion

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid consolidated financial statements give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India; of the consolidated state of affairs of the Group as at 31<sup>st</sup> March, 2018 and their consolidated profit and their consolidated cash flows for the year ended on that date.

### Other matters

- a) The accompanying consolidated financial statements include total assets of ₹ 4,871,766,108/- and total revenues of ₹ 12,457,859,988/- and net cash inflows of ₹ 115,724,484/- for the year ended 31<sup>st</sup> March, 2018, as considered in the consolidated financial statements, in respect of two jointly controlled entities, whose financial statements have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to me by the management. The consolidated financial results also include the Holding Company's share of net profit of ₹ 631,140,621/- for the year ended 31<sup>st</sup> March, 2018, as considered in the consolidated financial results, in respect of five associates, whose financial statements have been audited by other auditors and whose reports have been furnished to me by the management. My opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these associates

and jointly controlled entities, and my report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid associates and jointly controlled entities, is based solely on the reports of such other auditors. My opinion is not qualified in respect of this matter.

- b) The auditors of KSL Holdings Private Limited, an associate, have drawn attention to the matter that in the subsidiary company, in the absence of balance confirmations, the balances in respect of sundry debtors, sundry creditors, and third parties are as per books of accounts only. Adjustment having an impact of revenue nature, if any, will be made in the year in which the same are confirmed and reconciled.
- c) The auditors of Kalyani Financial Services Limited, an associate, have given qualified opinion in respect of the following matter :

In view of the fact as being given in Para 5 of Registration paragraph of "Non-Banking Financial Company-Non-Systemically Important-Non Deposit taking Company (Reserve Bank) Directions, 2016", dated 1<sup>st</sup>September, 2016 and updated on 23<sup>rd</sup> February, 2018. The Company does not achieve the condition of net owned funds of ₹ 200 lacs and thus the Company is not eligible to carry on business as NBFC till the date of report.

My opinion on the consolidated financial statements and my report on other legal and regulatory requirements below, is not modified in respect of the above matters.

#### Report on Other Legal and Regulatory Requirements

As required by section 143(3) of the Act, I report to the extent applicable that:

- a) I/ the other auditors whose reports I have relied upon, have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit of the aforesaid consolidated financial statements;
- b) In my opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from my examination of those books and reports of the other auditors;
- c) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) in my opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) on the basis of the written representations received from the directors of the Holding Company as on 31<sup>st</sup> March 2018, taken on record by the Boards of Directors of the Holding Company and the reports of the auditors who are appointed under section 139 of the Act of its associates and jointly controlled entities, none of the directors of the Company, its associates and jointly controlled entities incorporated in India, is disqualified as on 31<sup>st</sup>March 2018, from being appointed as a director of that company in terms of section 164(2) of the Act;
- f) With respect to the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Holding company, its associates and jointly controlled entities, refer to my separate report in "Annexure A," and
- g) 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 my opinion and to the best of my information and according to the explanations given to me:
- i. The consolidated financial statements disclose the impact of pending litigations on consolidated financial position of the Holding company, its associates and jointly controlled entities - Refer Note no. 3.31 to the consolidated financial statements;
  - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its associates and jointly controlled entities.

Place : Pune  
Date : 15<sup>th</sup> June, 2018.

Hrushikesh Kulkarni  
Chartered Accountant  
Membership No. 160187

## ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

### ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF BF INVESTMENT LIMITED

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

In conjunction with my audit of the consolidated financial statements of the Group as of and for the year ended 31<sup>st</sup> March, 2018, I have audited the internal financial controls over financial reporting of BF Investment Limited (hereinafter referred to as "the Holding Company") and its associates and jointly controlled entities, which are companies incorporated in India, as of that date.

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

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

#### Auditor's Responsibility

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by the 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 I 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.

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

I believe that the audit evidence I have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for my audit opinion on the 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

- a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) 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
- c) 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.

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## Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

### Opinion

In my opinion, the Holding Company and its associates and jointly controlled entities, which are companies incorporated in India, have, maintained in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2018, *except in case of one associate as mentioned below*, 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.

### *In case of Synise Technologies Limited*

*Basis for Disclaimer of Opinion by auditors of Synise Technologies Limited is as follows :*

*"In our opinion, to the best of our information and according to the explanation given to us, sufficient appropriate evidence for the system of internal financial controls over financial reporting of the Company and its subsidiary company was not made available to us to enable us to determine if the Company has established adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at 31<sup>st</sup> March, 2018.*

*We have considered the disclaimer reported above in determining nature, timing and extent of the audit tests applied in our audit of financial statements of the Company and its subsidiaries and the disclaimer does not affect our opinion on the financial statements of the Company."*

### Other Matters

My aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Holding Company, in so far as it relates to seven associate companies and two jointly controlled entities, which are companies incorporated in India, is based on corresponding reports of the auditors of such companies incorporated in India.

Place : Pune  
Date : 15<sup>th</sup> June, 2018.

Hrushikesh Kulkarni  
Chartered Accountant  
Membership No. 160187

## Consolidated Balance Sheet as at 31<sup>st</sup> March, 2018

	Note No.	As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' funds</b>			
(a) Share Capital	3.1	188,338,140	188,338,140
(b) Reserves and Surplus	3.2	<u>12,329,331,014</u>	<u>11,250,780,129</u>
		12,517,669,154	11,439,118,269
<b>2. Non-current liabilities</b>			
(a) Deferred Tax Liabilities (Net)	3.3	-	3,949,824
(b) Other long-term liabilities	3.4	3,214,552	2,626,936
(c) Long-term provisions	3.5	<u>26,073,956</u>	<u>21,235,208</u>
		29,288,508	27,811,968
<b>3. Current liabilities</b>			
(a) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	3.6	11,178,144	10,545,888
Total outstanding dues of creditors other than micro enterprises and small enterprises	3.6	2,481,074,750	1,632,120,072
(b) Other current liabilities	3.7	88,687,480	38,944,338
(c) Short-term provisions	3.8	<u>51,608,572</u>	<u>36,022,020</u>
		2,632,548,946	1,717,632,318
<b>TOTAL</b>		<u><u>15,179,506,608</u></u>	<u><u>13,184,562,555</u></u>
<b>II. ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Property, Plant and Equipment	3.9	487,737,017	594,533,928
(b) Intangible assets	3.10	4,733,612	4,278,876
(c) Share in Capital work in progress of Joint Ventures		59,343,264	25,776,864
(d) Non-current investments	3.11	8,572,754,678	7,773,061,999
(e) Deferred Tax Asset (Net)	3.12	32,942,176	11,069,000
(f) Long-term loans and advances	3.13	<u>1,424,564,376</u>	<u>1,190,796,194</u>
		10,582,075,123	9,599,516,861
<b>2. Current assets</b>			
(a) Current investments	3.14	25,281,569	58,422,598
(b) Inventories	3.15	780,193,488	524,989,152
(c) Trade receivables	3.16	2,855,862,752	2,013,324,192
(d) Cash and Bank Balances	3.17	485,001,536	339,266,214
(e) Short-term loans and advances	3.18	230,585,319	466,912,380
(f) Other current assets	3.19	<u>220,506,821</u>	<u>182,131,158</u>
		4,597,431,485	3,585,045,694
<b>TOTAL</b>		<u><u>15,179,506,608</u></u>	<u><u>13,184,562,555</u></u>
Significant Accounting Policies and Notes forming an integral part of the Consolidated Financial Statements	1 to 3		

As per my attached report of even date,

**H. S. Kulkarni**  
Chartered Accountant

Place : Pune  
Date : 15<sup>th</sup> June, 2018

On behalf of the Board of Directors,

**M.U. Takale**  
Director  
DIN : 01291287

**J. G. Patwardhan**  
Chief Executive Officer &  
Chief Financial Officer

Place : Pune  
Date : 15<sup>th</sup> June, 2018

**B. B. Hattarki**  
Director  
DIN : 00145710

**S. R. Kshirsagar**  
Company Secretary



## Consolidated Statement of Profit and Loss for the Year Ended 31<sup>st</sup> March, 2018

	Note No.	Year ended 31 <sup>st</sup> March, 2018 Amount ₹	Year ended 31 <sup>st</sup> March, 2017 Amount ₹
I Revenue from operations (gross)		12,571,483,466	10,681,688,167
Less : Excise duty		(131,952,652)	(510,265,880)
Revenue from operations (net)	3.20	<u>12,439,530,814</u>	<u>10,171,422,287</u>
II Other income	3.21	125,514,071	78,292,056
III Total revenue (I+II)		<u>12,565,044,885</u>	<u>10,249,714,343</u>
IV Expenses			
(a) Purchases of Stock-in-Trade	3.22	6,152,792,800	5,127,766,700
(b) Cost of materials consumed	3.23	4,096,313,652	3,164,342,304
(c) Changes in inventories of finished goods and work in progress	3.24	(148,383,048)	48,822,924
(d) Employee benefits expenses	3.25	413,052,329	341,390,957
(e) Finance costs	3.26	451,100	3,983,492
(f) Depreciation	3.27	164,299,808	151,148,786
(f) Other expenses	3.28	982,747,405	782,591,117
Total expenses		<u>11,661,274,046</u>	<u>9,620,046,280</u>
V Profit before exceptional items and tax (III - IV)		903,770,839	629,668,063
VI Exceptional items	3.29	(124,475,976)	1,566,143
VII Profit before tax (V + VI)		779,294,863	631,234,206
VIII Tax expense:			
(a) Current tax expense		(4,779,000)	-
(b) Share in current tax expense pertaining to profit for the year of Joint Ventures		(315,018,040)	(224,756,160)
(c) MAT credit utilized		(2,082,000)	(6,931,000)
(d) Tax saving/ (expense) for earlier years		(5,635)	125,154
(e) Share in tax expense for earlier years of Joint Ventures		-	(110,112)
(f) MAT Credit for earlier years recognised		2,082,000	6,931,000
(g) Deferred tax savings		420,000	64,000
(h) Share in deferred tax saving of Joint Ventures		25,403,000	22,613,160
		<u>(293,979,675)</u>	<u>(202,063,958)</u>
IX Profit for the year (VII + VIII)		485,315,188	429,170,248
X Share of Profits / (Losses) of Associates (Net)		631,140,621	923,945,512
XI Total profit for the year (IX + X)		<u>1,116,455,809</u>	<u>1,353,115,760</u>
XII Earnings per share (of ₹ 5/- each):			
(a) Basic	3.35	29.64	35.92
(b) Diluted	3.35	29.64	35.92
Significant Accounting Policies and Notes forming an integral part of the Consolidated Financial Statements	1 to 3		

As per my attached report of even date,

H. S. Kulkarni  
Chartered Accountant

Place : Pune  
Date : 15<sup>th</sup> June, 2018

On behalf of the Board of Directors,

M.U. Takale  
Director  
DIN : 01291287

J. G. Patwardhan  
Chief Executive Officer &  
Chief Financial Officer

Place : Pune  
Date : 15<sup>th</sup> June, 2018

B. B. Hattarki  
Director  
DIN : 00145710

S. R. Kshirsagar  
Company Secretary

## Consolidated Cash Flow Statement for the year ended 31<sup>st</sup> March, 2018

	Note No.	Year ended 31 <sup>st</sup> March, 2018 Amount ₹	Year ended 31 <sup>st</sup> March, 2017 Amount ₹
<b>A. Cash flow from operating activities :</b>			
Net Profit after tax and exceptional items		1,116,455,809	1,353,115,760
Add /(Less) : Share of (Profit)/Loss in Associates		(631,140,621)	(923,945,512)
		485,315,188	429,170,248
<b>Adjusted for :</b>			
Tax expense		293,979,675	202,063,958
Depreciation and amortisation expense		164,299,808	151,148,786
Interest expense		451,100	3,983,492
Profit on sale of investments		(1,903,099)	(1,452,973)
Share in loss / (profit) on sale / removal / scrap / write off / discarding of assets of joint ventures		(907,964)	(905,760)
Share in provision for slow moving and non moving items of joint ventures		8,368,512	1,776,000
Share in provision for doubtful trade and other receivables, loans and advances of joint ventures		(221,728)	13,511,720
Provision for doubtful advances		75,000,000	-
Provision for diminution in value of long term investments		49,475,976	-
Determined diminution in value of long term investments		-	27,192,837
Provision for diminution in value of long term investments written back		-	(28,758,980)
Dividend received on investments		(79,687,667)	(57,764,619)
Share of interest income of joint ventures		(16,143,844)	(8,864,024)
		492,710,769	301,930,437
Operating Profit/(Loss) before working capital changes :		978,025,957	731,100,685
<b>Changes in :</b>			
Inventories		(263,572,848)	90,293,400
Trade Receivables		(842,316,832)	(367,585,124)
Short-term loans and advances		161,327,061	5,442,277
Long-term loans and advances		(233,653,562)	7,438,824
Other current assets		5,599,745	(4,309,310)
Trade Payables		849,586,934	280,518,076
Other current liabilities		49,743,142	(7,267,187)
Other long-term liabilities		587,616	1,877,236
Short-term provisions		11,782,192	(9,693,740)
Long-term provisions		4,838,748	3,350,088
		(256,077,804)	64,540
Cash generation from operations :		721,948,153	731,165,225
Direct Taxes paid		(316,112,935)	(224,561,143)
<b>Net Cash from operating activities :</b>		405,835,218	506,604,082
<b>B. Cash flow from investing activities :</b>			
Capital expenditure on fixed assets (including capital work in progress and capital advances)		(93,234,608)	(98,659,396)
Sale of Fixed Assets		2,752,800	3,502,764
Purchase of Investments		(303,424,400)	(561,797,700)
Sale of Investments		35,044,128	437,730,376
Share of interest income of joint ventures		16,143,844	8,864,024
Proceeds of / (investment in) short term bank deposits (net)		(44,050,000)	(46,900,000)
Share in Proceeds of / (investment in) short term bank deposits (net) of Joint Ventures		1,215,200	1,915,900
<b>Net cash used in investing activities :</b>		(385,553,036)	(255,344,032)

## Consolidated Cash Flow Statement for the year ended 31<sup>st</sup> March, 2018

	Year ended 31 <sup>st</sup> March, 2018 Amount ₹	Year ended 31 <sup>st</sup> March, 2017 Amount ₹
<b>C. Cash flow from financing activities :</b>		
Interest paid	(451,100)	(3,983,492)
Dividend received on investments	79,687,667	57,764,619
Dividend received from associates	85,262,105	-
Share in repayment of borrowings of joint ventures	-	(102,446,784)
Share of taxes on dividend of joint ventures	(37,904,924)	(12,024,600)
<b>Net cash from / (used in) financing activities :</b>	<u>126,593,748</u>	<u>(60,690,257)</u>
<b>Net changes in cash and cash equivalents (A+B+C) :</b>	<u>146,875,930</u>	<u>190,569,793</u>
Cash and Cash Equivalents, at the beginning :	337,244,710	146,674,917
Cash and Cash Equivalents, at the close :	484,120,640	337,244,710
 <b>Reconciliation of Cash and Cash Equivalents :</b>		
Cash and Cash Equivalents as per Balance Sheet:	485,001,536	339,266,214
Less : Bank balances not considered as Cash and Cash Equivalents as defined in AS 3 Cash Flow Statements		
(a) In earmarked accounts	(24,864)	(24,864)
(b) Unpaid dividend accounts	(856,032)	(781,440)
(c) Deposits with original maturity of more than 3 months but less than 12 months	-	(1,215,200)
<b>Cash and Cash Equivalents as per Cash Flow Statement :</b>	<u>484,120,640</u>	<u>337,244,710</u>
 Significant Accounting Policies and Notes forming an integral part of the Consolidated Financial Statements	 1 to 3	

As per my attached report of even date,

**H. S. Kulkarni**  
Chartered Accountant

Place : Pune  
Date : 15<sup>th</sup> June, 2018

On behalf of the Board of Directors,

**M.U. Takale**  
Director  
DIN : 01291287

**J. G. Patwardhan**  
Chief Executive Officer &  
Chief Financial Officer

Place : Pune  
Date : 15<sup>th</sup> June, 2018

**B. B. Hattarki**  
Director  
DIN : 00145710

**S. R. Kshirsagar**  
Company Secretary

**1. Company Overview :**

BF Investment Limited is a public company domiciled in India. The Company is a Non Deposit taking Core Investment Company, as defined in the Core Investment Companies (Reserve Bank) Directions, 2011. Since the Company is not a Systemically Important Non Deposit taking Core Investment Company, it is not required to obtain Certificate of Registration under Sec. 45-IA of the Reserve Bank of India Act, 1934.

**2. Statement of Significant Accounting Policies :**

**2.1 Basis of accounting and preparation of Consolidated financial statements :**

These consolidated financial statements comprise the financial statements of the Company, its associates and its jointly controlled entities (together referred to as 'the Group'). These consolidated financial statements of the Group have been prepared under historical cost convention and comply with the Accounting Standards, specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. All income and expenses having a material bearing on the financial statements are recognized on the accrual basis.

The Group has ascertained its operating cycle as twelve months for the purpose of current / non-current classification of assets and liabilities.

**2.2 Principles of consolidation :**

These consolidated financial statements of the Group have been prepared in accordance with the Accounting Standard 23 "Accounting for Investments in Associates in Consolidation" and Accounting Standard 27 "Financial Reporting of Interests in Joint Ventures" as notified, and also in accordance with the Accounting Standard 21 "Consolidated Financial Statements" to the extent applicable.

Automotive Axles Limited, jointly controlled entity and Kalyani Steels Limited, an associate have prepared their financial statements for the financial year ended 31<sup>st</sup> March, 2018 in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. These consolidated financial statements have been prepared considering separate abridged consolidated financial statements of Kalyani Steels Limited and the separate special purpose audited financial statements of Automotive Axles Limited, for the financial year ended 31<sup>st</sup> March, 2018, both prepared in accordance with the Accounting Standards, specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013.

These consolidated financial statements have been presented, to the extent possible, in the same format as that adopted by the Holding Company for its standalone financial statements.

**Associates**

The Group's investment in its associates is accounted for under the equity method. An associate is an entity in which the Group has significant influence.

Under the equity method, the investment in an associate is carried in the balance sheet at cost plus post acquisition changes in the Group's share of net assets of the associates. Goodwill related to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. The consolidated statement of profit and loss reflects the share of the results of operations of the associates. Unrealised gains and losses resulting from transactions between the Group and the associates are eliminated to the extent of the interest in the associates.

After application of the equity method, the Group determines whether it is necessary to recognise decline, other than temporary, in the value of the Group's investment in its associates, such reduction being determined and made for each investment individually. The Group determines at each reporting date whether there is any objective evidence that the investment in associate is impaired.

Section 129(3) of the Companies Act, 2013 requires preparation of consolidated financial statements of the Company and all of the subsidiaries including associate companies and jointly controlled entities in the same form and manner as that of its own. Accounting Standard (AS) 23 on Accounting for Investment in Associates in Consolidated Financial Statements defines Associate Company as an enterprise in which an entity has significant influence and which is neither a subsidiary nor a joint venture of that party. It mentions that if an investing party holds, directly or indirectly through intermediaries, 20% or more of the voting power of the enterprise, it is presumed that the investing party does have significant influence, unless it can be clearly demonstrated that this is not the case.

List of associates which are included in the consolidation and the Company's effective holdings, therein are as under :

Sr. No.	Name of the Company	Country of incorporation	Parent's holding as at 31 <sup>st</sup> March, 2018	Parent's holding as at 31 <sup>st</sup> March, 2017	Financial Year ends on
i)	Kalyani Steels Ltd.	India	39.06%	39.06%	31 <sup>st</sup> March, 2018
ii)	KSL Holdings Pvt. Ltd.	India	42.52%	42.52%	31 <sup>st</sup> March, 2018
iii)	Epicenter Technologies Pvt. Ltd.	India	27.72%	27.72%	31 <sup>st</sup> March, 2018
iv)	Triumphant Special Alloys Pvt. Ltd. (previously known as Carpenter Kalyani Special Alloys Pvt. Ltd.)	India	45.51%	45.51%	31 <sup>st</sup> March, 2018
v)	Kalyani Financial Services Ltd.	India	49.00%	49.00%	31 <sup>st</sup> March, 2018
vi)	Nandi Engineering Ltd.	India	40.00%	40.00%	31 <sup>st</sup> March, 2018
vii)	Synise Technologies Ltd.	India	46.77%	46.77%	31 <sup>st</sup> March, 2018

#### Jointly Controlled Entities

The Group recognises its interest in the jointly controlled entities using the proportionate consolidation method as per Accounting Standard 27 "Financial Reporting of Interests in Joint Ventures." The Group combines its proportionate share of each of the assets, liabilities, income and expenses of the jointly controlled entities with similar items, line by line, in its consolidated financial statements.

List of jointly controlled entities which are included in the consolidation and the Company's effective holdings therein are as under :

Sr. No.	Name of the Company	Country of incorporation	Parent's holding as at 31 <sup>st</sup> March, 2018	Parent's holding as at 31 <sup>st</sup> March, 2017	Financial Year ends on
i)	Automotive Axles Ltd.	India	35.52%	35.52%	31 <sup>st</sup> March, 2018
ii)	Meritor HVS India Ltd.	India	49.00%	49.00%	31 <sup>st</sup> March, 2018

#### 2.3 Summary of significant diverse accounting practices followed by the Jointly Controlled Entities :

The accounting policy of the Holding Company as regards depreciation and amortisation has been stated in Note No. 2.5 (b), below. The following accounting policies followed by the jointly controlled entities are not in line with the said accounting policy of the Holding Company :

##### a) In respect of Automotive Axles Ltd.

Depreciation on Furniture and Fittings is provided under Written Down Value method considering the useful life prescribed under Schedule II to the Companies Act, 2013.

##### b) In respect of Meritor HVS (India) Limited

Depreciation on Furniture and Fittings is provided under Written Down Value method considering the useful life prescribed under Schedule II to the Companies Act, 2013.

It is not practicable to make adjustments to the financial statements of the jointly controlled entities for the purposes of preparation of consolidated financial statements considering the size of operations of the jointly controlled entities and the number of assets with the divergent accounting policy. The proportion of the items in the consolidated financial statements to which the different accounting policies have been applied are given below :

Description of asset	Proportion of items with different accounting policy	
	As at 31 <sup>st</sup> March, 2018.	As at 31 <sup>st</sup> March, 2017.
Furniture and Fittings	33.69%	30.56%

## 2.4 Use of Estimates :

The preparation of the consolidated financial statements in conformity with the GAAP requires that the Management makes estimates and assumptions, which affect the reported amounts of assets and liabilities, disclosure of contingent liabilities, as at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the year under report. Contingencies are recorded, when it is probable that a liability will be incurred and the amount can be reasonably estimated. Actual results could differ from those estimates.

## 2.5 Property, plant and equipment, Intangible assets and Depreciation :

### a) Property, plant and equipment :

Property, Plant and Equipment are stated at their original cost of acquisition including incidental expenses related to acquisition and installation of the concerned assets. Property, Plant and Equipment are shown net of accumulated depreciation, wherever applicable and amortization.

Property, plant and equipment are stated at cost less accumulated depreciation. Cost includes all costs relating to the acquisition and installation of property, plant and equipment including interest on borrowings for qualifying project / fixed asset till the date of Commercial Production / the assets are put in use. Expenditure on reconditioning of machinery is capitalised where such expenditure results in increase in the future benefits from the asset and /or results in an extension of the useful life of the asset based on technical assessment.

### b) Intangible Assets:

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefit in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

### c) Depreciation and Amortisation :

#### Policy followed by the Holding Company

- i) Depreciation on property, plant and equipment other than vehicles, is calculated on straight-line basis using the rates arrived at based on the useful lives estimated by the management. Depreciation on vehicles, is calculated on written down value basis using the rates arrived at based on the useful lives estimated by the management.

Depreciation is charged on pro-rata basis for assets purchased/sold during the year.

The Management's estimate of the useful lives of various assets which is in line with the provisions of Schedule II to the Companies Act, 2013 is given below.

Nature of the Asset	Estimated Useful Life
i) Furnitures and Fixtures	10 years
ii) Vehicles (Written Down Value Method)	8 years

#### Policy followed by the Jointly controlled entities

##### a) In respect of Automotive Axles Ltd.

Depreciation on Buildings and Plant & Machinery is provided under the straight line method and on other assets depreciation is provided under the reducing balance method.

Useful life considered for providing depreciation on all classes of assets is lower of useful life prescribed in Schedule II to the Companies Act, 2013 and useful life based on technical estimates.

Software is amortised over its estimated useful life of 3 years under reducing balance method.

##### b) In respect of Meritor HVS (India) Limited

Depreciation on Buildings & Leased computers is provided under the "Straight Line Method" and on other assets under the "Reducing Balance Method". As per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of R&D equipment (considered 15 years as against 10 years as per Act), in whose case the life of the assets has been assessed based on technical advice, taking into account the nature of the asset, the estimated usage of

the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.

Depreciation on additions to property, plant and equipment is provided from the month of installation and on deletion up to the month of sale, deduction, and discarding as the case may be.

All assets costing below ₹ 5,000 are depreciated in full by way of a one time depreciation charge.

Acquired Customer relationship & non-compete rights, Goodwill, IP assets and Software are recognized as intangible assets and are amortised over a period of 3 to 5 years based on management estimate.

## 2.6 Investments :

- a) Investments in associates are carried in the balance sheet at cost plus post acquisition changes in the Group's share of net assets of the associates under the equity method. Other Long Term Investments are carried at cost. Provision for diminution is made to recognize a decline other than temporary, in value of investments.
- b) Short Term Investments are carried at lower of cost and fair value.

## 2.7 Investment Property :

Investment Properties are carried at cost less depreciation and impairment, if any. Investment properties are capitalised and depreciated (where applicable) in accordance with the policy stated for Property, Plant and Equipment. Impairment of investment property is determined in accordance with the policy stated for impairment of assets.

The Management's estimate of the useful lives of investment properties is given below.

Nature of the Asset	Estimated Useful Life
i) Buildings	60 years

## 2.8 Inventories :

### a) In respect of Automotive Axles Ltd.

Raw material, stores & spares, work-in-process and finished goods are valued at the lower of cost or estimated realisable value. Cost of materials is determined on moving weighted average basis. In the case of work-in-process and finished goods, cost includes the cost of conversion. Closing stock of Finished Goods includes liability towards Excise duty payable on clearance of goods. Imported materials in transit at the year-end are valued inclusive of customs duty. Cost comprises all cost of purchase including duties and taxes other than those subsequently recoverable by the company, freight inward and other expenditure directly attributable to the acquisition.

### b) In respect of Meritor HVS (India) Limited

Inventories are valued at lower of cost and net realizable value. Cost includes purchase cost and all other cost incurred in bringing the inventory to their present location and condition. Net realizable value is estimated selling price in the ordinary course of business less estimated selling expenses.

## 2.9 Revenue Recognition :

- a) The Group recognises income on accrual basis. However, revenue recognition is postponed in respect of specific items of income, where the ultimate collection, thereof is uncertain.
- b) Interest income is accrued over the period of the loan / investment.
- c) Dividend is accrued in the year in which it is declared whereby a right to receive is established.
- d) Profit / loss on sale of investments is recognised as per the terms of the underlying contracts.
- e) Revenue on sale of products is recognised when risk and rewards of ownership of the products are passed on to the customers as per contracted terms. Sales are stated net of trade discount and returns.
- f) Export incentives are accounted for on accrual basis at the time of Export of goods if the entitlements can be estimated with reasonable accuracy and conditions precedents to claim are fulfilled.

## 2.10 Employee Benefits :

### i) In respect of the Holding Company.

Employee benefits comprise amounts paid for the services of the Key Management Personnel on deputation. No separate provisions of retirement benefits or privilege leave benefits of such employees are recognized in the books of the Group.

**ii) In respect of the jointly controlled entities.**

**a) In respect of Automotive Axles Ltd.**

- 1) Short term employee benefits including salaries, social security contributions, short term compensated absences (such as paid annual leave) where the absences are expected to occur within twelve months after the end of the period in which the employees render the related employee service, profit sharing and bonuses payable within twelve months after the end of the period in which the employees render the related services and non-monetary benefits (such as medical care) for current employees are estimated and measured on an undiscounted basis.
- 2) Defined Benefit Plan:  
Liabilities for gratuity funded in terms of a scheme administered by a fund manager are determined by an independent actuarial valuation made at the end of each financial year. Provision for liabilities pending remittance to the fund is carried in the Consolidated Balance Sheet.  
Actuarial gain and losses are recognized immediately in the Consolidated Statement of Profit and Loss as income or expense. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government bonds where the currency and terms of the Government bonds are consistent with the currency and estimated terms of the defined benefit obligation.
- 3) Defined Contribution Plan:  
Company's contributions paid / payable during the year to Provident Fund, Superannuation Fund and Employee state insurance are recognised in the Statement of Profit and Loss.
- 4) Other Long Term Employee Benefits:  
Liability for Leave Encashment is provided based on accumulated leave credit outstanding to the employees as on the date of Balance Sheet.

**b) In respect of Meritor HVS (India) Limited**

- 1) Short term employee benefits including salaries, social security contributions, short term compensated absences (such as paid annual leave) where the absences are expected to occur within twelve months after the end of the period in which the employees render the related employee service, profit sharing and bonuses payable within twelve months after the end of the period in which the employees render the related services and non-monetary benefits (such as medical care) for current employees are estimated and measured on an undiscounted basis.
- 2) Defined Benefit Plan:  
Liability towards Gratuity is charged to the Statement of Profit and Loss as contributions towards the scheme with the Life Insurance Corporation of India. The adequacy of the contributions is determined by periodical actuarial valuation (done as on 31 Mar 2018) on Projected Unit Credit Method.
- 3) Defined Contribution Plan:  
Fixed Contribution to Provident Fund, Superannuation, Employees State Insurance and the cost of other benefits are determined as per the schemes at the actual cost to the Company.
- 4) Other Long Term Employee Benefits:  
Liability towards compensated absences is provided based on actuarial valuation (done as on 31 Mar 2018) on Projected Unit Credit Method and is not funded.

**2.11 Foreign currency transactions :**

Transactions in Foreign Exchange are accounted at the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currency at the Balance Sheet date are translated into rupees at the exchange rate prevailing on that date. Gains or losses arising on settlement/ restatement are charged to the Consolidated Statement of Profit & Loss.

In case of items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.



## 2.12 Research and development :

Revenue expenditure on Research and Development is charged to the Consolidated Statement of Profit and Loss. Capital expenditure on research and development is treated in the same way as other property, plant and equipment.

## 2.13 Borrowing Cost :

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Consolidated Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset is added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Consolidated Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

## 2.14 Provision for Warranty :

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise - being typically upto three years.

As per the terms of the contracts, the Company provides post-contract services / warranty support to some of its customers. The Company accounts for the post-contract support / provision for warranty on the basis of the information available with the Management duly taking into account the current and past technical estimates.

## 2.15 Taxation :

- a) Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- b) Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the Group re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Group writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

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

## 2.16 Impairment :

The management has a policy to review at each balance sheet date, the carrying amounts of its assets to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risk specific to the asset. Reversal of impairment loss is recognized immediately as income in the consolidated statement of profit and loss.

## 2.17 Earnings per share :

In determining the earning per share, the Group considers the net profit after tax, and includes the post tax effect of any extra-ordinary / exceptional item, if any. The number of shares used in computing the basic earnings per share is the weighted average number of shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless issued at a later date.

## 2.18 Provisions, Contingent Liabilities and Contingent Assets :

A provision is recognized when the Group has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of profit and loss net of any reimbursement.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

Contingent assets are neither recognized nor disclosed.

## 2.19 Cash flow statement :

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

## 2.20 Cash and cash equivalents :

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

## 2.21 Leases :

Assets taken on lease where the company acquires substantially the entire risks and rewards incidental to ownership are classified as finance leases. The amount recorded is the lesser of the present value of minimum lease rental and other incidental expenses during the lease term or the fair value of the assets taken on lease. The rental obligations, net of interest charges, are reflected as secured loans. Leases that do not transfer substantially all the risks and rewards of ownership are classified as operating leases and recorded as expense as and when the payments are made over the lease term.

	As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
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### 3. Other Notes :

#### 3.1 SHARE CAPITAL :

##### Authorised :

40,000,000 (40,000,000) Equity Shares of ₹ 5/-, each	200,000,000	200,000,000
<b>TOTAL :</b>	<b>200,000,000</b>	<b>200,000,000</b>

##### Issued, Subscribed and Paid up :

37,667,628 (37,667,628) Equity Shares of ₹ 5/-, each, fully paid up	188,338,140	188,338,140
<b>TOTAL :</b>	<b>188,338,140</b>	<b>188,338,140</b>

- (a) The Company has only one class of shares referred to as equity shares having a par value of ₹ 5/-. Each holder of equity shares is entitled to one vote per share.
- (b) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive surplus assets of the Company, remaining after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.
- (c) The reconciliation of the number of shares outstanding and the amount of share capital as at 31<sup>st</sup> March, 2018 and 31<sup>st</sup> March, 2017 is set out below.

	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
Balance at the beginning of the year	37,667,628	188,338,140	37,667,628	188,338,140
Add: Shares issued during the year	-	-	-	-
Balance at the close of the year	37,667,628	188,338,140	37,667,628	188,338,140

#### (d) Details of shareholders holding more than 5% of the aggregate issued and subscribed shares

Name of the shareholders	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
	No. of Shares	%	No. of Shares	%
Ajinkya Investment and Trading Company	10,292,103	27.32	10,292,103	27.32
KSL Holdings Pvt. Ltd.	5,054,091	13.42	5,054,091	13.42
Sundaram Trading and Investment Pvt. Ltd.	9,793,068	25.99	9,543,068	25.33

	As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
<b>3.2 Reserves and Surplus :</b>		
<b>Capital Reserve :</b>		
As per last account	3,079,866,341	3,079,866,341
<b>Capital Redemption Reserve :</b>		
As per last account	1,340	1,340
<b>Securities Premium Reserve :</b>		
As per last account	116,000,000	-
Add : Share in Securities Premium Reserve of associates collected during the year	-	116,000,000
	<u>116,000,000</u>	<u>116,000,000</u>
<b>Reserve Fund [Under Sec. 45IC(1) of the Reserve Bank of India Act, 1934] :</b>		
As per last account	944,843,339	909,179,339
Add : Set aside this financial year	39,606,000	35,664,000
	<u>984,449,339</u>	<u>944,843,339</u>
<b>General Reserve :</b>		
As per last account	201,001,135	179,882,135
Add : Share in amounts transferred to general reserve by Joint Ventures	25,333,000	21,119,000
	<u>226,334,135</u>	<u>201,001,135</u>
<b>Surplus in the Statement of Profit and Loss :</b>		
As per last account	6,909,067,974	5,633,914,221
Add : Profit for the year transferred from the Consolidated Statement of Profit and Loss	1,116,455,809	1,353,115,760
	<u>8,025,523,783</u>	<u>6,987,029,981</u>
Less : Adjustment to the share of profits / (losses) of associates (Net) for earlier years	-	9,154,407
Amount available for appropriation	<u>8,025,523,783</u>	<u>6,977,875,574</u>
Less : Appropriations		
Amount transferred to Reserve Fund	39,606,000	35,664,000
Share in Tax on dividend of Joint Ventures	37,904,924	12,024,600
Share in transfer to general reserve of Joint Ventures	25,333,000	21,119,000
	<u>102,843,924</u>	<u>68,807,600</u>
	<u>7,922,679,859</u>	<u>6,909,067,974</u>
<b>TOTAL :</b>	<u><u>12,329,331,014</u></u>	<u><u>11,250,780,129</u></u>

	As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
<b>3.3 Deferred Tax Liabilities (Net) :</b>		
Share in Deferred tax liability arising on account of timing difference on depreciation and amortisation of Joint Ventures	-	10,664,095
Share in Deferred tax asset arising on account of timing difference on provision for employee benefits and others of Joint Ventures	-	(6,714,271)
<b>TOTAL :</b>	<u>-</u>	<u>3,949,824</u>
<b>3.4 Other long-term liabilities :</b>		
Share in Long term maturity of finance lease obligations of Joint Ventures	-	230,300
Share in security deposits received of Joint Ventures	-	112,700
Share in Deferred rent of Joint Ventures	3,214,552	2,283,936
<b>TOTAL :</b>	<u>3,214,552</u>	<u>2,626,936</u>
<b>3.5 Long-term provisions :</b>		
Provision - for employee benefits :		
Share in Provision for employee benefits of Joint Ventures	5,728,100	6,125,000
Provision - others :		
Share in Provision for warranty of Joint Ventures	20,345,856	15,110,208
<b>TOTAL :</b>	<u>26,073,956</u>	<u>21,235,208</u>
<b>3.6 Trade Payables :</b>		
Dues to Micro and Small Enterprises	-	-
Share in Dues to Micro and Small Enterprises of Joint Ventures	11,178,144	10,545,888
Other trade payables	853,494	6,065,584
Share in other trade payables of Joint Ventures		
(i) Acceptances	127,190,016	62,852,640
(ii) Other than acceptances	2,353,031,240	1,563,201,848
<b>TOTAL :</b>	<u>2,492,252,894</u>	<u>1,642,665,960</u>

	As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
<b>3.7 Other Current Liabilities :</b>		
Accrued expenses	1,277,431	984,179
Share in Current maturities of finance lease obligations of Joint Ventures	230,300	406,700
Directors' commission payable	2,500,000	-
Share in Unpaid dividends of Joint Ventures	856,032	781,440
Statutory liabilities	429,589	2,379
Share in Other payables of Joint Ventures :		
Share in Statutory remittances of Joint Ventures	54,197,148	14,677,036
Share in Payable on purchase of fixed assets of Joint Ventures	3,253,632	5,114,540
Share in Advances from customers of Joint Ventures	25,451,164	16,978,064
Share in Payable to employees of Joint Ventures	149,184	-
Share in Superannuation payable of Joint Ventures	230,300	-
Share in Security deposits of Joint Ventures	112,700	-
<b>TOTAL :</b>	<u>88,687,480</u>	<u>38,944,338</u>
<b>3.8 Short Term Provisions :</b>		
Share in Provision for employee benefits of Joint Ventures :		
Share in Provision for compensated absences of Joint Ventures	2,601,900	2,381,400
Share in Payable towards funded gratuity of Joint Ventures	9,958,120	2,360,460
Share in Leave salary payable of Joint Ventures	3,118,656	2,006,880
Other provisions :		
Provision for Taxation, net of advance tax paid	2,736,636	-
Share in other provisions of Joint Ventures :		
Share in Provision for Taxation of Joint Ventures	24,267,084	23,199,360
Share in Provision for warranty of Joint Ventures	8,926,176	6,073,920
<b>TOTAL :</b>	<u>51,608,572</u>	<u>36,022,020</u>

### 3.9 Property, plant and equipment :

	Property, plant and equipment											Total		
	Share in Land-Freehold of Joint Ventures	Share in Land-Leasehold of Joint Ventures	Share in Building of Joint Ventures	Share in Road of Joint Ventures	Share in Plant and Machinery of Joint Ventures	Share in R&D Equipments of Joint Ventures	Share in Office Equipments of Joint Ventures	Share in Computers and Data Processing units - owned of Joint Ventures	Share in Computers and Data Processing units - finance lease of Joint Ventures	Vehicles owned of Joint Ventures	Share in Vehicles - owned of Joint Ventures		Furniture and Fittings of Joint Ventures	Share in Furniture and fittings of Joint Ventures
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	
<b>GROSS BLOCK, AT COST :</b>														
As at 31 <sup>st</sup> March, 2016.	1,360,416	35,975,240	145,680,976	6,567,648	1,393,696,080	35,480,900	21,915,836	16,895,024	15,520,160	26,563,843	2,006,880	10,912,500	16,054,496	1,728,629,999
Additions	-	-	18,080,664	-	73,051,744	63,700	3,767,344	4,420,024	-	-	884,448	-	215,600	100,483,524
Adjustments	1,538,600	(1,538,600)	-	-	-	-	(387,100)	14,584,260	(14,211,860)	-	-	-	14,700	-
Disposals	-	-	(880,896)	-	(7,072,032)	-	(88,072)	(171,500)	-	-	(284,160)	-	-	(8,496,660)
As at 31 <sup>st</sup> March, 2017.	2,899,016	34,436,640	162,880,744	6,567,648	1,459,675,792	35,544,600	25,208,008	35,727,808	1,308,300	26,563,843	2,607,168	10,912,500	16,284,796	1,820,616,863
Additions	-	-	4,823,616	-	47,703,856	147,000	2,067,392	1,353,648	-	-	-	-	1,319,180	57,414,692.00
Adjustment	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	(17,760)	-	(35,832,576)	-	(1,713,540)	-	-	-	(92,352)	-	(1,455,464)	(39,111,692)
As at 31 <sup>st</sup> March, 2018.	2,899,016	34,436,640	167,686,600	6,567,648	1,471,547,072	35,691,600	25,561,860	37,081,456	1,308,300	26,563,843	2,514,816	10,912,500	16,148,512	1,838,919,863
<b>DEPRECIATION AND AMORTIZATION :</b>														
As at 31 <sup>st</sup> March, 2016.	-	-	54,141,084	3,459,648	930,655,448	26,244,400	16,227,240	14,605,812	10,395,792	13,091,881	1,435,008	1,150,297	10,935,412	1,082,342,022
For the year	-	351,648	7,568,112	713,952	122,510,616	1,999,200	3,192,108	5,276,552	617,400	4,371,161	504,384	1,036,688	1,498,748	149,640,569
In respect of disposals	-	-	(358,752)	-	(5,026,080)	-	(83,172)	(161,700)	-	-	(269,952)	-	-	(5,899,656)
Other Adjustment / Translation Adjustment	-	-	-	-	(14,700)	-	(308,700)	10,670,192	(10,356,592)	-	-	-	9,800	-
As at 31 <sup>st</sup> March, 2017.	-	351,648	61,350,444	4,173,600	1,048,125,284	28,243,600	19,027,476	30,390,856	656,600	17,463,042	1,669,440	2,186,985	12,443,960	1,226,082,935
For the year	-	348,096	5,774,352	671,328	142,613,116	1,568,000	2,300,280	3,015,092	436,100	2,952,487	483,072	1,036,688	1,168,156	162,366,767
In respect of disposals	-	-	(7,104)	-	(34,148,928)	-	(1,651,808)	-	-	-	(88,800)	-	(1,370,216)	(37,266,856)
Other Adjustment / Translation Adjustment	-	-	-	-	-	-	-	-	-	-	-	-	-	-
As at 31 <sup>st</sup> March, 2018.	-	699,744	67,117,692	4,844,928	1,156,589,472	29,811,600	19,675,948	33,405,948	1,092,700	20,415,529	2,063,712	3,223,673	12,241,900	1,351,182,846
<b>NET BLOCK :</b>														
As at 31 <sup>st</sup> March, 2017.	2,899,016	34,084,992	101,530,300	2,394,048	411,550,508	7,301,000	6,180,532	5,336,952	651,700	9,100,801	937,728	8,725,515	3,840,836	594,533,928
As at 31 <sup>st</sup> March, 2018.	2,899,016	33,736,896	100,568,908	1,722,720	314,957,600	5,880,000	5,885,912	3,675,508	215,600	6,148,314	451,104	7,688,827	3,906,612	487,737,017

### 3.10 Intangible Assets :

	Intangible Assets				
	Share in Software of Joint Ventures	Share in Customer relationship and non compete rights of Joint Ventures	Share in Intellectual property and other related intangible of Joint Ventures	Share in Goodwill of Joint Ventures	Total
	₹	₹	₹	₹	₹
<b>GROSS BLOCK, AT COST :</b>					
As at 31 <sup>st</sup> March, 2016.	29,056,148	56,056,000	12,294,100	2,744,000	100,150,248
Additions	4,036,672	-	-	-	4,036,672
Adjustments	-	-	-	-	-
As at 31 <sup>st</sup> March, 2017.	33,092,820	56,056,000	12,294,100	2,744,000	104,186,920
Additions	2,253,516	-	-	-	2,253,516
Adjustment	-	-	-	-	-
Disposals	-	-	-	-	-
As at 31 <sup>st</sup> March, 2018.	35,346,336	56,056,000	12,294,100	2,744,000	106,440,436
<b>DEPRECIATION AND AMORTIZATION :</b>					
As at 31 <sup>st</sup> March, 2016.	27,439,988	56,056,000	12,294,100	2,744,000	98,534,088
For the year	1,373,956	-	-	-	1,373,956
Adjustments	-	-	-	-	-
As at 31 <sup>st</sup> March, 2017.	28,813,944	56,056,000	12,294,100	2,744,000	99,908,044
For the year	1,798,780	-	-	-	1,798,780
In respect of disposals	-	-	-	-	-
As at 31 <sup>st</sup> March, 2018.	30,612,724	56,056,000	12,294,100	2,744,000	101,706,824
<b>NET BLOCK :</b>					
As at 31 <sup>st</sup> March, 2017.	4,278,876	-	-	-	4,278,876
As at 31 <sup>st</sup> March, 2018.	4,733,612	-	-	-	4,733,612

### 3.11 Non Current Investments, at Cost :

Other than trade :

(i) Investment Property :  
(At cost, less accumulated depreciation)

	Freehold Land	Buildings	Total
	₹	₹	₹
<b>GROSS BLOCK, AT COST :</b>			
As at 31 <sup>st</sup> March, 2016.	125,847,833	7,664,341	133,512,174
Additions	-	-	-
Adjustments	-	-	-
As at 31 <sup>st</sup> March, 2017.	125,847,833	7,664,341	133,512,174
Additions	-	-	-
Adjustments	-	-	-
As at 31 <sup>st</sup> March, 2018.	125,847,833	7,664,341	133,512,174
<b>DEPRECIATION AND AMORTIZATION :</b>			
As at 31 <sup>st</sup> March, 2016.	-	2,662,185	2,662,185
For the year	-	134,261	134,261
Adjustments	-	-	-
As at 31 <sup>st</sup> March, 2017.	-	2,796,446	2,796,446
For the year	-	134,261	134,261
Adjustments	-	-	-
As at 31 <sup>st</sup> March, 2018.	-	2,930,707	2,930,707
<b>NET BLOCK :</b>			
As at 31 <sup>st</sup> March, 2017.	125,847,833	4,867,895	130,715,728
As at 31 <sup>st</sup> March, 2018.	125,847,833	4,733,634	130,581,467



			As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
<b>3.11 Non Current Investments, at Cost : (Contd.)</b>				
<b>Other than trade :</b>				
		Net Brought forward :	130,581,467	130,715,728
<b>(ii) Equity Instruments, Quoted :</b>				
Investments in Associates :				
17,052,421	(17,052,421)	Equity Shares of ₹ 5/- each, fully paid in Kalyani Steels Ltd.	1,396,202,073	1,288,719,437
Investments in Other Companies :				
15,614,676	(7,807,338)	Equity Shares of ₹ 2/- each fully paid in Bharat Forge Ltd. (Includes 7,807,338 bonus shares allotted during the year)	1,766,005,873	1,766,005,873
1,187,903	(1,187,903)	Equity Shares of ₹ 5/- each fully paid in BF Utilities Ltd.	643,064,202	643,064,202
2,182,250	(2,182,250)	Equity Shares of ₹ 2/- each fully paid in Hikal Ltd.	15,868,800	15,868,800
569,600	(569,600)	Equity Shares of ₹ 10/- each fully paid in Kalyani Forge Ltd.	11,268,279	11,268,279
		Subtotal (ii) :	<u>3,832,409,227</u>	<u>3,724,926,591</u>
<b>(iii) Equity Instruments, Unquoted :</b>				
Investments in Associates :				
32,999,000	(32,999,000)	Equity Shares of ₹ 10/- each fully paid in KSL Holdings Pvt. Ltd.	2,445,821,114	2,035,889,921
16,183,636	(16,183,636)	Equity Shares of ₹ 10/- each fully paid in Epicenter Technologies Pvt. Ltd.	159,659,534	132,766,422
		Less : Provision for diminution in value	<u>(159,659,534)</u>	<u>(110,183,558)</u>
			-	22,582,864
-	(579,000)	Equity Shares of ₹ 10/- each fully paid in Kalyani Agro Corporation Ltd.	-	-
3,195,398	(3,195,398)	Equity Shares of ₹ 10/- each fully paid in Triumphant Special Alloys Pvt. Ltd. (previously known as Carpenter Kalyani Special Alloys Pvt. Ltd.)	6,258,942	33,263,713
		Less : Determined diminution written off	-	(27,192,837)
			<u>6,258,942</u>	<u>6,070,876</u>
2,940,000	(2,940,000)	Equity Shares of ₹ 10/- each fully paid in Kalyani Financial Services Ltd.	-	-
25,000	(25,000)	Equity Shares of ₹ 10/- each fully paid in Nandi Engineering Ltd.	-	-
1,131,793	(1,131,793)	Equity Shares of ₹ 10/- each fully paid in Synise Technologies Ltd.	57,777,767	56,394,258
		Less : Provision for diminution in value	<u>(55,852,619)</u>	<u>(55,852,619)</u>
			1,925,148	541,639
Investments in Other Companies :				
500	(500)	Equity Shares of ₹ 10/- each fully paid in Saarloha Advanced Materials Pvt. Ltd. (previously known as Kalyani Carpenter Special Steels Pvt. Ltd.)	11,800	11,800
71,362,260	(71,362,260)	Equity Shares of ₹ 10/- each fully paid in Khed Economic Infrastructure Pvt. Ltd.	713,622,600	713,622,600
2,399,998	(2,399,998)	Equity Shares of ₹ 10/- each fully paid in Kalyani Maxion Wheels Ltd.	23,999,980	23,999,980
			<u>737,634,380</u>	<u>737,634,380</u>
		Subtotal (iii) :	<u>3,191,639,584</u>	<u>2,802,719,680</u>
<b>(iv) Preference Shares, Unquoted :</b>				
Investments in Associates :				
3,000,000	(3,000,000)	6 % Non-cumulative Redeemable Preference Shares of ₹ 10/- each, fully paid in Kalyani Financial Services Ltd.	30,000,000	30,000,000
40,000,000	(40,000,000)	9% Cumulative Redeemable Non Convertible Preference Shares of ₹ 10/- each, fully paid in KSL Holdings Pvt. Ltd.	400,000,000	400,000,000
Investments in Other Companies :				
21,042,440	(-)	7% Cumulative Optionally Convertible Non-Participating Preference Shares of ₹ 10/- each, fully paid in Kalyani Technoforge Limited.	210,424,400	-
9,300,000	(-)	8% Cumulative Redeemable Preference Shares of ₹ 10/- each, fully paid in Baramati Speciality Steels Ltd.	93,000,000	-
		Subtotal (iv) :	<u>733,424,400</u>	<u>430,000,000</u>
<b>(v) Debentures, Unquoted :</b>				
Investments in Associates :				
6,847,000	(6,847,000)	0% Fully Convertible Debentures of ₹ 100/- each fully paid of Kalyani Financial Services Ltd.	684,700,000	684,700,000
		Subtotal (v) :	<u>684,700,000</u>	<u>684,700,000</u>
		TOTAL :	<u>8,572,754,678</u>	<u>7,773,061,999</u>
		Book Value of Investments in Quoted Securities :	3,832,409,227	3,724,926,591
		Book Value of Other Investments :	4,740,345,451	4,048,135,408
		Market Value of Quoted Investments in securities :	17,066,080,601	15,499,219,307
		Aggregate provision for diminution in value of investments :	215,512,153	166,036,177

Name of the Associate	Original cost of investment	Goodwill / (Capital Reserve) included in original cost of investment	Share of post acquisition Reserves and Surplus net of dividend received	Determined diminution written off / Provision for diminution	Carrying amount of investment as at 31 <sup>st</sup> March, 2018
	₹	₹	₹	₹	₹
a) Kalyani Steels Ltd.	309,573,731	(712,821,694)	1,086,628,342	-	1,396,202,073
b) KSL Holdings Pvt. Ltd.	329,990,000	(475,789,015)	2,115,831,114	-	2,445,821,114
c) Epicenter Technologies Pvt. Ltd.	183,236,491	173,343,967	(23,576,957)	(159,659,534)	-
d) Triumphant Special Alloys Pvt. Ltd. (previously known as Carpenter Kalyani Special Alloys Pvt. Ltd.)	31,953,980	28,321,061	1,497,799	(27,192,837)	6,258,942
e) Kalyani Financial Services Ltd.	47,883,609	2,413,219	(47,883,609)	-	-
f) Nandi Engineering Ltd.	250,000	(80,322,548)	(250,000)	-	-
g) Synise Technologies Ltd.	16,976,895	15,224,790	1,925,147	(16,976,894)	1,925,148

	As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
<b>3.12 Deferred Tax Asset (Net) :</b>		
Deferred Tax Asset		
Timing difference in respect of disallowances	209,000	-
Timing difference in respect of depreciation	2,999,000	2,788,000
Share in Deferred tax (liability) / asset arising on account of timing difference on depreciation and amortisation of Joint Ventures	8,437,592	(808,500)
Share in Deferred tax asset arising on account of timing difference on provision for employee benefits and others of Joint Ventures	21,296,584	9,089,500
<b>TOTAL :</b>	<b>32,942,176</b>	<b>11,069,000</b>

### 3.13 Long Term Loans and Advances : (Unsecured, Good)

Intercompany loans <small>(Refer Note No. 3.47)</small>	1,371,520,067	1,160,520,067
Security deposits	3,563,375	1,339,185
Share in Security deposits of Joint Ventures	13,739,112	13,605,376
Share in Capital advances of Joint Ventures	28,575,840	8,045,280
Share in Loans and advances to employees of Joint Ventures	259,296	494,220
Share in Balances with Government authorities of Joint Ventures	49,728	49,728
Income Tax paid in advance net of provisions	2,922,258	2,930,138
Share in Advance tax of Joint Ventures	3,934,700	3,812,200
<b>TOTAL :</b>	<b>1,424,564,376</b>	<b>1,190,796,194</b>

		As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
<b>3.14 Current Investments, at lower of Cost and Fair Value :</b>			
<b>Other than trade :</b>			
<b>(i) In Units of Mutual Funds, Unquoted :</b>			
-	(5,509)	Units of ₹ 1,000/- each of Baroda Pioneer Treasury Advantage Fund - Plan A Growth	- 10,000,000
-	(32,653)	Units of ₹ 100/- each of Birla Sunlife Savings Fund - Growth - Regular Plan	- 10,000,000
-	(621,690)	Units of ₹ 10/- each of ICICI Prudential Ultra Short Term - Growth	- 10,000,000
666,463	(666,463)	Units of ₹ 10/- each of Reliance Banking & PSU Debt Fund - Growth Plan	7,500,000 7,500,000
870,197	(870,197)	Units of ₹ 10/- each of Franklin India Ultra Short Bond Fund - Super Institutional Plan - Growth	17,781,569 17,781,569
-	(1,525)	Units of ₹ 1,000 /- each of UTI Treasury Advantage Fund Institutional Plan - Growth	- 3,141,029
		Subtotal (i) :	<u>25,281,569</u> 58,422,598
		<b>TOTAL :</b>	<u>25,281,569</u> <u>58,422,598</u>
		Book Value of Unquoted Investments :	25,281,569 58,422,598
		Aggregate provision for diminution in value of investments :	- -

### 3.15 Inventories :

Share in Raw materials and components of Joint Ventures	285,289,072	170,749,288
Share in Goods in transit - raw material of Joint Ventures	-	5,544,672
Share in Goods in transit - traded goods of Joint Ventures	<u>215,600,000</u>	<u>124,489,400</u>
	<u>500,889,072</u>	<u>300,783,360</u>
Share in Work In Progress of Joint Ventures	240,186,240	184,306,176
Share in Finished Goods of Joint Ventures	29,904,288	20,143,392
Share in Stores and spares of Joint Ventures	25,332,864	27,506,688
Less : Share in Provision for slow moving and non moving items of Joint Ventures	<u>(16,118,976)</u>	<u>(7,750,464)</u>
	<u>279,304,416</u>	<u>224,205,792</u>
<b>TOTAL :</b>	<u>780,193,488</u>	<u>524,989,152</u>

	As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
<b>3.16 Trade receivables : (Unsecured)</b>		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Share in good trade receivables of Joint Ventures	22,022,480	9,831,936
Share in doubtful trade receivables of Joint Ventures	17,133,728	17,272,156
Less : Share in Provision for doubtful trade receivables of Joint Ventures	<u>(17,133,728)</u>	<u>(17,272,156)</u>
	-	-
Other trade receivables		
Share in good trade receivables of Joint Ventures	2,833,840,272	2,003,492,256
Share in doubtful trade receivables of Joint Ventures	137,200	220,500
Less : Share in Provision for doubtful trade receivables of Joint Ventures	<u>(137,200)</u>	<u>(220,500)</u>
	2,833,840,272	2,003,492,256
<b>TOTAL :</b>	<u><u>2,855,862,752</u></u>	<u><u>2,013,324,192</u></u>
<b>3.17 Cash and Bank Balances :</b>		
<b>Cash and Cash Equivalents :</b>		
Cash on hand	4,811	13,673
Share in Cash on hand of Joint Ventures	211,920	241,320
Balances with banks		
In current accounts	2,226,141	2,565,833
Share in balances on current accounts of Joint Ventures	172,481,768	334,423,884
In term deposit accounts	31,500,000	-
Share in balances on term deposit accounts of Joint Ventures	277,696,000	-
<b>Other bank balances :</b>		
In earmarked accounts		
Share in unpaid dividend accounts of Joint Ventures	856,032	781,440
Share in Deposit accounts - under lien for bank guarantee of Joint Ventures	24,864	24,864
Other accounts		
Share in Deposit accounts of Joint Ventures	-	1,215,200
<b>TOTAL :</b>	<u><u>485,001,536</u></u>	<u><u>339,266,214</u></u>

	As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
<b>3.18 Short Term Loans and Advances : (Unsecured)</b>		
Intercorporate loans		
Good	66,003,780	352,003,780
Doubtful	91,126,220	16,126,220
Less : Provision	<u>(91,126,220)</u>	<u>(16,126,220)</u>
	-	-
Other loans and advances		
Good	136,819	154,856
Doubtful	1,453,967	1,453,967
Less : Provision	<u>(1,453,967)</u>	<u>(1,453,967)</u>
	-	-
Share in loans and advances to employees of Joint Ventures, Good	2,224,172	2,390,516
Share in Prepaid expenses of Joint Ventures, Good	6,189,072	6,459,920
Share in Balance with Government Authorities of Joint Ventures, Good	26,766,976	60,225,136
Share in loans and advances to Related party of Joint Ventures, Good	3,566,208	1,516,704
Share in other loans and advances of Joint Ventures, Good	122,263,392	44,014,468
Share in Advances to suppliers of Joint Ventures, Good	3,317,300	147,000
Share in Security Deposits of Joint Ventures, Good	117,600	-
<b>TOTAL :</b>	<u><u>230,585,319</u></u>	<u><u>466,912,380</u></u>
<b>3.19 Other Current Assets : (Good, unless stated otherwise)</b>		
Interest receivable	12,831,861	19,208,610
Term Deposits with Banks with original maturity of more than 3 months but less than 12 months	201,950,000	157,900,000
Share in Unbilled revenue of Joint Ventures	245,088	266,400
Share in Interest accrued on deposits of Joint Ventures	53,280	14,208
Share in Freight receivable of Joint Ventures	252,192	248,640
Share in Other Receivables of Joint Ventures		
Share in Receivables on Sale of Assets of Joint Ventures (Doubtful)	2,969,472	2,969,472
Less: Provision for doubtful receivables	<u>(2,969,472)</u>	<u>(2,969,472)</u>
	-	-
Share in Duty Drawback Receivable of Joint Ventures	5,047,000	4,258,100
Share in Refund receivable from sales tax authorities of Joint Ventures	127,400	235,200
<b>TOTAL :</b>	<u><u>220,506,821</u></u>	<u><u>182,131,158</u></u>

	Year ended 31 <sup>st</sup> March, 2018 Amount ₹	Year ended 31 <sup>st</sup> March, 2017 Amount ₹
<b>3.20 Revenue from Operations :</b>		
Share in sale of products of Joint Ventures	12,206,966,556	10,415,884,456
Interest received on loans	4,020,000	13,287,059
Interest received on bank deposits	17,635,282	10,655,516
Other Operating Revenue		
Share in Scrap Sales of Joint Ventures	133,995,648	88,252,992
Share in Tooling Income of Joint Ventures	6,081,024	3,633,696
Share in Income from wind power generation of Joint Ventures	4,006,656	4,170,048
Share in Export Incentives of Joint Ventures	16,664,900	19,173,700
Share in Income from Technical Services Fees of Joint Ventures	40,278,000	34,559,700
Share in Income from Freight Collected of Joint Ventures	141,835,400	92,071,000
<b>Revenue From Operations (Gross) :</b>	<b>12,571,483,466</b>	<b>10,681,688,167</b>
Less : Share in Excise duty of Joint Ventures	<u>(131,952,652)</u>	<u>(510,265,880)</u>
<b>Revenue From Operations (Net) :</b>	<b>12,439,530,814</b>	<b>10,171,422,287</b>
Share in revenue from operations of Joint Ventures for periods up to 30th June, 2017 includes excise duty. From 1st July, 2017 onwards the excise duty and other indirect taxes in India have been replaced by Goods and Service Tax (GST). The Joint ventures collect GST on behalf of the Government. Hence, GST is not included in share in revenue from operations of Joint Ventures effective 1st July, 2017. In view of the aforesaid change, share in revenue from operations of Joint Ventures for the year ended 31st March, 2018 are not comparable with that of year ended 31st March, 2017.		
<b>3.21 Other Income :</b>		
Dividend received on long term investments	79,687,667	57,764,619
Profit on sale of short term investments (Net)	1,903,099	1,452,973
Share in interest income of Joint Ventures	16,143,844	8,864,024
Recovery of bad debts	3,938,849	-
Share in Net gain on foreign currency transactions and translation of Joint Ventures	17,399,900	5,012,700
Share in other non operating income of Joint Ventures	6,440,712	5,197,740
<b>TOTAL :</b>	<b>125,514,071</b>	<b>78,292,056</b>
<b>3.22 Purchases of Stock In Trade :</b>		
Share in Purchases of Drive Axels of Joint Ventures	4,872,976,500	4,503,825,200
Share in Purchase of Brakes of Joint Ventures	644,629,300	334,606,300
Share in Purchase of Other Component and Spares of Joint Ventures	635,187,000	289,335,200
<b>TOTAL :</b>	<b>6,152,792,800</b>	<b>5,127,766,700</b>
<b>3.23 Cost of materials consumed :</b>		
Share in Opening stock of Joint Ventures	176,297,512	215,768,212
Add : Share in Purchases of Joint Ventures	4,205,305,212	3,124,868,052
	4,381,602,724	3,340,636,264
Less : Share in Closing stock of Joint Ventures	285,289,072	176,293,960
<b>Cost of Material Consumed :</b>	<b>4,096,313,652</b>	<b>3,164,342,304</b>

	Year ended 31 <sup>st</sup> March, 2018 Amount ₹	Year ended 31 <sup>st</sup> March, 2017 Amount ₹
<b>3.24 Changes in inventories of finished goods and work in progress :</b>		
Inventories at the end of the year :		
Share in Finished goods of Joint Ventures	29,904,288	20,143,392
Share in Traded goods of Joint Ventures	215,600,000	124,489,400
Share in Work in progress of Joint Ventures	240,186,240	184,306,176
Less : Share in Provision for slow moving and non moving items of Joint Ventures	(16,118,976)	(7,750,464)
	<u>469,571,552</u>	<u>321,188,504</u>
Inventories at the beginning of the year :		
Share in Finished goods of Joint Ventures	20,143,392	26,711,040
Share in Traded goods of Joint Ventures	124,489,400	174,601,700
Share in Work in progress of Joint Ventures	184,306,176	174,673,152
Less : Share in Provision for slow moving and non moving items of Joint Ventures	(7,750,464)	(5,974,464)
	<u>321,188,504</u>	<u>370,011,428</u>
<b>Net (Increase) / Decrease :</b>	<u>(148,383,048)</u>	<u>48,822,924</u>
<b>3.25 Employee Benefit Expenses :</b>		
(Refer Note No. 2.10)		
Salaries and Wages	4,120,321	4,202,841
Share in salaries and wages of Joint Ventures	328,296,528	275,920,716
Share in Contributions to provident and other funds of Joint Ventures	45,826,376	35,106,944
Share in Staff welfare expenses of Joint Ventures	34,809,104	26,160,456
<b>TOTAL :</b>	<u>413,052,329</u>	<u>341,390,957</u>
<b>3.26 Finance Costs :</b>		
Share in Interest on working capital borrowings of Joint Ventures	63,936	1,037,184
Share in Interest on finance lease of Joint Ventures	83,300	394,292
Interest - Other	132,000	110,000
Share in Interest - Other of Joint Ventures	171,864	2,442,016
<b>TOTAL :</b>	<u>451,100</u>	<u>3,983,492</u>
<b>3.27 Depreciation and Amortization :</b>		
On Property, plant and equipment	3,989,175	5,407,849
Share in depreciation on Property, plant and equipment of Joint Ventures	158,377,592	144,232,720
Share in depreciation on Intangible assets of Joint Ventures	1,798,780	1,373,956
On Investment property	134,261	134,261
<b>TOTAL :</b>	<u>164,299,808</u>	<u>151,148,786</u>

	Year ended 31 <sup>st</sup> March, 2018 Amount ₹	Year ended 31 <sup>st</sup> March, 2017 Amount ₹
<b>3.28 Other Expenses :</b>		
Share in Stores and spares consumed of Joint Ventures	137,870,880	106,797,984
Share in Power and fuel of Joint Ventures	100,184,732	73,160,672
Share in Increase / (decrease) in excise duty of Joint Ventures	(2,163,168)	(387,168)
Share in Travelling expenses of Joint Ventures	13,868,636	11,735,612
Rent	5,458,384	478,800
Share in Rent including lease rentals of Joint Ventures	14,536,024	10,722,260
Rates and taxes	4,425,088	1,331,255
Share in Rates and taxes of Joint Ventures	6,417,740	9,308,900
Share in Repairs and Maintenance- Building of Joint Ventures	255,744	788,544
Share in Repairs and Maintenance- Plant and machinery of Joint Ventures	73,622,304	56,427,072
Share in Repairs and Maintenance- others of Joint Ventures	14,765,736	11,915,968
Repairs and Maintenance- Vehicle	361,129	460,768
Share in Repairs and Maintenance- Vehicle of Joint Ventures	355,200	255,744
Share in Insurance charges of Joint Ventures	3,404,116	3,473,700
Share in Postage, telephone and telegram of Joint Ventures	3,713,932	4,758,252
Commission to directors	2,500,000	-
Directors fees and travelling expenses	238,406	-
Share in Directors' sitting fees of Joint Ventures	444,000	177,600
Professional fees	12,631,484	23,683,307
Share in Legal and professional fees of Joint Ventures	16,332,672	12,670,300
Audit fees <small>(Refer Note No. 3.32)</small>	391,454	452,928
Share in Audit fees of Joint Ventures <small>(Refer Note No. 3.32)</small>	2,769,068	2,906,632
Share in Technical fees of Joint Ventures	69,824,008	52,197,828
Share in Bank charges / commission of Joint Ventures	960,400	857,500
Share in Outside processing charges of Joint Ventures	243,656,544	193,782,912
Share in Exchange loss of Joint Ventures	-	348,096
Share in Warranty (net) of Joint Ventures	23,500,032	16,214,880
Share in Freight Charges of Joint Ventures	151,376,848	111,741,816
Share in Loss on fixed assets sold / scrapped / written off	4,900	-
Share in Provision for doubtful trade receivable (net) of Joint Ventures	-	13,511,720
Share in Provision for doubtful advances of Joint Ventures	627,200	348,096
Brand fees	500,000	570,000
Share in Corporate Social Responsibility Expenditure of Joint Ventures <small>(Refer Note No. 3.47)</small>	7,844,176	4,309,092
Share in Export expenses of Joint Ventures	15,435,000	10,407,600
Share in Advertisement & business promotion of Joint Ventures	16,312,100	10,138,100
Share in Management Service cost of Joint Ventures	21,623,700	21,545,300
Sundry expenses	2,528,148	2,748,915
Share in Sundry expenses of Joint Ventures	16,170,788	12,750,132
<b>TOTAL :</b>	<b>982,747,405</b>	<b>782,591,117</b>



	Year ended 31 <sup>st</sup> March, 2018 Amount ₹	Year ended 31 <sup>st</sup> March, 2017 Amount ₹
<b>3.29 Exceptional items :</b>		
Provision for doubtful advances	(75,000,000)	-
Provision for diminution in value of long term investments	(49,475,976)	
Determined diminution in value of long term investments written off	-	(27,192,837)
Provision for diminution in value of long term investments written back	-	28,758,980
<b>TOTAL :</b>	<u>(124,475,976)</u>	<u>1,566,143</u>
<b>3.30 Contingent Liabilities not provided for :</b>		
i) Conveyance deed of the ownership premises of the Company at Antariksha Bhawan, New Delhi has not been executed as yet. Liability, if any on that account has not been ascertained.	Unascertainable	Unascertainable
<b>ii) Share in Contingent Liabilities of Joint Ventures :</b>		
a) Penalty and interest levied by service tax authorities on wrong credit availed in the register but not utilised for payment of duty for which appal has been filed	3,753,400	3,753,400
b) Income tax matters under appeal	3,400,600	2,567,600
c) Sales tax levied by sales tax authorities on E1 sales transactions for want of road permit; tax paid under protest	480,200	480,200
<b>3.31 Commitments :</b>		
Share in estimated amount of contracts remaining to be executed and not provided for of Joint Ventures		
i) Tangible Assets	98,841,504	41,284,896
ii) Intangible Assets	-	230,880
<b>3.32 Audit Fees :</b>		
<b>i) Holding Company</b>		
a) As auditor	275,000	316,250
b) For tax audit	35,000	40,250
c) For certification	75,000	86,250
d) For reimbursement of expenses	6,454	10,178
<b>ii) Share in Audit Fees of Joint Ventures</b>		
a) Audit fees	1,934,140	2,258,740
b) Other services	583,100	573,300
c) Reimbursement of expenses	251,828	74,592
<b>TOTAL :</b>	<u>3,160,522</u>	<u>3,359,560</u>

### 3.33 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 :

The Joint venture has amounts due to Micro and Small Enterprises under The Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) as at March 31, 2018 and March 31, 2017. The details in respect of such dues are as follows:

	For the year ended 31 <sup>st</sup> March, 2018 Amount ₹	For the year ended 31 <sup>st</sup> March, 2017 Amount ₹
Share in Principal amount remaining unpaid to any supplier as at the end of the accounting year of Joint Venture	11,178,144	10,545,888
Share in Interest due thereon remaining unpaid to any supplier as at the end of the accounting year of Joint Venture	-	-
Share in the amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year of Joint Venture	-	-
Share in the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006 of Joint Venture	-	-
Share in the amount of interest accrued and remaining unpaid at the end of the accounting year of Joint Venture	-	-
Share in the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid of Joint Venture	-	-
There are no Micro, Small and Medium Enterprises to whom the joint venture owes dues which are outstanding for more than 45 days from the due date at the balance sheet date. The information as required to be disclosed under The Micro, Small and Medium Enterprises Development Act, 2006 regarding Micro and Small enterprises determined to the extent such parties have been identified on the basis of the information available with the joint venture.	-	-

### 3.34 Details of unhedged foreign currency exposures :

#### Share in Unhedged Foreign Currency Exposure of Joint Ventures

- There are no outstanding Forward Exchange Contracts entered into by the Joint ventures as on 31<sup>st</sup> March, 2018.
- Foreign Currency exposures that have not been hedged by a derivative instrument or otherwise

	As at 31 <sup>st</sup> March, 2018			As at 31 <sup>st</sup> March, 2017		
	Amount in Foreign Currency	Currency	Amount ₹	Amount in Foreign Currency	Currency	Amount ₹
<b>Due from :</b>						
Trade Receivables	1,793,400	USD	116,904,200	602,700	USD	39,180,400
	245,000	Euro	19,590,200	475,300	Euro	32,977,000
<b>Due to :</b>						
Trade Payables	94,320	USD	6,235,648	121,880	USD	8,134,700
	28,908	Euro	2,507,036	14,700	Euro	1,108,000
	127,872	SEK	1,012,320	-	SEK	-

	As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
<b>3.35 Earning per Share (Face Value of ₹ 5 each) :</b>		
Profit for the year after taxation, as per the Consolidated Statement of Profit and Loss	1,116,455,809	1,353,115,760
Weighted Average Number of Equity Shares, outstanding during the period	37,667,628	37,667,628
Basic Earning per Share in rupees	29.64	35.92
Diluted Earning per Share in rupees	29.64	35.92

### 3.36 Employee Benefits

#### Holding Company

Employee benefits comprise amounts paid for the services of the Key Management Personnel on deputation. No separate provisions of retirement benefits or privilege leave benefits of such employees are recognized in the books of the Holding Company.

#### Jointly Controlled Entities

##### a) Meritor HVS (India) Limited

Defined contribution plans

Share in expenses on defined contribution plans of the Joint Venture

	As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
i) Employer's contribution to Provident Fund and employees pension scheme	1,666,000	1,577,800
ii) Employer's contribution to Superannuation scheme	862,400	1,288,700
iii) Employer's contribution to Employees State Insurance	9,800	9,800

##### b) Automotive Axles Limited

Share in expenses on defined contribution plans of Automotive Axles Limited are not readily ascertainable.

#### Jointly Controlled Entities

Defined benefit plans

- i. Actuarial gains and losses in respect of defined benefit plans are recognized in the Consolidated Statement of Profit & Loss.
- ii. The Defined Benefit Plans comprise of Gratuity as per the terms of service.
- iii. Changes in the present value of defined obligation representing reconciliation of balances thereof are as follows :

	As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
<b>Components of employer expense</b>		
Current service cost	3,898,376	3,758,864
Interest cost	3,656,544	3,416,828
Expected return on plan assets	(3,963,836)	(3,321,416)
Actuarial losses/(gains)	8,783,180	3,287,736
<b>Total expense recognised in the Consolidated Statement of Profit and Loss</b>	<b>12,374,264</b>	<b>7,142,012</b>
<b>Actual contribution and benefit payments for year</b>		
Actual benefit payments	(2,860,404)	(3,713,504)
Actual contributions	4,776,604	4,409,400
<b>Net asset / (liability) recognised in the Balance Sheet</b>		
Present value of defined benefit obligation	67,148,056	53,831,056
Fair value of plan assets	57,189,936	51,470,596
Funded status [Surplus / (Deficit)]	(9,958,120)	(2,360,460)
Unrecognised past service costs	-	-
<b>Net asset / (liability) recognised in the Balance Sheet</b>	<b>(9,958,120)</b>	<b>(2,360,460)</b>
<b>Change in defined benefit obligations (DBO) during the year</b>		
Present value of DBO at beginning of the year	53,831,056	46,873,768
Current service cost	3,898,376	3,758,864
Interest cost	3,656,544	3,416,828
Actuarial (gains) / losses	8,622,484	3,495,100
Benefits paid	(2,860,404)	(3,713,504)
Present value of DBO at the end of the year	67,148,056	53,831,056
<b>Change in fair value of assets during the year</b>		
Plan assets at beginning of the year	51,470,596	47,245,920
Actual company contributions	4,776,604	4,409,400
Expected return on plan assets	3,963,836	3,321,416
Actuarial gain / (loss)	(160,696)	207,364
Benefits paid	(2,860,404)	(3,713,504)
Plan assets at the end of the year	57,189,936	51,470,596
<b>Actual return on plan assets</b>		
Expected return on plan assets	3,963,836	3,321,416
Actuarial Gains / (Losses) on plan assets	(160,696)	207,364
Actual return on plan assets	3,803,140	3,528,780

	As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
<b>Actuarial assumptions</b>		
Discount rate	7.54% - 7.70%	6.85%
Expected return on plan assets	7.54% - 7.80%	6.85% - 8.25%
Salary escalation	5% - 9%	5% - 9%
Withdrawal rate	5% at younger ages and reducing to 1% at older ages according to graduated scale	5% at younger ages and reducing to 1% at older ages according to graduated scale
Attrition	12.00%	12.00%
Mortality	Indian Assured Lives Mortality (2006-08) Ultimate Mortality Table	

**Experience adjustments**

Gratuity	Mar-18 ₹	Mar-17 ₹	Mar-16 ₹
Present value of DBO	67,148,056	53,831,056	46,873,768
Fair value of plan assets	57,189,936	51,470,596	47,245,920
Funded status [Surplus / (Deficit)]	(9,958,120)	(2,360,460)	372,152
Experience gain / (loss) adjustments on plan liabilities	8,622,484	3,495,100	3,222,908
Experience gain / (loss) adjustments on plan assets	(160,696)	207,364	(95,668)

Note : In respect of one jointly controlled entity, Meritor HVS (India) Limited, the details with respect to investment by the fund manager (Life Insurance Corporation of India) in to major category of plan assets have not been disclosed, in the absence of such information.

The table below gives summary of the share in the Jointly controlled entities' obligations for other long term employee benefits in the form of privileged leave encashment.

	As at 31 <sup>st</sup> March, 2018 Amount ₹	As at 31 <sup>st</sup> March, 2017 Amount ₹
Present Value of Obligation	11,448,656	10,513,280
Fair Value of Plan Assets	-	-
Net asset/(liability) recognized in the Balance Sheet	(11,448,656)	(10,513,280)
Net liability is bifurcated as :		
Current :	5,720,556	4,388,280
Non current :	5,728,100	6,125,000

### 3.37 Segment Reporting

The operations of the Group relate to two business segments - viz. activities as core investment company and manufacture and sale of automotive components

#### a) Primary Segment

Particulars	Core Investment Company 31 <sup>st</sup> March, 2018 ₹	Automotive Components 31 <sup>st</sup> March, 2018 ₹	Total 31 <sup>st</sup> March, 2018 ₹	Core Investment Company 31 <sup>st</sup> March, 2017 ₹	Automotive Components 31 <sup>st</sup> March, 2017 ₹	Total 31 <sup>st</sup> March, 2017 ₹
<b>Revenue</b>						
External revenue	21,655,282	12,075,013,904	12,096,669,186	23,942,575	9,905,618,576	9,929,561,151
Inter Segment Revenue	186,185,380	-	186,185,380	133,234,072	-	133,234,072
Other Operating Revenue	-	342,861,628	342,861,628	-	241,861,136	241,861,136
<b>Total Segment Revenue</b>	<b>207,840,662</b>	<b>12,417,875,532</b>	<b>12,625,716,194</b>	<b>157,176,647</b>	<b>10,147,479,712</b>	<b>10,304,656,359</b>
<b>Result</b>						
Segment Results Profit / (Loss)	131,616,449	818,171,050	949,787,499	178,489,458	581,098,288	759,587,746
Unallocated Corporate Expenses (net)			-			-
Elimination of intersegment revenue	(186,185,380)	-	(186,185,380)	(133,234,072)	-	(133,234,072)
Interest Expense			(451,100)			(3,983,492)
Share of Profits / (Losses) of Associates (Net)			631,140,621			923,945,512
Share in Interest income of Joint Ventures			16,143,844			8,864,024
Profit before Tax including Share of Profits / (Losses) of Associates (Net)			1,410,435,484			1,555,179,718
Tax expense			(293,979,675)			(202,063,958)
<b>Profit for the year</b>			<b>1,116,455,809</b>			<b>1,353,115,760</b>
<b>Other Information</b>						
Segment Assets	10,304,532,498	4,838,097,232	15,142,629,730	9,545,947,055	3,623,734,300	13,169,681,355
Unallocated Corporate Assets			36,876,878			14,881,200
<b>Total Assets</b>			<b>15,179,506,608</b>			<b>13,184,562,555</b>
Segment Liabilities	5,060,514	2,629,773,220	2,634,833,734	7,052,142	614,754,984	621,807,126
Unallocated Corporate Liabilities			27,003,720			1,123,637,160
<b>Total Liabilities</b>			<b>2,661,837,454</b>			<b>1,745,444,286</b>
Cost incurred during the year to acquire Segment fixed assets	-	59,668,208	59,668,208	-	104,520,196	104,520,196
Depreciation/Amortisation	4,123,436	160,176,372	164,299,808	5,542,110	145,606,676	151,148,786
Non-cash expenses other than depreciation/amortisation	-	632,100	632,100	-	13,859,816	13,859,816

#### b) Secondary Segment - Geographical segments according to location of customers

Segment Revenue	Total Amount 31 <sup>st</sup> March, 2018 ₹	Total Amount 31 <sup>st</sup> March, 2017 ₹
Domestic	12,073,383,294	9,968,643,759
Export	552,332,900	336,012,600
<b>Total</b>	<b>12,625,716,194</b>	<b>10,304,656,359</b>

### 3.38 Related Party Disclosures :

a) Related Parties and their relationships, where there are related party transactions or balances :

- i) Key Management Personnel : Mr. Jeevanprasad Patwardhan,  
the Chief Executive Officer Chief Financial Officer  
Mr. Satish Kshirsagar, the Company Secretary
- ii) Directors other than Executive Directors : Mr. A. B. Kalyani  
Mr. B. B. Hattarki  
Mr. M. U. Takale  
Ms. A. A. Sathe

b) Transactions with Related Parties :

Nature of transaction	Year ended 31 <sup>st</sup> March, 2018 ₹	Year ended 31 <sup>st</sup> March, 2017 ₹
<b>Remuneration to Key Management Personnel<sup>@</sup></b>		
Mr. Jeevanprasad Patwardhan	3,276,244	3,304,421
Mr. Satish Kshirsagar	844,077	898,420
<sup>@</sup> Represents amounts paid to employer in respect of Key Management Personnel on deputation. (Inclusive of applicable taxes and levies)		
<b>TOTAL :</b>	<b>4,120,321</b>	<b>4,202,841</b>
<b>Directors' sitting fees</b>		
Mr. A. B. Kalyani	20,000	35,000
Mr. B. B. Hattarki	40,000	40,000
Mr. M. U. Takale	40,000	35,000
Ms. A. A. Sathe	30,000	30,000
<b>TOTAL :</b>	<b>130,000</b>	<b>140,000</b>
<b>Directors' commission</b>		
Mr. A. B. Kalyani	1,450,000	-
Mr. B. B. Hattarki	350,000	-
Mr. M. U. Takale	350,000	-
Ms. A. A. Sathe	350,000	-
<b>TOTAL :</b>	<b>2,500,000</b>	<b>-</b>

c) Balances with Related Parties :

Nature of transaction	Year ended 31 <sup>st</sup> March, 2018 ₹	Year ended 31 <sup>st</sup> March, 2017 ₹
<b>Directors' commission payable</b>		
Mr. A. B. Kalyani	1,450,000	-
Mr. B. B. Hattarki	350,000	-
Mr. M. U. Takale	350,000	-
Ms. A. A. Sathe	350,000	-
<b>TOTAL :</b>	<b>2,500,000</b>	<b>-</b>

### 3.39 Lease :

	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
	₹	₹
i) Finance Leases		
The Group has taken certain computers and office equipments on lease.		
a) Meritor HVS (India) Limited		
Future minimum lease payments in respect of non-cancellable leases:		
Amounts due within one year from the date of balance sheet	245,000	490,000
Amounts due in the period between one year and five years	-	245,000
	<u>245,000</u>	<u>735,000</u>
Less : Interest Payable	14,700	98,000
Present Value of minimum lease payments	<u>230,300</u>	<u>637,000</u>
b) Automotive Axles Limited		
Share in future minimum lease payments in respect of non-cancellable leases of Automotive Axles Limited is not readily ascertainable.		
ii) Operating Leases		
The Group has taken certain premises on lease.		
a) Meritor HVS (India) Limited		
Future minimum lease payments in respect of non-cancellable leases:		
Amounts due within one year from the date of balance sheet	5,806,500	-
Amounts due in the period between one year and five years	19,977,300	-
	<u>25,783,800</u>	<u>-</u>
b) Automotive Axles Limited		
Share in future minimum lease payments in respect of non-cancellable leases of Automotive Axles Limited is not readily ascertainable.		
Lease payments debited to the consolidated statement of profit and loss	19,994,408	11,201,060
There is no contingent rent payable		

3.40 Legal title to some of the assets vested and transferred to the Company in pursuance of the Composite Scheme of Arrangement approved by the Honourable High Court of judicature at Bombay, as per Order dated 5<sup>th</sup> February, 2010 referred to herein before, could not be transferred in the name of the Company as at 31<sup>st</sup> March, 2018. The Company is in the process of completing the required legal formalities.

3.41 3,000,000 6% Non-cumulative Redeemable Preference Shares of ₹10/- each, fully paid in Kalyani Financial Services Limited are redeemable on or before 11<sup>th</sup> March, 2019.

3.42 40,000,000 9% Cumulative Redeemable Non Convertible Preference Shares of ₹ 10/- each, fully paid in KSL Holdings Pvt. Ltd. are redeemable at par on or before 25<sup>th</sup> October, 2036.



3.43 21,042,440 7% Cumulative Optionally Convertible Non-Participating Preference Shares of ₹ 10/- each, fully paid in Kalyani Technoforge Limited are redeemable at par on or before 18<sup>th</sup> January, 2023.

3.44 9,300,000 8% Cumulative Redeemable Preference Shares of ₹ 10/- each of Baramati Speciality Steels Ltd. are redeemable at par on or before 27<sup>th</sup> March, 2038.

3.45 Of the 6,847,000 0% Fully Convertible Debentures (FCDs) of ₹ 100/- each, fully paid of Kalyani Financial Services Limited, 1,577,000 FCDs are compulsorily convertible into Equity Shares of ₹ 10/- each, fully paid up at a premium of ₹ 20/- per share on or before 31<sup>st</sup> March, 2021. 5,270,000 FCDs are compulsorily convertible into such number of fully paid up Equity Shares of ₹ 10/- each, at such a price as shall be fixed by the said Company on or before 27<sup>th</sup> September, 2022.

**3.46 Long term loans given :**

The Company has given letter of subordination to Nandi Economic Corridor Enterprises Ltd. (NECE) and Airro (Mauritius) Holdings V, whereby the Company has agreed to subordinate the loan of ₹ 1,160,520,067 (Previous Year : ₹ 1,160,520,067) granted by it to NECE, until the entire stakeholding of Airro (Mauritius) Holdings V in NECE Ltd. is completely sold off or all the amounts payable by NECE Ltd. to Airro (Mauritius) Holdings V in terms of the Shareholders Agreement dated 24th December, 2010, between Airro (Mauritius) Holdings V and NECE Ltd. are fully paid off.

**3.47 Disclosures in accordance with Guidance note on Accounting for Expenditure on Corporate Social Responsibility Activities:**

	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
	₹	₹
Gross Amount required to be spent by the Group during the year		
By the Holding Company	3,461,400	1,567,300
By the jointly controlled entities (the Holding Company's share)	7,844,176	6,621,892
	<u>11,305,576</u>	<u>8,189,192</u>
Amount spent during the year		
By the Holding Company	-	-
By the jointly controlled entities (the Holding Company's share)	4,771,228	3,392,676
	<u>4,771,228</u>	<u>3,392,676</u>
Shortfall for the year		
In respect of the Holding Company	3,461,400	1,567,300
In respect of the jointly controlled entities (the Holding Company's share)	3,072,948	3,229,216
	<u>6,534,348</u>	<u>4,796,516</u>
Cumulative shortfall		
In respect of the Holding Company	7,043,700	3,582,300
In respect of the jointly controlled entities (the Holding Company's share)	8,866,704	5,793,756
	<u>15,910,404</u>	<u>9,376,056</u>

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### 3.48 Events occurring after balance sheet date :

The Holding Company has entered into Share Purchase Agreement on 27th April, 2018, where in it has agreed to sell its entire investment of 16,183,636 equity shares of ₹ 10/- each, fully paid up, in Epicenter Technologies Private Limited (Epicenter) at a price of ₹ 0.57 per share, resulting in a loss of ₹ 63,828,260/-. The said loss representing diminution other than temporary, in the value of long term investments, has been considered to the extent of carrying amount of the investment. The Share Purchase Agreement is subject to fulfillment of certain terms and conditions by Epicenter, including interalia, repayment in full of 1) the unsecured loan advanced by the Company to Epicener and 2) accrued interest thereon.

3.49 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

3.50 Statement on Form AOC-I, pursuant to the first proviso to sub-section (3) of Section 129 of the Companies Act, 2013, read with rule 5 of the Companies (Accounts) Rules, 2014 is annexed.

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As per my attached report of even date,

On behalf of the Board of Directors,

**H. S. Kulkarni**  
Chartered Accountant

**M.U. Takale**  
Director  
DIN : 01291287

**B. B. Hattarki**  
Director  
DIN : 00145710

**J. G. Patwardhan**  
Chief Executive Officer &  
Chief Financial Officer

**S. R. Kshirsagar**  
Company Secretary

Place : Pune  
Date : 15<sup>th</sup> June, 2018

Place : Pune  
Date : 15<sup>th</sup> June, 2018

## Form AOC - 1

(Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013, read with rule 5 of the Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of associate companies and joint ventures

Sr. No.	Name of the Associates / Joint Ventures	Kalyani Steels Ltd.	KSL Holdings Pvt. Ltd.	Epicenter Technologies Pvt. Ltd.	Triumphant Special Alloys Pvt. Ltd. (previously known as Carpenter Kalyani Special Alloys Pvt. Ltd.)	Kalyani Financial Services Ltd.	Nandi Engineering Ltd.	Synise Technologies Ltd.	Automotive Axles Ltd.	Meritor HVS (India) Ltd.
1	Latest audited Balance Sheet Date	31-Mar-18	31-Mar-18	31-Mar-18	31-Mar-18	31-Mar-18	31-Mar-18	31-Mar-18	31-Mar-18	31-Mar-18
2	Shares of Associates / Joint Ventures held by the Company on the year end									
i	Nos.	17,052,421	32,999,000	16,183,636	3,195,398	2,940,000	25,000	1,131,793	5,367,806	1,190,694
ii	Amount of Investment in Associates / Joint Ventures <sup>(a)</sup>	1,396,202,073	2,445,821,114	-	6,258,942	-	-	1,925,148	260,686,926	11,906,930
	Total number of issued shares	43,653,060	77,600,000	58,380,581	7,021,219	6,000,008	62,507	2,420,000	15,111,975	2,430,000
iii	Extent of Holding %	39.06	42.52	27.72	45.51	49.00	40.00	46.77	35.52	49.00
3	Description of how there is significant influence	Note - (b)	Note - (b)	Note - (b)	Note - (b)	Note - (b)	Note - (b)	Note - (b)	Note - (b)	Note - (b)
4	Reason why the associate / joint venture is not consolidated	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
5	Net worth attributable to Shareholding as per latest audited Balance Sheet	3,016,267,946	2,376,110,335	15,316,364	5,130,786	(31,948,031)	(202,841,062)	3,677,180	1,574,174,229	643,557,857
6	Profit / (Loss) for the year	192,744,741	409,931,193	26,893,112	188,066	1,736,642	3,926,150	1,383,509	291,089,952	253,290,800
i	Considered in Consolidation <sup>(c)</sup>	300,713,378	554,159,102	70,123,888	225,176	1,807,526	5,889,224	1,574,602	528,420,048	263,629,200
ii	Not Considered in Consolidation <sup>(d)</sup>									

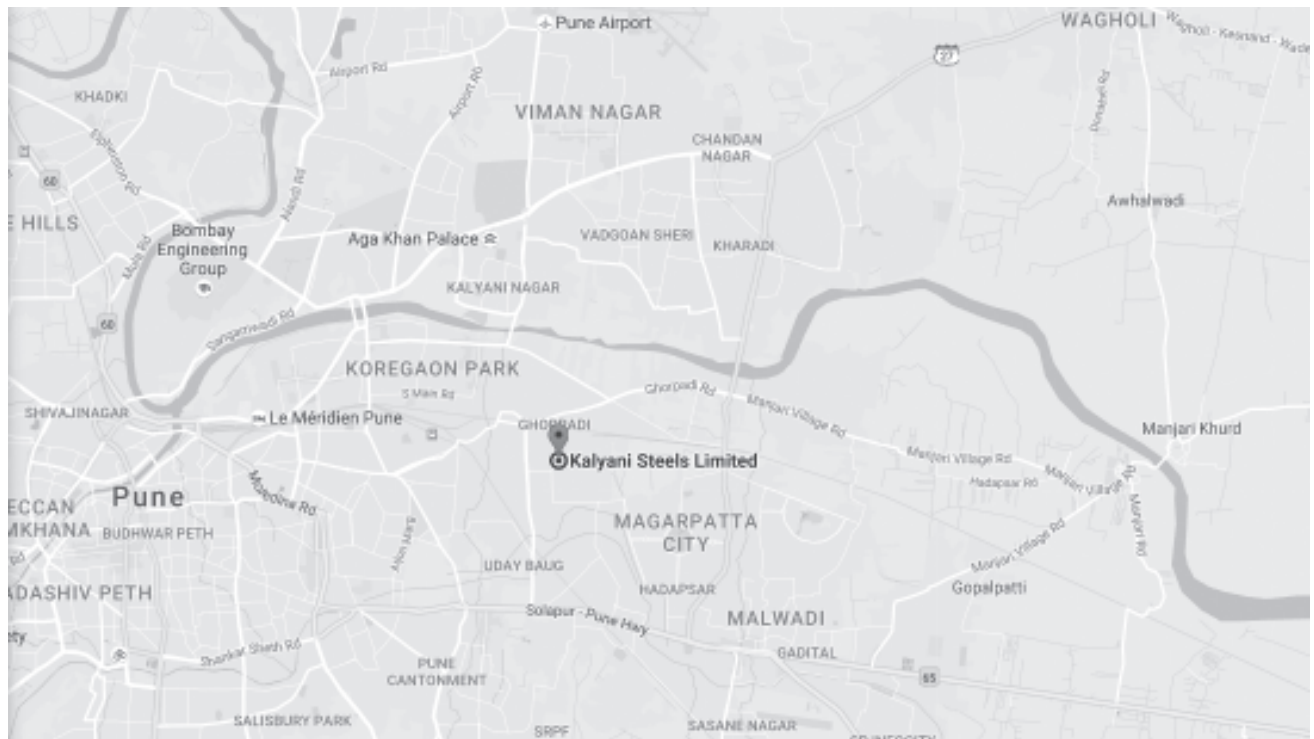
### Notes :

- Carrying amount of investments in Associates and cost of investments in Joint Ventures have been stated.
- The Company exercises significant influence over the investees by virtue of proportion of its shareholding.
- Profit / (Loss) for the year of Associates considered in consolidation also include profits of Associates where carrying amounts of investments are NIL, which have gone into reducing the cumulative unrecognised shares of losses of those associates.
- Profit / (Loss) for the year not considered in consolidation is the total profit / (loss) for the year of the respective Associate / Joint Venture minus amounts stated against Sr. No. 6-i.

Sr. No.	Name of the Associates / Joint Ventures	Kalyani Steels Ltd.	KSL Holdings Pvt. Ltd.	Epicenter Technologies Pvt. Ltd.	Triumphant Special Alloys Pvt. Ltd. (previously known as Carpenter Kalyani Special Alloys Pvt. Ltd.)	Kalyani Financial Services Ltd.	Nandi Engineering Ltd.	Synise Technologies Ltd.	Automotive Axles Ltd.	Meritor HVS (India) Ltd.
	Paid up share capital	218,644,367	1,176,000,000	583,806,000	70,212,190	90,000,080	625,070	24,200,000	151,120,000	24,300,000
	Add : All reserves created	7,502,800,325	4,811,628,777	(528,554,000)	(58,938,361)	(125,200,231)	(507,784,520)	(16,337,454)	4,280,650,000	1,289,090,000
	Less : Preference share capital	-	(400,000,000)	-	-	(30,000,000)	-	-	-	-
	Less : Accumulated losses	-	-	-	-	-	-	-	-	-
	Deferred expenditure	-	-	-	-	-	-	-	-	-
	Miscellaneous expenditure not written off	-	-	-	-	-	-	-	-	-
	Less : Reserves created out of revaluation of assets	-	-	-	-	-	-	-	-	-
	Reserves created out of write-back of depreciation	-	-	-	-	-	-	-	-	-
	Reserves created out of amalgamation	-	-	-	-	-	-	-	-	-
	<b>Net worth</b>	<b>7,721,444,692</b>	<b>5,587,628,777</b>	<b>55,252,000</b>	<b>11,273,829</b>	<b>(65,200,151)</b>	<b>(507,159,450)</b>	<b>7,862,546</b>	<b>4,431,770,000</b>	<b>1,313,390,000</b>

Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation

## Route Map for Venue of Annual General Meeting



# BF INVESTMENT LIMITED

CIN : L65993PN2009PLC134021

Registered Office : Mundhwa, Pune Cantonment, Pune 411 036  
Administrative Address : Cyber City, Tower 15, Level 6, Office 602,  
Magarpatta City, Hadapsar, Pune 411013  
Phone : +91 20 66292550  
Email : bfinvestment@vsnl.net Website : http://www.bfilpune.com

## PROXY FORM

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

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No. / DP ID & Client ID	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint :

- (1) Name \_\_\_\_\_ Address \_\_\_\_\_  
E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him / her
- (2) Name \_\_\_\_\_ Address \_\_\_\_\_  
E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him / her
- (3) Name \_\_\_\_\_ Address \_\_\_\_\_  
E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Ninth Annual General Meeting of the Company, to be held on Saturday, the 1<sup>st</sup> day of September, 2018 at 11.00a.m. (I.S.T.) at Kalyani Steels Limited at Mundhwa, Pune - 411 036 and at any adjournment thereof in respect of such resolutions as are indicated below :

Item No.	Resolution (For details, refer Notice of Ninth Annual General Meeting dated 20 <sup>th</sup> July, 2018)	Vote *(For Options See Note 4)		
		For	Against	Abstain
1.	To consider and adopt a) the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2018 and the Reports of the Board of Directors and Auditors thereon. b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2018 and the Report of the Auditors thereon.			
2.	To appoint a Director in place of Mr. A. B. Kalyani, (DIN : 00089430), who retires by rotation and being eligible offers himself for re-appointment			
3.	Appointment of M/s P. G. Bhagwat, Chartered Accountants, Pune (Firm Registration No. 101118W) as Statutory Auditors of the Company and to fix their Remuneration.			
4.	Re-Appointment of Mr. B.B. Hattarki (DIN 00145710) as an Independent Director			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of member : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

Please affix  
Revenue  
Stamp

(Please refer notes overleaf)

Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. \* It is optional to indicate your preference by placing the tick (✓) mark at the appropriate box. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.





**KALYANI**  
DRIVING INNOVATION

# **BF INVESTMENT LIMITED**

MUNDHWA, PUNE CANTONMENT, PUNE 411 036  
MAHARASHTRA, INDIA.  
website : [www.bfilpune.com](http://www.bfilpune.com)